

Constitution

The name of the society is: TEAM FOR A LIVABLE VANCOUVER ASSOCIATION

The purposes of the society are:

1. To act as a municipal elector organization in the City of Vancouver.
2. To elect a majority of candidates on City Council, Park Board and School Board in order to:
 - manage development of the City of Vancouver and improve the quality of life of its citizens;
 - reform and establish policies and processes to ensure that civic government
 - i. is responsive to the needs and desires of residents and
 - ii. focuses on its core services and responsibilities in setting priorities;
 - restore public trust, accountability, fiscal transparency and genuine democratic decision making at Vancouver City Hall, Park Board and School Board;
 - reinstate participatory community-based planning as the fundamental framework for Vancouver's future as a livable, affordable, inclusive, socially just, prosperous, and environmentally sustainable city of neighbourhoods.
3. To seek candidates committed to cooperation and consensus building to more effectively achieve the principal goals of the association.
4. To strive to field a slate of candidates representative of Vancouver residents, geographically and demographically.

Bylaws of TEAM FOR A LIVABLE VANCOUVER ASSOCIATION (the “Association”)

As Amended November 3, 2024

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

“**Act**” means the *Societies Act* of British Columbia as amended from time to time;

“**Board**” means the directors of the Association;

“**Bylaws**” means these Bylaws as altered from time to time.

“**Voting Member**” means “member in good standing.”

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

PART 2 – MEMBERS

Application for membership

2.1 A Canadian citizen or Permanent Resident aged 16 and older who

- a) resides, owns a business or property in the City of Vancouver or Electoral Area A (UBC),
- b) supports the objectives and policies of the Association,
- c) and has not been a member of another Vancouver municipal party for at least 30 days*,

may apply to the Board for membership in the Association. Application for membership in the Association shall be made on a form prescribed by the Membership Committee, which shall recommend to the Board of Directors acceptance or rejection of the application. If the Membership Committee recommends rejection, the applicant may appeal the decision to the Board, and the Board’s decision shall be final.

*The Board may, at its discretion, grant membership to a person who does not meet criterion c) above.

Classes of members

2.2 Membership shall be divided into the following classes:

- a) Honourary Members, who shall be those individuals who, in the opinion of the Board of Directors, have made an outstanding contribution to the City of Vancouver or the Association, and who are elected as Honourary Members at a general meeting of the Association. Honourary Members shall have the same voting rights as an Ordinary Member in good standing but they shall not be required to pay membership dues.
- b) Ordinary Members, who shall be individuals who have joined the Association as provided for in Bylaw 2.1 herein.

Amount of membership dues

2.3 The amount of the membership dues must be determined by the Board.

Duties of members

2.4 Every member must uphold the Constitution of the Association, and must comply with these Bylaws and the organization's Code of Conduct.

Voting rights of members

2.5 The following provisions shall determine the voting rights of members at the Annual General Meeting, any special general meeting, the Nominating Convention and the Policy Convention.

- a) In order to be eligible to vote at any of the aforesaid meetings a member must be in good standing.
- b) "Member in good standing" means the following:
 - (1) That the member has joined as a member of the Association for at least 30 days prior to the date of the meeting.
 - (2) That the member is paid up in membership fees as of two days before the date of the meeting.

Member not in good standing

2.6 All ordinary members shall be continuing members of the Association as long as they are not in default in payment of their fees for a period of 60 days.

Termination of membership if member not in good standing

2.7 A person's membership in the Association is terminated if the person is not in good standing for 60 consecutive days.

Suspension or expulsion of member for cause

2.8 Any member may be suspended or expelled from the Association for cause. Authority for such action shall be vested in the Board of Directors. No action shall be taken by the Board in this regard without first allowing the member an opportunity of appearing before the said Board to present a defence. Seven days' notice of the time and place of the hearing shall be provided to the said member at the last address shown in the membership records of the Association. Seven days' notice of such meeting and the subject matter to be discussed shall be given to all Directors. No member may be suspended or expelled unless by a majority vote of the Directors in attendance at such meeting where such action is under consideration. No member suspended or expelled shall hold, or continue to hold, office in the Association or continue to be endorsed for election by the Association.

PART 3 – MEETINGS OF MEMBERS

Time and place of meetings

3.1 The Association shall hold three types of general meetings.

- a) An annual general meeting must be held at the time and place the Board determines but, in any event, no less than 15 months after the last annual general meeting .
- b) A policy meeting must be held in the year prior to a civic election at the time and place the Board determines, and a policy meeting must be held in the year of any by-election scheduled. The policy meeting may be held in conjunction with the annual general meeting.

