

Constitution of the BC Sustainable Energy Association

Society Number S-47054

1. The name of the society is British Columbia Sustainable Energy Association.
2. The purposes of the society are:
 - a. To advance education by developing and delivering courses, seminars and workshops for the public on topics related to energy conservation and sustainable energy sources;
 - b. To advance education by providing well-reasoned policy-oriented research, ideas, analysis and recommendations on sustainable energy issues to the public and government authorities; and
 - c. To undertake activities ancillary and incidental to the attainment of the aforementioned charitable purposes.

BYLAWS of the BC SUSTAINABLE ENERGY ASSOCIATION

Society Number S-47054

Part 1 - Interpretation

1.1 In the constitution and these bylaws:

- a) "Act" means the Societies Act of British Columbia
- b) "AGM" means an annual general meeting,
- c) "authorized representative" means a person who is appointed to represent a member that is a corporation, association, or other organization,
- d) "Board" or "Board of Directors" means the directors of the Society for the time being, acting as a body,
- e) "director" means a director of the Society,
- f) "dissolution" means "dissolution of the society" as defined in the Act,
- g) "general meeting" means an AGM or a special general meeting,
- h) "member" means a member of the Society,
- i) "registered address" means a member's address as recorded in the register of members,
- j) "Society" means the British Columbia Sustainable Energy Association, with the Society conforming to the requirements of the Act,
- k) "written" means any mode of representing or reproducing words in written form, including printing, photography, e-mail, fax and other electronic means,
- l) "constitution", "bylaws", "restoration", "special resolution", "register of members" and "ordinary resolution" have the meaning given to them in the Act, and
- m) persons included corporations and associations.

1.2 The definitions in the Act on the date these bylaws become effective apply to these bylaws.

1.3 Each member is entitled to and the Society must on request give the member a copy of the constitution and bylaws, without charge.

1.4 The constitution and bylaws, where alterable, can only be amended or added to by special resolution.

Part 2 - Membership

2.1 Members are those who have applied to join the Society and whose application has been accepted by staff under guidance of the Executive Director.

2.2 Every member must comply with:

- a) The Societies Act,

- b) the Society's constitution and bylaws,
 - c) policies and regulations enacted by the Board, and
 - d) any rules of order governing the conduct of general meetings and of meetings of the Board.
- 2.3 The Board of Directors determines membership categories as required, from time to time, and every member belongs to the same class of membership.
- 2.4 Membership or renewal of membership is approved based on the completion of the membership form and submission of dues.
- 2.5 The Board may postpone or refuse an application for membership.
- 2.6 Membership is not transferable and renewed annually. The Society must send a renewal notice to each member, advising of either an automatic renewal payment or the need to renew if termination of membership is to be avoided.
- 2.7 A member must promptly and in writing notify the Society of any change in the member's name, address, e-mail address, telephone number, or authorized representative.
- 2.8 A member ceases to be a member on:
- a) delivering a written resignation to the Society,
 - b) death or, in the case of a member that is incorporated, on dissolution,
 - c) having been a member not in good standing for 30 days, or
 - d) being expelled.
- 2.9 A member is no longer in good standing upon failing to pay annual membership dues by or before three months from the date of application or renewal, or unauthorized use of the BCSEA name and/or brand.
- 2.10 A member may be suspended or expelled by Board resolution due to failure to comply with section 2.2.
- a) The notice of the resolution must be accompanied by a brief statement of explanation.
 - b) A member who is the subject of the proposed resolution must be given an opportunity to be heard before the resolution is put to a vote.
 - c) A suspension takes effect once the Board passes resolution and remains in effect for the remainder of the individual's membership term.

Part 3 - Meetings of Members

- 3.1 General meetings are held in accordance with the Act and these bylaws and at a time and place determined by the Board.
- 3.2 In accordance with the Act, an AGM must be held once in every calendar year.
- 3.3 Every general meeting, other than an AGM, is a special general meeting.
- a) The Board may convene a special general meeting, as needed.
 - b) On the requisition threshold of 10% or more of the members, the Board must convene

a special general meeting without delay. The requirements and process for requisition must follow the procedures stated in the Act Division 2, Section 75.

