

Health Employers Association of British Columbia

Carol Prest
CAROL PREST

Health Employers Association of British Columbia

BYLAWS

PART 1 - DEFINITIONS 1

PART 2 - MEMBERS..... 4

PART 3 - CESSATION OF MEMBERSHIP 5

PART 4 - GENERAL MEETINGS 7

PART 5 - PROCEEDINGS AT GENERAL MEETINGS 8

PART 6 - VOTES OF MEMBERS 10

PART 7 - DIRECTORS..... 11

PART 8 - POWERS AND DUTIES OF DIRECTORS 14

PART 9 - PROCEEDINGS OF DIRECTORS 15

PART 10 - COMMITTEES 16

PART 11 - SENIOR MANAGERS AND OFFICERS..... 17

PART 12 - INDEMNITY AND PROTECTION 19

PART 13 - COLLECTIVE BARGAINING..... 20

PART 14 - ASSESSMENTS..... 22

PART 15 - PROPERTY AND FUNDS..... 23

PART 16 - AUDITOR..... 23

PART 17 - DOCUMENTS, RECORDS AND FINANCIAL STATEMENTS..... 24

PART 18 - SEAL 24

PART 19 - NOTICES 25

PART 20 - AMENDMENT OF CONSTITUTION AND BYLAWS..... 25

PART 21 - CONFLICT OF INTEREST 25

PART 22 - PROVISIONS PREVIOUSLY CONTAINED IN THE CONSTITUTION (TRANSITION) 26

PART 23 - REPORTING SOCIETY PROVISIONS (TRANSITION) 26

BYLAWS
OF
HEALTH EMPLOYERS ASSOCIATION OF BRITISH COLUMBIA

PART 1 - DEFINITIONS

- 1.1 In these Bylaws, unless the context otherwise requires:
- (a) **"Affiliate Advisory Committee"** means the Affiliate Advisory Committee appointed pursuant to Bylaw 10.1(d);
 - (b) **"Affiliated Care Provider"** means a Member Organization who is a separate legal society from a Health Authority and shall not include a Denominational Care Provider;
 - (c) **"Applicant Member Organization"** means a Health Organization which has applied for membership in the Society and been accepted as a member of the Society pursuant to Bylaw 2.4;
 - (d) **"Board Resolution"** means:
 - (i) a resolution passed by a simple majority of the votes cast by those Directors who are entitled to vote on such matter either at a duly constituted meeting of the Board (whether participating in person or, to the extent permitted by these Bylaws, by Electronic Means); by Electronic Means in accordance with these Bylaws; or a combination of votes cast at a meeting of the Board and by Electronic Means; or
 - (ii) a resolution that has been consented to in writing by every Director who would have been entitled to vote on the resolution at a meeting of the Board;
 - (e) **"Bylaws"** means the bylaws of the Society as filed with the Registrar and as may be altered from time to time in accordance with the *Societies Act* and the *Public Sector Employers Act*;
 - (f) **"Constitution"** means the constitution of the Society as filed with the Registrar, and as may be altered from time to time in accordance with the *Societies Act* and the *Public Sector Employers Act*;
 - (g) **"Chair"** means the person appointed to the office of Chair of the Board pursuant to Bylaw 7.9;
 - (h) **"Code"** means the *Labour Relations Code*, R.S.B.C. 1996, c.244 as amended from time to time, or any successor legislation;
 - (i) **"Collective Agreement"** means a collective agreement as defined in the Code;
 - (j) **"Deemed Member Organization"** means a Health Organization which is a Hospital or an employer that is designated as a health employer in regulations under the *Public Sector Employers Act*;

