

SOCIETIES ACT
BY-LAWS OF
THE FIREFIGHTERS #314 HOLDING SOCIETY

ARTICLE I

1. Membership

- (a) Any person shall become a member of the Society provided that the following requirements are satisfied:
 - (i) the person is a current member of the Vancouver Fire and Rescue Services and is, or at one time was a member of International Association of Firefighters Local 18 (“**Local 18**”); or
 - (ii) the person is a current member of the Burnaby Fire Department and is, or at one time was, a member of International Association of Firefighters Local 323 (“**Local 323**”); or
 - (iii) the person is a retired member of either the Burnaby Fire Department or the Vancouver Fire and Rescue Services and at one time was a member of either Local 18 or Local 323; or
 - (iv) the person is approved for membership by the Executive Board of the Society.
- (b) For the purposes of greater clarity, in order to be a retired member of the Vancouver Fire and Rescue Services or the Burnaby Fire Department, the person must have retired from the fire department and not have resigned or been fired. In the event of any uncertainty about whether a person is retired, the Executive Board shall have the final determination as to whether a person is retired, resigned or fired.
- (c) The Executive Board of the Society shall have the power from time to time to set the initial membership fee and annual dues and any other requirements of membership.
- (d) All members of the Society shall be active members and entitled to all rights, benefits and privileges including the right to vote and the privilege of holding office.
- (e) All members are in good standing except a member who has failed to pay his or her current annual membership fee or any other subscription or debt due and owing by the member to the society and the member is not in good standing so long as the debt remains unpaid.

ARTICLE II

1. Cessation of Membership

- (a) Any member who desires to withdraw from membership from the Society shall notify the Secretary, in writing, to that effect, and on acceptance by the Executive Board of such notice, the member shall cease to be a member.
- (b) If a member resigns as a member of or is fired from the Vancouver Fire and Rescue Services or Burnaby Fire Department, the member ceases to be a member of the Society, unless the Executive Board of the Society passes a resolution stating otherwise.
- (c) Where any person ceases to be a member of the Society for any reason whatsoever, he or she shall forthwith forfeit all right, claim and interest arising from, or associated with membership in the Society.
- (d) A member may be expelled by a special resolution of the members passed at a general meeting.
- (e) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- (f) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

ARTICLE III

1. Meetings

- (a) The annual general meeting shall be called in the month of March in each year.
- (b) Special general meetings shall be called by a majority decision of the Executive Board at such other times as are deemed necessary.
- (c) The annual general meeting and special general meetings shall be held at such places as may be determined from time to time by the Executive Board.
- (d) The Executive Board shall give the members not less than fourteen (14) days' notice of the time and place of the annual general meeting or any special general meeting.
- (e) No error or omission in giving notice, nor non-receipt of any notice by any member shall invalidate an annual general meeting or any special general meeting, or any adjourned meetings, or invalidate or make void any proceedings taken thereat.
- (f) A quorum for the transaction of business at any general meeting shall consist of not less than fifteen (15) members entitled to vote.
- (g) The President, or in the President's absence, the Vice-President shall preside as chairperson at every general meeting. If no officer or director is present within

thirty (30) minutes after the time for holding the meeting, the members present shall choose a member to preside at the meeting.

- (h) Any member in good standing is entitled to vote at any general meeting. Each member shall have only one vote. ~~No proxies shall be permitted.~~
- (i) At all general meetings, any question shall be decided by a simple majority of the votes cast, unless otherwise required by these By-laws or by law.
- (j) Voting by proxy is not permitted.
- (k) The chairperson shall not have a vote on any matters arising at general meetings, save that in the event of an equality of votes at general meetings, he or she shall have a casting vote.
- (l)
 - (i) Whenever the Executive Board wishes to propose at a general meeting, a special resolution (as defined or required by the *Societies Act*), the text of such special resolution must be contained in the notice of the meeting.
 - (ii) Any special resolution proposed at a general meeting must be passed by a seventy-five per cent (75%) majority of the members present and entitled to vote: any abstentions are to be counted as negative votes.
- (m) The members may send to the Society a notice of a matter that the members propose to have considered at an annual general meeting (a "Proposal"). The Proposal must not exceed 200 words and contain the names of, and be signed by, not fewer than ten (10) members. If the Society receives a Proposal at least seven (7) days before the notice of the annual general meeting is sent, the Society must include with the notice:
 - (i) the Proposal;
 - (ii) the names of the members submitting the proposal; and
 - (iii) one statement in support of the proposal, if the members submitting the Proposal request that the statement be included with the notice.