Part 4 - Notice to Members

- 4.1 Notice of a general meeting must:
- a) specify the place, day and hour of meeting, and, in case of special business, the general nature of that business,
 - b) include any special resolution to be proposed at the meeting, and
 - c) be given to all members not less than 14 days and not more than 60 days before the meeting.

- 4.2 Notice of a general meeting must be:
- a) posted to the BCSEA website,
 - b) sent to every member shown on the register of members on the day notice is given, and
 - c) provided to the auditor, if any.

No other person is entitled to receive a notice of general meeting.

- 4.3 A notice may be given to a member either personally, by mail, by fax, by e-mail or by other electronic means to the member at the member's address or e-mail address, as shown in the register of members.
- 4.4 A notice sent by mail from the Society's office is deemed to have been given two days after being mailed, and in proving that notice has been given, it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by e-mail, fax or other electronic means is deemed to have been received 24 hours after being sent.
- 4.5 The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

Part 5 - Annual General Meetings and Annual Reports

- 5.1 1. The business at an AGM is:
- a) the adoption of rules of order, if required. If no rules of order are adopted, the default shall be latest edition of the Robert's Rules of Order,
 - b) approval of the minutes of the last preceding AGM, and any intervening general meetings,
 - c) the report of the Board,
 - d) consideration of the financial statements,
 - e) the report of the auditor, if any,
 - f) appointment of the auditor, if any,
 - g) election of directors,

- h) resolutions, if any, and
 - i) the other business that, under these bylaws, ought to be transacted at an AGM, or business which is brought under consideration by the report of the Board issued with the notice convening the meeting.
 - 2. The business at a special general meeting is limited to:
 - a) adoption of rules of order, if required, and
 - b) that set out in a requisition under bylaw 3.3, if applicable, and
 - c) that set out in the notice under bylaw 4.1(a).
- 5.2
 - 1. Quorum at a general meeting is ten members personally present at all times.
 - 2. No business, other than the election of a chair and the adjournment or termination of the meeting, can be conducted at a general meeting at a time when a quorum is not present.
 - 3. If during a general meeting a quorum ceases to be present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 5.3 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it stands adjourned to a time and place determined by the Board, but not more than fourteen days later. If, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum. Notice of a meeting adjourned under this bylaw need not be given to members not present.
- 5.4
 - 1. A general meeting may be adjourned from time to time and from place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - 2. When a meeting is adjourned for more than fourteen days, notice of the adjourned meeting must be given as for the original meeting.
 - 3. Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 5.5
 - 1. The Board Chair, or in the absence or inability of the Board Chair, the Vice Chair, or in the absence or inability of both the Board Chair and the Vice Chair one of the other Board Directors who is present and chosen by the members who are present, must preside as chair of a general meeting.
 - 2. If at a general meeting there is no Chair, Vice-Chair or other director present within 15 minutes after the time appointed for holding the meeting, or the Chair, Vice-Chair, and all other directors present are unwilling or unable to act as chair, those members in good standing who are present must choose one of their number to be chair.
- 5.6
 - 1. In the case of an equality of votes at a general meeting, the Chair does not have a

- casting or second vote in addition to the vote to which the Chair is entitled to as a member, and the resolution is defeated.
2. A resolution proposed at a general meeting must be seconded, and the Chair must not move or propose a resolution.
- 5.7
1. A resolution arising at a general meeting must be decided by a majority of votes, except where otherwise required.
 2. Indirect voting is authorized by mail or another means of communication as specified for the meeting.
 3. A secret ballot is only required when requested by a majority of members present.
 4. Each member in good standing has the right to vote at a general meeting.
 5. A Business Member must vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a general meeting.
 6. Proxy voting is prohibited.
- 5.8 Subject to the Act and these bylaws, a general meeting may adopt rules of order, but if it does not do so, then the most recent edition of Robert's Rules of Order must be used.
- 5.9 Per the Act [Part 2, Division 73], the Society will issue an annual report to the Members, which is the same report filed with the Registrar. The filing of this report must comply with the timelines stated in the Act [Part 2, Division 73].