- (k) **"Denominational Care Provider"** means a Member Organization who is a party to the Master Agreement between the Denominational Health Care Facilities Association and the provincial government and who is not a Proprietary Care Provider;
- (l) **"Directors", "Board of Directors" or "Board"** means the Directors of the Society from time to time;
- (m) **"Dispute"** includes a dispute as defined in the Code;
- (n) **"Electronic Means"** means any electronic or digital system or combination of electronic or digital systems, including mail, telephonic, facsimile, electronic, radio, computer or internet-based technology or other communication facility or medium, that:
 - (i) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the meeting or proceeding adequately, simultaneously and instantaneously, in a manner comparable, but not necessarily identical, to a meeting or proceeding where all participants are present in the same location; and
 - (ii) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses their intentions;
- (o) **"Governance Committee"** means the Governance and Human Resources Committee appointed pursuant to Bylaw 10.1(a);
- (p) **"Health Authorities Act"** means R.S.B.C. 1996, c.180, as amended from time to time, or any successor legislation;
- (q) **"Health Authority"** means a board designated in regulations under the *Health Authorities Act* or the Provincial Health Services Authority;
- (r) **"Health Organization"** means any firm, corporation, agency, society or other person, whether incorporated or unincorporated, which, as its primary purpose, provides health services and which, for greater certainty, but without limiting the generality of the foregoing, includes Health Authorities as well as organizations providing services in any one or more of acute care, continuing care, extended care, mental health, alcohol and drug, adult day care, public health, home care and support, community health services, and other allied and related health services;
- (s) **"Honorary Secretary-Treasurer"** means the person appointed to the office of Honorary Secretary-Treasurer of the Society pursuant to Bylaw 11.4;
- (t) **"Hospital"** means a hospital as defined in the *Hospital Act*, R.S.B.C. 1996, c.200, as amended from time to time, or any successor legislation;
- (u) **"Income Tax Act"** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- (v) **"Member Organization"** means a Deemed Member Organization or an Applicant Member Organization;
- (w) **"Members"** means, together, the Member Organizations and the individuals appointed as Directors by the Minister pursuant to Bylaw 7.4;
- (x) **"Minister"** means the Minister responsible for the *Public Sector Employers Act*;

- (y) **"Officer"** means any of the Chair, Vice-Chair, Honorary Secretary-Treasurer and other officers of the Society appointed pursuant to Bylaw 11.4;
- (z) **"Ordinary Resolution"** means:
 - (i) a resolution passed by a simple majority of the votes cast by the Members entitled to vote on such matter either at a duly constituted meeting of the Members (whether participating in person, by advance ballot or, to the extent permitted by these Bylaws, by Electronic Means); by Electronic Means in accordance with these Bylaws; or a combination of votes cast at a meeting of the Member and by Electronic Means; or
 - (ii) a resolution consented to in writing, after being sent to all of the Members entitled to vote on such matters, by at least 2/3 of such Members.
- (aa) **"President"** means the person appointed to the office of Chief Executive Officer of the Society pursuant to Bylaw 11.8;
- (bb) **"Proprietary Care Provider"** means a Member Organization which is privately owned and operated;
- (cc) **"Public Sector Employers Act"** means R.S.B.C. 1996, c. 384, as amended from time to time, or any successor legislation;
- (dd) **"Registered Address"** of a Member or Director means the address of a Member or Director as recorded in the respective registers of the Society from time to time including, if provided by the Member or Director for that purpose, that Member's or Director's facsimile number and electronic mail address;
- (ee) **"Registrar"** means the Registrar of Companies of the Province of British Columbia;
- (ff) **"Reporting Society Provisions"** means the provisions prescribed and designated as "Reporting Society Provisions" pursuant to section 231 of the *Societies Act* and section 17(1) of the Societies Regulation (B.C. Reg. 216/2015);
- (gg) **"Salary Costs"** means the total of direct salaries, wages and benefits paid by a Member Organization in a particular calendar year to all employees;
- (hh) **"Senior Executive Employee"** means a Member Organization employee who is that Member Organization's most senior executive officer within British Columbia and who is authorized by that Member Organization to speak on behalf of that Member Organization on a broad range of human resource policy issues;
- (ii) **"Senior Manager"** means an individual appointed by the Directors to serve as a senior manager in accordance with the *Societies Act*;
- (jj) **"Society"** means Health Employers Association of British Columbia or such other name by which the Society becomes known if it changes its name in accordance with the *Societies Act* and these Bylaws;
- (kk) **"Societies Act"** means the *Societies Act* of the Province of British Columbia, as it may be amended, restated or replaced from time to time, and includes any successor legislation thereto and all regulations enacted thereunder;
- (ll) **"Special Resolution"** means:

- (i) a resolution passed by at least 2/3 of the votes cast by those Members entitled to vote on such matter either at a duly constituted meeting of the Members (whether participating in person, by advance ballot or, to the extent permitted by these Bylaws, by Electronic Means); by Electronic Means in accordance with these Bylaws; or a combination of votes cast at a meeting of the Members and by Electronic Means; or
 - (ii) a resolution consented to in writing by all of the Members entitled to vote on such matter;
 - (mm) **"Trustee"** means any member of the board of directors or other governing body of a Member Organization, who is not a member of any Union or other group or organization with which the Society may be required to bargain collectively on behalf of its Member Organization;
 - (nn) **"Union"** means a trade union as defined in the Code; and
 - (oo) **"Vice-Chair"** means the person appointed to the office of Vice-Chair of the Board pursuant to Bylaw 11.4.
- 1.2 Expressions referring to writing shall be construed as including references to printing, typewriting, fax, electronic mail, photography and other modes of representing or reproducing words in a visible form.
- 1.3 Words importing the singular include the plural and vice versa, words importing male persons include female persons and words importing persons shall include corporations.
- 1.4 The meaning of any words or phrases defined in the *Societies Act* shall, if not inconsistent with the subject or context, bear the same meaning in these Bylaws.
- 1.5 The rules of construction contained in the *Interpretation Act*, R.S.B.C. 1996, c.238, as amended from time to time, or any successor legislation, shall apply, with the necessary changes, to the interpretation of these Bylaws.

PART 2 - MEMBERS

- 2.1 The Members of the Society are:
- (a) those Health Organizations that are Member Organizations and the individuals who were appointed as Directors by the Minister pursuant to Bylaw 7.4, in each case on the date these Bylaws come into force; and
 - (b) those Health Organizations that subsequently have become Member Organizations and those individuals who have been appointed as Directors by the Minister pursuant to Bylaw 7.4, in each case in accordance with these Bylaws,

and who, in either case, have not ceased to be Members of the Society.

- 2.2 Membership in the Society shall be confined to:
- (a) Health Organizations, comprised of Applicant Member Organizations and Deemed Member Organizations; and

- (b) the individuals appointed as Directors by the Minister pursuant to Bylaw 7.4, each of whom shall be deemed to be a Member of the Society upon his or her appointment as a Director.
- 2.3 Each Health Organization that meets the criteria for a Deemed Member Organization, as set out in these Bylaws, shall automatically be deemed to be a member of the Society as a Deemed Member Organization.
- 2.4 Any Health Organization (other than a Deemed Member Organization) which, directly or indirectly, receives the majority of its funding from the provincial government may apply to become an Applicant Member Organization. Applications for membership shall be given in writing to the Society, on an application form approved by the Directors from time to time, and shall include any documents or other information as the Society may require to confirm eligibility for membership as well as the full name, address and telephone number of the applicant, and if the applicant wishes to receive notices from the Society by facsimile or electronic mail, the facsimile number and electronic mail address of the applicant. Applications for membership shall be referred to the Directors for consideration at their first meeting after receipt of the application.
- 2.5 No Member Organization can at any particular time be both a Deemed Member Organization and an Applicant Member Organization. Accordingly, an Applicant Member Organization which is designated under the *Public Sector Employers Act* and thereby becomes a Deemed Member Organization shall upon such designation cease to be an Applicant Member Organization. A Deemed Member Organization which ceases to be designated under the *Public Sector Employers Act* shall, upon such cessation, be deemed to have become an Applicant Member Organization as if it had applied to become an Applicant Member Organization and its application had been accepted by the Directors as contemplated in Bylaw 2.4.
- 2.6 Each Member Organization shall pay to the Society an annual assessment and special assessments in such manner and at such time or times as may be determined, from time to time, pursuant to Part 14. All Member Organizations are in good standing except a Member Organization which has failed to pay its assessments or other debt due and owing by it to the Society, and it is not in good standing so long as the debt remains unpaid.
- 2.7 A Member Organization that is not in good standing has the right to receive notice of and to attend all meetings of Member Organizations but is suspended from all other rights and privileges as a Member Organization, including the right to vote at such meetings, for so long as such Member Organizations remains not in good standing.
- 2.8 Each Member Organization shall become part of an accredited group or a non-accredited group. Member Organizations which have a certification with one or more Unions or which have voluntarily recognized one or more Unions as the bargaining agent for a group of employees of the Member Organization and which are deemed appropriate by the Board for inclusion in an accreditation order, shall become part of the accredited group for which the Society shall be accredited as bargaining agent subject to the provisions of the Code. Member Organizations which do not have any certifications with any Unions shall form part of the non-accredited group.
- 2.9 Every Member will, at all times, uphold the Constitution and comply with these Bylaws and any policies of the Society adopted by the Directors from time to time.