ARTICLE IV

1. Executive Board

- (a) The Executive Board of the Society shall be composed of ten (10) directors who are members of the Society.
- (b) The directors at the first Executive Board meeting following the annual general meeting shall appoint a President, Vice-President, Secretary-Treasurer and/or Secretary and Treasurer from the Executive Board to carry out the objectives of the Society and the Social Club of the Society, one of whom will be designated as Chief of Operations. The Chief of Operations shall authorize the employment of such other persons as he or she deems necessary to carry out the objectives of the Society and such employees shall report to the Chief of Operations, who in turn will report to the Executive Board.

2. Duties of the Secretary

The Secretary shall:

- (a) keep records of all proceedings of all Executive Board, general or special general meetings in books kept for this purpose. The Secretary shall be required to have with him or her, the minute books of all meetings at every business meeting;
- (b) keep on file all correspondence and conduct the official correspondence of the Society, as directed by the Executive Board;
- (c) keep an up to date register of all the names and addresses of the members of the Society;
- (d) give notice of all meetings whether Executive Board, general or special general meetings and give other notices required to be given to the officers or members of the Society, as authorized by the Executive Board, annual general or special general meeting.

3. Duties of the Treasurer

The Treasurer shall:

- (a) take charge of all books, effects and papers that pertain to his or her office;
- (b) report on the financial affairs of the Society at every Executive Board, general or special general meeting and submit a financial statement to the membership at the annual general meeting;
- (c) at the close of the Treasurer's term of office, prepare a report setting forth the cash on hand, what bank it is in and compile a list of all securities and other property of the meeting. The Treasurer shall provide all members of the Executive Board with a copy of this report in time for the Executive Board meeting prior to the annual general meeting;
- (d) receive and give receipts for all monies due to the Society and deposit the money in such bank as the Executive Board may direct;
- (e) keep a correct account of the Society's affairs;
- (f) keep on file all bills, receipts and invoices as directed by the Executive Board;
- (g) pay by cheque, all bills sanctioned, as directed by the Executive Board;
- (h) keep a correct account between the Society and its members, in ink, in a record book;
- (i) be bondable.

- 4. The affairs of the Society shall be managed by the Executive Board who may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not by these By-laws or by law expressly directed or required to be done by the Society at a general meeting or otherwise.

5.

- (a) The Executive Board may hold its meetings at such place or places within the Greater Vancouver Area as it may from time to time determine and may meet at any time without notice, if all the directors are present or if those absent signify their consent to such meeting. Meetings may be held upon the call of the President or any four (4) directors and at least two days' notice shall be given to the directors. The "Greater Vancouver Area" means the City of Vancouver and the City of Burnaby.
- (b) The Executive Board may appoint a day or days in any month or months for regular meetings at any hour to be named and such regular meeting require no notice.
- (c) The directors may consider or transact any business, either special or general, at any meeting of the Executive Board. A majority of the directors shall form a quorum for the transaction of business.
- (d) The President shall preside at all meetings and adjournments of meetings, of the Executive Board. If within one-half hour from the appointed time for the meeting the President is not present, the Vice-President shall preside at all meetings and adjournments of meetings of the Executive Board. If within one-half hour from the appointed time for a meeting the Vice-President is not present, the directors shall elect a chairperson from amongst themselves.
- (e) Questions arising at any meeting of the Executive Board shall be decided by a simple majority of votes, unless otherwise required by these By-laws or by law, The President shall not have a vote on any matters at meetings of the Executive Board, save that in case of an equality of votes, the President shall have a casting vote. In the event that a director other than the President is chairperson of a meeting of the Executive Board, the chairperson shall retain his or her right to vote as a director, but the chairperson shall not, in addition to his or her own vote, have a second or casting vote in case of an equality of votes.

6. A resolution in writing signed by all the directors personally shall be valid and effectual as if it had been passed at a meeting of the Executive Board duly called and constituted.

7. No error or omission in giving notice, nor non--receipt of any notice by any director shall invalidate or make void any proceedings taken or had thereat and any director may, at any time, waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.

8. The members of the Executive Board shall receive no remuneration for acting as such, excepting the President, Chief of Operations, Secretary-Treasurer and/or Secretary and Treasurer, who shall receive a monthly expense allowance, the amount of which is to be set by the Executive Board. The Executive Board members, excluding the President, Secretary-Treasurer and/or Secretary and Treasurer shall receive a per diem for Executive Board meetings attended. The amount of the per diem is to be set by the Executive Board. The total above expenses are not to exceed ten per cent (10%) of gross income generated by the Society in the previous years' statement. Dues are not to be included as income. A minimum expense allowance of \$1,500 per month in total be set for the Executive officers, namely, the President, Chief of Operations, Secretary-Treasurer and/or Secretary and Treasurer.