Part 6 - Chapters

- 6.1 Any group of Society members may form a regional chapter with permission from the provincial body of the Society and in accordance with formation process outlined in the BCSEA Chapter Guidelines.
- 6.2 Chapters are subject to the following conditions:
- a) Chapters operate according to the BCSEA Chapter Guidelines
 - b) Chapters adhere to the requirements outlined by the Provincial body of the Society in the BCSEA Chapter Management Agreement.
- 6.3 The Board will update and approve changes to the BCSEA Chapter Guidelines as needed.
- 6.4 Chapters exist at the behest of the Provincial body and use the BCSEA name and branding with its permission. The rights to use these can be revoked if the chapter:
- a) Violates the requirements set out in these by-laws or the BC Societies Act,
 - b) Does not adhere to the BCSEA Chapter Guidelines, or
 - c) misrepresents the mission and goals of the Society.
- 6.5 Dissolution of a Chapter is carried out in accordance with the BCSEA Chapter Guidelines.
- 6.6 Restoration of a previously dissolved Chapter is carried out in accordance with the BCSEA

Chapter Guidelines.

Part 7 - Board of Directors

- 7.1 The Board may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, subject to:
- a) the constitution and the bylaws, and
 - b) all laws affecting the Society.
- 7.2 1. There must be not less than seven and not more than thirteen directors, with the number determined by ordinary resolution at the AGM.
- a) The normal term of a director begins at the adjournment of the AGM at which the director is elected, and ends at the adjournment of the AGM two years later.
 - b) The Board should aim to retain at least one-half of the directors elected in the previous year to support continuity from year-to-year.
 - c) A director may be elected to a one-year term to support Board succession.
2. A director, and a candidate for election as a director, must:
- a) have been a member in good standing, or the authorized representative of a Business Member in good standing, for not less than three months at the date of election or appointment,
 - b) be nominated by the Board, or two members in good standing,
 - c) candidates may not be nominated from the floor of the AGM, and
 - d) be qualified as defined by the Act [Part 43, 44, and 45].
3. In electing directors:
- a) each member who has the right to vote, may cast a number of votes equal to the number of positions to be filled, but not more than one vote for any one candidate,
 - b) each candidate is elected on an individual basis,
 - c) members may elect the slate of candidates if the number of candidates is equal to or less than the number of vacancies,
 - d) if the members do not elect candidates as per the procedure of (c), the voting procedure reverts to (b), and
 - e) procedures should be followed as described in the Society's Governance Manual.
4. An election must be by secret or electronic ballot, unless the members present unanimously agree that the election be by show of hands, or there is only one candidate, in which case the candidate must be declared to be elected.
5. A director may be re-elected but must not be a director for greater than seven consecutive years. A director who has been a director for seven consecutive years must cease to be a director for a minimum of one year.

6. The Board may permit an election to be held by electronic balloting, provided that the processes of such an election:
 - a) are secure and verifiable,
 - b) are conducted and tabulated by an independent person or organization,
 - c) are published to the members, together with a call for nominations, a reasonable time prior to the election,
 - d) allow all members to be informed and participate in the election, and
 - e) are fair and reasonable.
- 7.3 1. To become a director, a candidate must:
 - a) be qualified to be a director under bylaw 7.2 (2), and
 - b) consent to the nomination.
2. A director ceases to be a director upon:
 - c) the end of the director's term of office or appointment, unless the director is re-elected or re-appointed,
 - d) resigning in writing,
 - e) ceasing to be a member in good standing,
 - f) death,
 - g) becoming unable to perform the duties of a director due to physical or mental disability,
 - h) failing to attend three consecutive meetings of the Board, or
 - i) the board recommends removal from the role, as per bylaw 7.5.
3. The Board may, by resolution, waive the application of bylaw 7.3 (2)(f) where it is just and equitable to do so.
- 7.4 No act or proceeding of the Board is invalid only by reason that there are fewer directors in office than the number required by bylaw 7.2.
- 7.5 Board directors may, by special resolution, remove a director before the expiration of the director's term of office, and may elect a successor to complete the term of office.
- 7.6 1. The Board may appoint a member who is qualified under bylaw 7.2 (2) as a director to fill a vacancy in the Board.
2. A director so appointed holds office only until the adjournment of the next AGM, at which time an election must be held to fill the remainder of the term, if any.

Part 8 - Proceedings of the Board

- 8.1 1. Quorum for a meeting of the Board is a simple majority of the directors.
2. A meeting of the Board may be called by:
 - a) the Chair, or
 - b) any three directors.