PART 3 - CESSATION OF MEMBERSHIP

- 3.1 Membership in the Society terminates immediately when:
- (a) the Member Organization ceases to be qualified as a Deemed Member Organization or Applicant Member Organization pursuant to these Bylaws;

- (b) the Member Organization withdraws in accordance with these Bylaws;
 - (c) the Member Organization dissolves;
 - (d) the Member Organization is expelled in accordance with the Bylaws; or
 - (e) in the case of individuals deemed to be Members of the Society pursuant to Bylaw 2.2(b), the individual ceases to be a Director.
- 3.2 All rights and privileges of a Member as a member of the Society terminate immediately on cessation of membership.
- 3.3 An Applicant Member Organization which is accredited pursuant to an order of the Labour Relations Board may withdraw from membership in the Society on the following terms:
- (a) The withdrawing Applicant Member Organization must give the Society written notice of intention to withdraw. Subject to paragraph (b) below, such notice of intention to withdraw shall become effective 90 days after it is received by the Society or at some earlier date determined by the Board in its sole discretion.
 - (b) The withdrawing Applicant Member Organization's written notice of intention to withdraw shall not be effective if, at the time of the written notice:
 - (i) the withdrawing Applicant Member Organization is not in good standing with the Society; or
 - (ii) a Union, which is the certified bargaining agent for any employee of the withdrawing Applicant Member Organization, is entitled to serve, or has served, notice to commence collective bargaining, unless the Board in its sole discretion decides to waive this term.
 - (c) The Society or the withdrawing Applicant Member Organization shall apply to the Labour Relations Board under the Code for orders amending the Society's accreditation and any Union's multi-employer certification to delete the Applicant Member Organization's name.
 - (d) The withdrawing Applicant Member Organization shall remain liable to the Society for the payment of any present or prospective assessments to the extent that they relate to the costs and expenses incurred by the Society in carrying out, performing or discharging any obligation, duty, responsibility or liability, with respect to:
 - (i) the interpretation or administration of any Collective Agreement, existing on the date of the deletion of the withdrawing Applicant Member Organization's name from the Society's accreditation, with a Union which is the certified bargaining agent for any employee of the withdrawing Applicant Member Organization; and
 - (ii) the negotiation of a settlement of any Dispute arising out of any such Collective Agreement or the interpretation, administration or any alleged violation of such Collective Agreement.
- 3.4 An Applicant Member Organization which is not part of an accreditation order of the Labour Relations Board may withdraw from membership in the Society by giving notice of intention to withdraw, in writing, to the Society. No such withdrawal is effective if, at the time the notice is received by the Society, the withdrawing Applicant Member Organization is not in good standing with the Society. Subject to the foregoing, such notice of intention to withdraw shall become effective 90 days after receipt of the notice by the Society or at some earlier date as determined