9. Every director of the Society shall be deemed to have assumed office on the express understanding, agreement and condition that every director of the Society and his or her heirs, executors and administrators and estate and effects respectfully, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society from and against all costs, charges and expenses whatsoever which such director sustains or incurs in or about any actions, suits or proceedings which are brought, commenced or prosecuted against him or her or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her or any other director or directors in or about the execution of the duties of his or her or their office, and also from and against all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.
10. The Executive Board may require any director, agent or employee to be bonded for any amount to be fixed by the Executive Board and with any company designated by the Executive Board, the cost of such bond to be borne by the Society.

ARTICLE V

1. Election and Removal of Directors

- (a) The subscribers to the Constitution and these By-laws shall be the first directors of the Society and shall be known as the "Provisional Executive Board" and shall hold office and exercise all powers granted to the Executive Board by the By-laws and by law until the first annual general meeting of the Society.
- (b)
 - (i) At the annual general meeting, elections shall be held to fill the offices of the ten (10) elected directors, with eight (8) members, active or retired, from the Vancouver Fire and Rescue Services, and two (2) members, active or retired, from the Burnaby Fire Department.
 - (ii) The five (5) members receiving the highest number of votes will hold office for two (2) years with the remaining five (5) members holding office for one (1) year, and at the next annual general meeting, five (5) members will be elected to hold office for two (2) years and so on from year to year.
- (c) Any member of the Society, to qualify for nomination as a director of the Society, must have been an active member in good standing of the Society for one year prior to his or her nomination, must be in good standing, and must not be under any financial obligation to the Society at the time he or she is nominated or at the time he or she is elected, and he or she must be either a present or retired member of the fire departments mentioned in By-law 1(b) of this Article V.
- (d) To be eligible to vote at the election of directors, a member must be a member in good standing.
- (e) Nominations may be made by any two members, either in writing delivered to the President at any time after notice of the annual general meeting has been mailed and prior to the close of nominations at the annual general meeting, or orally from the floor of the annual general meeting. In neither case is it necessary that the member nominated attend the annual general meeting, but in any case the

member nominated must signify his or her acceptance of the nomination in writing.

- (f) The election of the directors may be by acclamation, otherwise it will be by secret ballot. If the election is by secret ballot, candidates will be deemed to be elected in the order of those candidates receiving the most votes.
- (g) Vacancies in the offices of the ten (10) elected directors, however caused, so long as a quorum of the Executive Board remains in office, may be filled by the Executive Board from among the qualified members of the Society and any director so appointed shall hold office only until the next annual general meeting.
- (h) The members may by a special resolution passed by not less than two-thirds (2/3) of the members present and entitled to vote (any abstentions are to be counted as negative votes) remove a director before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- (i) The Executive Board may remove a director before the expiration of such director's term of office by a resolution passed by not less than two-thirds (2/3) of the Executive Board at a meeting. Before a director can be removed by the Executive Board, the Society must send to the director notice of the proposed removal, including reasons, and give the director an opportunity at the meeting to be heard before the resolution is put to a vote. The notice of the Executive Board meeting must be sent to each director and must include the proposed removal of the Director on the agenda.
- (j) A person will automatically cease to be a director:
 - (i) upon receipt by the Society at the registered office of the Society of the director's written resignation as a director;
 - (ii) upon the date such person ceases to be a member of the Society;
 - (iii) upon being absent, without reasonable excuse, from three meetings of the Executive Board in one year;
 - (iv) upon his or her removal; or
 - (v) upon his or her death.
- (k) No member who holds a salaried position with the Society shall be a member of the Executive Board.

ARTICLE VI

1. **Borrowing Powers**

- (a) Only when a special resolution of the Society has authorized the Executive Board to do so, the Executive Board may, from time to time at their discretion, subject only to such restrictions as may in the special resolution be contained:
 - (i) Sell or otherwise dispose of any asset of the Society that has a fair market value over \$20,000. Assets with a fair market value of less than

\$20,000 can be sold, donated, or otherwise disposed of at the discretion of the Executive Board.

- (ii) Raise or borrow money upon the credit of the Society and for the purposes of the Society, in such amounts and upon such terms as the Executive Board may deem necessary.
- (iii) Issue bonds, debentures, debenture stock or other securities of the Society for such amounts and upon such terms as may be deemed expedient and pledge or sell the same for such sums and at such prices as the Executive Board shall determine.
- (iv) Hypothecate, mortgage or pledge the real or personal property of the Society or both to secure any such bonds, debentures, stock or other securities or any money borrowed for the purposes of the Society.