3. Sufficient notice of a Board meeting must be given as according to the BCSEA Governance Manual.
- 8.2 In the case of an equality of votes at a meeting of the Board or a committee, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the motion or resolution is defeated.
- 8.3 Voting for a resolution by email is as valid and effective as if regularly passed at a meeting of the Board.
- 8.4 The Chair must chair all meetings of the Board, unless:
 - a) the Chair is not present within 30 minutes of the time appointed for a meeting, or is unable or unwilling to act, in which case the Vice- Chair must chair the meeting
 - b) if neither the Chair nor the Vice Chair are present, willing, or able to chair a meeting, the directors present must elect another member of the Board to chair that meeting.
- 8.5
 1. The Board may delegate any, but not all, of its powers to committees.
 2. The Board must determine the names, procedures, authority and responsibilities of committees by resolution.
 3. A committee must conform to any rules of order imposed on it by the Board.
- 8.6 Subject to the Act and these bylaws, the Board may adopt rules of order and outline these rules within the BCSEA Governance Manual.

Part 9 - Directors' Duties and Conflicts

Note: Wording in this section is provided for understanding. In the event of a discrepancy between the bylaws and the Act, the Act shall govern.

- 9.1 Subject to the Act [Part 5, Division 3 (52)], the regulations, and the bylaws, the directors of the Society must manage, or supervise the management of, the activities and internal affairs of the society.
- 9.2
 1. A director must, when exercising the powers and performing the functions of a director:
 - a) act honestly and in good faith and in the best interests of the Society.
 - b) exercise the care, diligence and skill of a reasonably prudent person, in exercising the powers and performing the functions of a director.
 - c) Act in accordance with this Act and the regulations, and
 - d) Subject to (a) to (c), act in accordance with the bylaws of the Society.
 2. Without limiting subsection (1), a director of a society, when exercising the powers and performing the functions of a director of the society, must act with a view to the purposes of the society.
 3. This section is in addition to, and not in derogation of, any enactment or rule of law or equity relating to the duties or liabilities of directors of the Society.
- 9.3 Nothing in a contract or bylaws of the Society relieves a director from:

- a) the duty to act in accordance with the Act and the regulations, or
 - b) liability that, by any enactment or rule of law or equity, would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the Society.
- 9.4 A director who is, directly or indirectly, interested in a proposed contract or transaction with the Society must disclose fully and promptly the nature and extent of the interest to each of the other directors as per of the Act [Section 56].
- 9.5
1. A director referred to in bylaw 9.4 is accountable to the Society for profit made as a consequence of the Society entering into or performing the proposed contract or transaction unless exempt as per of the Act [Part 5, Division 4 (57)].
 2. A director referred to in bylaw 9.4 must not be counted in the quorum at a meeting of the directors at which the proposed contract or transaction is approved.
 3. Should there be a director as referred to in bylaw 9.4 and neither of the approvals referred to in section 57 (a) and (b) has occurred, the court may prohibit the Society from entering into a proposed contract or make another appropriate order as per the Act [Part 5, Division 4 (58)].
- 9.6 Pursuant to the Act [Part 5, Division 7 (64 and 65)] and subject to court approval,
1. The Society must:
 - a) indemnify a director or former director of the Society, or heirs and representatives thereof, against all penalties to which the director might be liable in respect of an eligible proceeding, if the director is in compliance with of the Act [(60)], and,
 - b) after the final disposition of an eligible proceeding, pay the expenses actually and reasonably incurred by the director or representative of the director, in respect of the eligible proceeding and if the director is in compliance with the Act [(60)].
 2. The Society will not indemnify nor pay the expenses of an eligible party or a representative should the eligible party have failed to act honestly and in good faith or did not have reasonable grounds for believing their conduct was lawful, as per the Act [Part 5, Division 7, 65)].

Part 10 - Officers

Note: Wording in this section is provided for understanding. In the event of a discrepancy between the bylaws and the Act, the Act shall govern.