- by the Board of Directors in its sole discretion. Following the giving of a notice of intention to withdraw and the withdrawal, the withdrawing Applicant Member Organization shall remain liable to the Society for the payment of any present or future dues and assessments to the extent that such dues and expenses relate to the costs and expenses incurred by the Society in carrying out its duties and obligations for the withdrawing Applicant Member Organization.
- 3.5 An Applicant Member Organization, after being not in good standing for a period of 90 consecutive days, may be expelled from membership in the Society by Board Resolution.
- 3.6 Any Applicant Member Organization may be expelled from membership in the Society by Board Resolution for cause, provided that:
- (a) the Society sends to such Applicant Member Organization written notice of the proposed expulsion and such notice is accompanied by a brief statement of the reason or reasons for the proposed expulsion; and
 - (b) the Member Organization who is the subject of the proposed expulsion is given an opportunity to make representations to the Board respecting the proposed expulsion.
- 3.7 Any Applicant Member Organization which has been expelled pursuant to Bylaw 3.6 shall have the right to appeal such expulsion to the next general meeting of the Society but shall not be permitted to vote at that meeting and the decision of that meeting shall be final.

PART 4 - GENERAL MEETINGS

- 4.1 Subject to any extensions of time permitted under the *Societies Act*, an annual general meeting shall be held once in every calendar year at such time and place as may be determined by the Directors.
- 4.2 The Directors may, whenever they think fit, convene a general meeting. A general meeting, if requisitioned in accordance with the *Societies Act*, shall be convened by the Directors or, if not convened by the Directors, may be convened by the requisitionists as provided in the *Societies Act*.
- 4.3 Written notice of a general meeting must be sent to each Member at its Registered Address at least 14 days and not more than 60 days before the meeting. Notice of a general meeting must specify the date, time and location of the general meeting and include the text of any Special Resolution to be submitted to the meeting and shall be given in accordance with the *Societies Act* and these Bylaws. If the Board has determined to permit participation in a general meeting by Electronic Means, notice of the meeting must inform Members and other participants, if any, that they may participate by Electronic Means and provide instruction on how this may be done. Accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Member shall not invalidate the proceedings at that meeting.
- 4.4 A Member may, in any manner, waive the Member's entitlement to notice of a general meeting or may agree to reduce the period of that notice. Attendance of a Member at a general meeting is a waiver of the Member's entitlement to notice of the meeting unless the Member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- 4.5 Except as otherwise provided by the *Societies Act*, where any special business at a general meeting includes considering, approving, ratifying, adopting or authorizing any document or the execution of any such document or the giving of effect to any such document, the notice convening the meeting shall, with respect to such document, be sufficient if it states that a copy of the document or proposed document is or will be available for inspection by Members at the

registered office of the Society or at some other place in British Columbia designated in the notice during usual business hours up to the date of such general meeting.

PART 5 - PROCEEDINGS AT GENERAL MEETINGS

- 5.1 All business shall be deemed special business which is transacted at:
- (a) an annual general meeting, with the exception of the conduct of and voting at such meeting, consideration of the financial statements and the respective reports of the Directors and the auditor, the appointment of an auditor, and such other business as by these Bylaws or the *Societies Act* may be transacted at a general meeting without prior notice thereof being given to the Members or any business which is brought under consideration by the report of the Directors; and
 - (b) any other general meeting, with the exception of the conduct of and voting at such meeting.
- 5.2 No business, other than the adjournment or termination of the meeting, shall be conducted at any general meeting unless the required quorum of Member Organizations is present at the commencement of the meeting, but a quorum need not be present throughout the meeting.
- 5.3 Except as provided in the *Societies Act* and these Bylaws a quorum shall be sixty percent, either present or represented by proxy, of all eligible votes as determined by Bylaw 6.2.
- 5.4 If within half an hour from the time appointed for a general meeting a quorum is not present, the meeting, if convened upon the requisition of Members pursuant to the *Societies Act*, shall be terminated. In any other case the meeting shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the person or persons present and being, or representing by proxy, a Member Organization or Member Organizations entitled to attend and vote at the meeting shall be a quorum.
- 5.5 The Chair or in his or her absence, or if there is no Chair, the Vice-Chair or in his or her absence, or if there is no Vice-Chair, another member of the Governance Committee, if any, shall be entitled to preside as chair at every general meeting of the Society.
- 5.6 If at any general meeting none of the Chair, the Vice-Chair, or another member of the Governance Committee is present within 15 minutes after the time appointed for holding the meeting or if any of them is present and none of them is willing to act as chair, the Directors present shall choose one of their number to be chair, or if all the Directors present decline to take the chair or shall fail to so choose or if no Director is present, the Members present shall choose one of their number or any other person to be chair.
- 5.7 The chair of a general meeting may, with the consent of the meeting if a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.
- 5.8 The Board may, in its discretion, determine to hold any general meeting, either in whole or in part, by Electronic Means so as to allow some or all of the Members and any other participants in such meeting to participate in the meeting remotely, provided that if so determined, the Board must take reasonable steps to ensure that all of the persons participating in the meeting, whether in