ARTICLE VII

1. Custody and Use of Seal

The common seal of the Society shall be under the control of the directors and the responsibility for its custody and use from time to time shall be determined by the directors.

ARTICLE VIII

1. Alteration of By-laws

- (a) The members of the Society may, by special resolution at any annual general meeting or special general meeting of the Society, alter, add to or repeal any of the provisions of these By-laws.

ARTICLE IX

1. Records

- (a) The following records of the Society will be open to the inspection of the members and the directors:
 - (i) the Society's certificate of incorporation;
 - (ii) each certified copy, furnished to the Society by the Registrar of Companies of British Columbia, of the Constitution, By-laws and the statement of directors and registered office of the Society;
 - (iii) each confirmation, other certificate or certified copy of a record furnished to the Society by the Registrar of Companies of British Columbia, other than in response to a request;
 - (iv) a copy of each order made in respect of the Society by any court or tribunal, or a federal, provincial or municipal government body, agency or official;

- (v) the Society's register of directors;
 - (vi) each written consent to act as Society and each written resignation of a director;
 - (vii) a copy of every record evidencing a disclosure by a director or senior manager;
 - (viii) the Society's register of members;
 - (ix) members' minutes of meetings and written resolutions;
 - (x) the financial statements of the Society and the auditor's report, if any, on those financial statements;
 - (xi) directors' minutes of meetings and written resolutions; and
 - (xii) the adequate accounting records of the Society.
- (b) The fiscal year of the Society shall terminate on December 31st in each year and the financial statements of the Society's affairs for presentation to the members at the annual general meeting shall be made up to that date.
- (c) Whenever any member in good standing wishes to inspect the records of the Society, he or she shall notify the Executive Board in writing, who shall forthwith advise the member of the time and place the records will be available for his or her inspection.

ARTICLE X

1. Audit of Accounts

- (a) This Article applies only where the Society is required or has resolved to have an auditor.
- (b) At each annual general meeting the Society shall appoint an auditor to hold office until the auditor is re-elected or the auditor's successor is elected at the next annual general meeting,
- (c) The Executive Board shall fill any vacancies occurring in the office of auditor.
- (d) An auditor may be removed before the expiration of the auditor's term by ordinary resolution and a replacement appointed in the auditor's place for the remainder of the auditor's term by ordinary resolution at that meeting.
- (e) An auditor shall be promptly informed in writing of appointment or removal.
- (f) No director and no employee of the Society shall be the auditor.
- (g) The auditor may attend general meetings.

ARTICLE XI

1. General

- (a) Any notice or other document to be given to any member or director or to the auditor or given by a director must be in writing and may be given by personal delivery, facsimile transmission, electronic means (which will include email) or mail and will be deemed to have been received:
- (i) if delivered, at the time of delivery;
 - (ii) if given by facsimile, at the time of transmission;
 - (iii) if given electronically, at the time of sending the message; and
 - (iv) if given by mail on the second Business Day after the mailing of the letter;
- at or to such person's latest address as shown in the records of the Society and to the auditor at its business address, or if no address be given therein, then to the last known address of such member or director; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto. A "Business Day" means any day other than a Saturday, Sunday or statutory holiday in British Columbia.
- (b) Notwithstanding By-law 1(a) of this Article, notices may be sent to members of the Society who are current members of the Vancouver Fire and Rescue Services and the Burnaby Fire Department by posting it in the Vancouver and Burnaby fire halls and in the Social Club of the Society, and making notices available for pick-up at the registered office of the Society. When a notice is posted, it will be deemed to have been received on the second Business Day after the posting of the notice.
- (c) Where a given number of days notice or notice extending over a period is required to be given, the day of service or posting of the notice will not, unless otherwise provided, be counted in such number of days or other period.
- (d) The order of business at any meeting of the Society or the Executive Board shall be at the discretion of the chairperson, but in the event of any dispute as to the proper conduct of the meeting, such dispute shall be settled by reference to Robert's Rules of Order.

ARTICLE XII

1. Before the dissolution or on the liquidation of the Society, the assets remaining after the payment of all the Society's liabilities or provision for such payment has been made will be distributed to such other organizations as are "qualified recipients" under the provisions of the *Societies Act* with purposes similar to the Society's or for purposes similar to the Society's as determined by the members or, if passing a members' resolution is not feasible, as determined by the Executive Board of the Society.

- 2.** The operations of the Society are to be chiefly carried on in the Greater Vancouver Area, in the Province of British Columbia. The Greater Vancouver Area being defined as the City of Vancouver and the City of Burnaby.