- 10.1 Officer positions of the Board are assigned to members of the Board through the process defined in the BCSEA Governance Manual.
- 10.2 Officers must perform the basic duties described in the BC Societies Act.
- 10.3 The Board may elect such other Officers from amongst the Directors as it deems necessary.
- 10.4 A director ceases to be an elected Officer upon:

- a) ceasing to be a director,
 - b) being dismissed under bylaw 9.2, or
 - c) resigning in writing.
- 10.5 The Board may:
- a) dismiss an Officer at any time, and elect another director to take that person's place, and
 - b) elect a director to take the place of an elected Officer who has ceased to hold office for any reason.
- 10.6 The Chair, Vice Chair, Secretary and Treasurer may be reasonably compensated for performing such duties as the Board requires, but:
- a) must not be paid or otherwise remunerated for being or acting as directors, in accordance with the Act [Part 5],
 - b) must not be paid or otherwise remunerated for performing the duties and responsibilities stated in these bylaws, and
 - c) such compensation must be approved by resolution of the Board.
- 10.7 The Board may appoint an Executive Director, and set the responsibilities, authority, remuneration and other terms and conditions of employment of that person. The Executive Director:
- a) may at the discretion of the Board also be titled the Chief Executive Officer or General Manager, and
 - b) has the right to notice of, to attend, and to speak at, but not to vote at, meetings of the Board.
- 10.8 The Chair:
- a) must supervise the other Officers in the execution of their duties,
 - b) is the Executive Director of the Society, unless there is an Executive Director who has been appointed,
 - c) must chair all meetings of the Board and all general meetings, and
 - d) subject the bylaws and any resolution of the Board, has the powers and duties generally pertaining to the office of Chair.
- 10.9 In the absence or inability of the Chair, the Vice Chair, or in the absence or inability of the Vice Chair another person chosen by the Board, may perform the duties of the Chair.
- 10.10 The Secretary must:
- a) issue notices and keep minutes of meetings of the Society and the Board,
 - b) conduct the correspondence of the Society,
 - c) have custody of all records and documents of the Society except those which must be kept by the treasurer,
 - d) have custody of the common seal of the Society, if any, and

- e) maintain the register of members.
- 10.11 In the absence of the Secretary from a meeting, the Board must appoint another person to act as Secretary.
- 10.12 The Treasurer must:
- a) keep the financial records, including books of account, necessary to comply with the Act, and
 - b) render financial statements to the Board, members, and others when required.

Part 11 - Investment and Borrowing

- 11.1 The Society shall permit investment and borrowing with the Society's funds according to the Act [Part 4], subject to additional requirements in this Part.
- 11.2 1. In order to carry out the purposes of the Society the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as it decides and in particular but without limiting the generality of the foregoing, by the issue of debentures.
2. A debenture must not be issued unless it has been approved by a special resolution.
3. The members may by special resolution restrict the borrowing powers of the Board, but a restriction so imposed expires at the next AGM.
- 11.3 The Board may invest the funds of the Society in such manner and in such securities, properties and investments as the Board in its absolute discretion deem in the best interests of the Society.
- 11.4 Subject to the Personal Information Protection Act and other applicable laws, the:
- a) financial statements, Board and members' minutes, and register of members may be inspected by a member, on reasonable notice,
 - b) other documents of the Society, including its accounting records, may be inspected by a member on reasonable notice, subject to any resolution of the Board, and
 - c) documents of the Society, including its accounting records, must be open to the inspection of a director, subject only to laws requiring otherwise.
- 11.5 The Board must determine, by resolution, the:
- a) financial year of the Society, and
 - b) signing officers of the Society, and their authority.

Part 12 - Auditor

- 12.1 This Part applies only where the Society is required or has resolved to have an auditor.
- 12.2 At each AGM the Society may appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next AGM.
- 12.3 An auditor may be removed by ordinary resolution.
- 12.4 An auditor must be promptly informed in writing of appointment or removal.
- 12.5 No director and no employee of the Society can be auditor.

12.6 The auditor may attend general meetings.

12.7 The Board must fill all vacancies arising in the office of auditor between AGMs

Part 13 - Liquidation, Dissolution, and Restoration of the Society

13.1 This Part applies only if:

1. the Society has resolved to dissolve itself or a dissolution has been ordered in accordance to the Act, and its activities and internal affairs of the Society are fully wound up, or
2. the Society, has been dissolved and is seeking restoration.

13.2 Upon dissolution of the Society and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to qualified donees as defined in subsection 149.1(1) of the Income Tax Act (Canada).

13.3 Restoration of the Society shall conform to the requirements of the Act [Part 10, Division 11].