- person or by Electronic Means, are able to communicate with each other. Any person participating in a general meeting by Electronic Means is deemed to be present at such meeting.
- 5.9 At any general meeting, resolutions shall only be considered if they have been submitted in writing by a Member Organization to the Governance Committee on or before a date established each year by the Board.
- 5.10 Notwithstanding the provisions of Bylaw 5.9 above and subject to the provisions of the *Societies Act*, an Ordinary Resolution submitted in writing to the chair of the meeting at which the resolution is to be considered may be considered when moved and seconded and upon approval to consider the resolution by a majority of the Member Organizations who, being entitled to do so, vote in person or by proxy.
- 5.11 Each of the Directors shall have the same right as Member Organizations to propose resolutions in accordance with the provisions of Bylaws 5.9 and 5.10 above.
- 5.12 The Board may, in its sole discretion from time to time, approve the conduct of a vote of the Members other than at a general meeting. Such a vote may be taken by mail-in ballot or Electronic Means. For each such vote, the Society must provide each Member in good standing with notice in accordance with these Bylaws, which notice must include:
- (a) the text of the resolutions that are the subject of the vote and any other supporting documentation;
 - (b) the opening and closing dates for casting a vote; and
 - (c) instructions on how Members may cast their vote.
- 5.13 Voting by Members may occur by any one or more of the following methods, in the discretion of the Board:
- (a) by a show of hands or voting cards, an oral vote or another method that adequately discloses the intention of the Members who are entitled to vote;
 - (b) by written ballot; or
 - (c) by Electronic Means,
- provided that where a vote is to be conducted in accordance with paragraph (a), if demanded by five or more Member Organizations entitled to vote who are present in person or by proxy or directed by the chair of the meeting, in each case before or on the declaration of the result, such vote will be conducted by written ballot or other means by which the results of the vote can be presented without disclosing how any individual Member voted.
- 5.14 The chair shall declare to the meeting the decision on every motion or question in accordance with the results of the vote, and such decision shall be entered in the record of proceedings of the Society. A declaration by the chair that a motion or question has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the record of the proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that motion or question.
- 5.15 Every ballot cast by written ballot and every proxy appointing a proxyholder who casts a ballot upon a vote being taken by written ballot shall be retained by the Honorary Secretary-Treasurer

- for such period and be subject to such inspection as the *Societies Act* and these Bylaws may provide.
- 5.16 Unless the *Societies Act*, the Constitution of the Society or these Bylaws otherwise provide, any action to be taken by a resolution of the Members may be taken by an Ordinary Resolution.
- 5.17 Except as otherwise provided in these Bylaws or in the *Societies Act*, the proceedings at all general meetings shall be governed by the latest edition of Robert's Rules of Order.
- 5.18 The Directors shall, where provincial negotiations are scheduled to commence, require the determination of appropriate means to secure input from Member Organizations.