- c) Nominating meeting(s) must be held in the year of a civic election or civic by-election at the time(s) and place(s) the Board determines. If a by-election is called for a date before April 1, the nomination meeting may be held in the previous year.

General meetings may be in person, partially electronic or fully electronic as the Board determines.

Notice of general meeting

- 3.2 (1)** Notice of the date and time and, if applicable, the location of a general meeting, and the notice required under 3.4 herein, as must the methods by which votes will be cast as set out in Bylaw 3.14, must be sent to every member of the Association at least 7 days and not more than 60 days before the meeting.
- 3.2 (2)** Notice of a general meeting is deemed to have been sent under subsection (1) if
 - a) notice of the date and time and, if applicable, the location of the meeting has been sent, to every member of the Association who has provided an email address to the Association, by email to that email address, and
 - b) notice of the date and time and, if applicable, the location of the meeting is posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Association and is accessible to all of the members of the Association.
- 3.2 (3)** If a member has not provided an email address, notice must be sent under subsection (1) to the mailing address given to the Association.
- 3.2 (4)** If a general meeting is an electronic meeting, the notices under this section must also contain instructions for attending and participating in the meeting by telephone or other communications medium, including, if applicable, instructions for voting at the meeting and the method of voting that will be in effect.

Ordinary business at general meetings

- 3.3** At a general meeting, the following business is ordinary business:
 - a) adoption of rules of order;
 - b) consideration of any financial statements of the Association presented to the meeting;
 - c) consideration of the reports, if any, of the directors or auditor;
 - d) election or appointment of directors;
 - e) appointment of an auditor, if any;
 - f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

- 3.4** A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

- 3.5** The following individual is entitled to preside as the chair of a general meeting:
 - a) the individual, if any, appointed by the Board to preside as the chair;
 - b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the president,

- (ii) the vice-president, if the president is unable to preside as the chair, or
- (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

3.6 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

3.7 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

3.8 The quorum for the transaction of business at a general meeting is the greater of 3 voting members, or 10% of the voting members until the membership reaches 250, after which point the quorum remains at 25.

Lack of quorum at commencement of meeting

3.9 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

- a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

3.10 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

3.11 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting unless the notice requirements for such business have been provided pursuant to S. 3.2 herein.

Notice of continuation of adjourned general meeting

3.12 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given pursuant to S. 3.2 herein.

Order of business at general meeting

3.13 The order of business at a general meeting is as follows:

- a) elect an individual to chair the meeting, if necessary;
- b) determine that there is a quorum;
- c) approve the agenda;
- d) approve the minutes from the last general meeting;
- e) deal with unfinished business from the last general meeting;
- f) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Association for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;
- g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- h) terminate the meeting.

Methods of voting

3.14 (1) At a general meeting which is not a Policy Meeting or Nominating Meeting, the vote of members may be indicated by a show of hands, by an oral vote, or by a secret ballot providing the method of voting will have been set out in the notice of the meeting.

3.14 (2) The method of voting at a Policy Meeting or Nominating Meeting must be determined by the Board and described in the notice of such meetings pursuant to Section 3.2 herein.

Announcement of result

3.15 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

3.16 Voting by proxy is not permitted at any meeting of the Association or of the Directors.

Matters decided at general meeting by ordinary resolution

3.17 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Policy meeting

3.18 The purpose of the policy meeting is for the membership to discuss and vote on policies which will form the election platform proposed by the Association in the subsequent civic election.

Nominating meeting(s)

3.19 The purpose of the nominating meetings is for the membership to vote on which candidates the Association will field in the subsequent civic election. Before a civic election or by-election, directors will establish a candidates nomination committee that will review and screen candidates for a slate to be promoted by the Association. No candidate not approved by the membership at the nominating convention may run for office with the endorsement of the Association.

PART 4 – DIRECTORS

Number of directors on Board

4.1 The Association must have no fewer than 5 and no more than 9 directors or a greater number determined from time to time at a general meeting.

Election or appointment of directors

4.2 (1) At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect the Board.

4.2 (2) A member who has been active with and has been in good standing with the Association since its inception or for at least one year, or who has qualifications deemed equivalent by the nominating committee, is eligible for consideration as a director, with the exception noted in 4.2(3) herein.

4.2 (3) A lobbyist is ineligible for consideration as director. “Lobbyist” means a person who would fall under the definition of a “consultant lobbyist” under the Lobbyist Registration Act, S.B.C., c. 42, as may be amended or supplemented from time to time, if the definition of “public office holder” under that Act were to apply to officers and employees of the City of Vancouver and to no other persons, and provided however that a person is only considered a lobbyist for purposes of this definition if they lobby on land use issue. In this regard, persons shall not be deemed to carry on lobbying merely by owning or doing anything in connection with their principal residence.

4.2 (4) After the first annual general meeting, a nomination for director may be made from the floor by any other member in good standing for 120 days.

Directors may fill casual vacancy on Board

4.3 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director’s term of office.

Term of appointment of director filling casual vacancy

4.4 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Term of Directorship

4.5 At the first annual general meeting, 2 of the director positions on the board are to be for a 3 year term, 2 of the director positions are to be 2 year terms and 1 of the director positions is to be a 1 year term. Subsequent years will have all positions at 3 year terms. If the number of directors increases, the intent is that all positions on the board will be staggered so that

roughly one third of the positions will be available for election in any given year. No director may serve more than 2 consecutive terms.

Removal of directors

- 4.6 (1)** A director may be removed from office by special resolution at a general meeting.
- 4.6 (2)** if a director is removed from office under subsection (1), an individual may be elected or appointed, by ordinary resolution, to serve as director for the balance of the term of the removed director.

PART 5 – DIRECTORS’ MEETINGS

Calling directors’ meeting

- 5.1** A directors’ meeting may be called by the president or by any 2 other directors. Directors must hold a minimum of 3 meetings per year.

Notice of directors’ meeting

- 5.2** At least 2 days’ notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period.

Proceedings of directors

- 5.3** The directors may on any notice, and the meeting be held at any location and in any manner (in person, electronic or hybrid) convenient to the directors.

Proceedings valid despite omission to give notice

- 5.4** The accidental omission to give notice of a directors’ meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors’ meetings

- 5.5** The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

- 5.6** The quorum for the transaction of business at a directors’ meeting is a majority of the directors.

Director-appointed committees

- 5.7** Directors may establish special committees from time to time and must establish the following:
- a) Annually, a nomination committee to consider new prospective directors, which will report findings to the Membership of the Association prior to the election of directors at an annual general meeting.
 - b) In anticipation of a civic election, a policies committee to prepare policies for review and adoption at the policy meeting.
 - c) In anticipation of a civic election or by-election, a civic election candidates nomination committee to identify potential candidates representing a broad range of demographics, and with experience, skills and interests that would be assets if elected. The committee will report findings prior to the nomination meeting(s).

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

- 6.1** Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:
- a) president;
 - b) vice-president;
 - c) secretary;
 - d) treasurer.

Directors at large

- 6.2** Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Role of president

- 6.3** The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties. The president shall be the chair of all meetings of the members and of the board meetings.

Role of vice-president

- 6.4** The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

- 6.5** The secretary is responsible for doing, or making the necessary arrangements for, the following:
- a) issuing notices of general meetings and directors' meetings;
 - b) taking minutes of general meetings and directors' meetings;
 - c) keeping the records of the Association in accordance with the Act;
 - d) conducting the correspondence of the Board;
 - e) filing the annual report of the Association and making any other filings with the registrar under the Act.

Absence of secretary from meeting

- 6.6** In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

- 6.7** The treasurer is responsible for doing, or making the necessary arrangements for, the following:
- a) receiving and banking monies collected from the members or other sources;
 - b) keeping accounting records in respect of the Association's financial transactions;
 - c) preparing the Association's financial statements;
 - d) making the Association's filings respecting taxes.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

7.1 These Bylaws do not permit the Association to pay to a director or officer remuneration for being a director or officer, but a director or officer may be reimbursed for reasonable expenses incurred in the performance of their duties as director or officer. The Association may, subject to the Act, pay remuneration to a director for services provided by the director to the Association in another capacity. A director may be paid for services that might ordinarily be performed for the Association by a person who was not a director provided that the amount paid is at market rates.

Signing authority

7.2 A contract or other record to be signed by the Association must be signed on behalf of the Association

- a) by the president, together with one other director,
- b) if the president is unable to provide a signature, by the vice-president together with one other director,
- c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
- d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Association.