PART 6 - VOTES OF MEMBERS

- 6.1 The Members of the Society have the following votes:
- (a) each Member Organization entitled to vote on a matter shall have the number of votes determined in accordance with Bylaw 6.2 and may exercise those votes in accordance with these Bylaws, either through their representative, in respect of votes taken pursuant to Bylaw 5.13(a), or through their representative or by proxyholder, in respect of votes taken pursuant to Bylaw 5.13(b) or (c); and
 - (b) each individual deemed to be a Member of the Society pursuant to Bylaw 2.2(b) shall have one vote and may exercise such vote in accordance with these Bylaws.
- 6.2 Each Member Organization shall be entitled to that number of votes in each year based on that Member Organization's Salary Costs for that year multiplied by a sliding scale formula determined by the Board provided that:
- (a) each Member Organization shall be entitled to at least one vote; and
 - (b) no Member Organization shall be entitled to more than 12% of the total vote.
- 6.3 Each Member Organization shall appoint one or more representatives for the purpose of attending and participating in general meetings of the Society. Representatives so appointed shall be Trustees or the Senior Executive Employees of the Member Organization appointing the representatives. Each Member Organization shall notify the Society in writing of the name, address and occupation of each representative appointed by it and until the Society shall have been notified of any change of such representative, the current list of such representatives at any particular time shall be determined to be the list of such representatives. The representatives so appointed shall be entitled to exercise in respect of and at any general meeting of the Society the same powers on behalf of the Member Organization which they represent as that Member Organization could exercise if it were itself a representative personally present, including, without limitation, the right to appoint a proxyholder to represent such representatives. Evidence of the appointment of any such representatives by a Member Organization may be sent to the Society by written instrument, fax, electronic mail or any method of transmitting legibly recorded messages.
- 6.4 A form of proxy shall be in writing under the hand of the Member Organization or of his or her attorney duly authorized in writing, and shall otherwise comply with the *Societies Act*.
- 6.5 Any person may act as proxyholder so long as he or she is a duly authorized representative of a Member Organization. The proxy may authorize the proxyholder to act as such for the Member Organization to the extent permitted by the *Societies Act*.

- 6.6 A form of proxy and the power of attorney or other authority, if any, under which it is signed shall be deposited at the registered office of the Society or at such other place as is specified for that purpose in the notice calling the meeting, or shall be deposited with the chair of the meeting. In addition to any other method of depositing proxies provided for in these Bylaws, the Directors may from time to time by Board Resolution make regulations relating to the depositing of proxies at any place or places and providing for particulars of such proxies to be sent to the Society or any agent of the Society in writing or by letter, fax, electronic mail or any method of transmitting legibly recorded messages so as to arrive before the commencement of the meeting or adjourned meeting at the registered office of the Society and also providing that proxies so deposited may be acted upon as though the proxies themselves were deposited as required by this Part, and votes given in accordance with such regulations shall be valid and shall be counted.
- 6.7 Unless the *Societies Act* or any other statute or law which is applicable to the Society requires any other form of proxy, a proxy, whether for a specified meeting or otherwise, shall be in the following form or in such other form as the Directors or the chair of the meeting shall approve:

**HEALTH EMPLOYERS ASSOCIATION
OF BRITISH COLUMBIA**

PROXY

The undersigned, being a Member Organization, hereby appoints the following individual as proxyholder for the undersigned to attend, act and vote for and on behalf of the undersigned at the General Meeting of the Society to be held on the ___ day of _____, and at any adjournment thereof:

(Name of Proxyholder)

(Address)

Signed the _____ day of _____ .

Signature of Member Organization

- 6.8 Every proxy may be revoked by an instrument in writing:
 - (a) executed by the Member Organization giving such proxy or by his or her attorney authorized in writing; and
 - (b) delivered either at the registered office of the Society at any time up to and including the last business day preceding the day of the meeting or adjourned meeting for which the proxy is given, or to the chair of the meeting on the day of the meeting or any adjournment thereof before any vote in respect of which the proxy is given shall have been taken, or in any other manner provided by law.

PART 7 - DIRECTORS

- 7.1 The Directors shall be elected or appointed in accordance with this Part. The Society may have no fewer than three and no more than 12 Directors.

- 7.2 No election, appointment or designation of an individual as a Director is valid unless:
- (a) that individual consents to be a Director in the manner provided in the *Societies Act*, or
 - (b) that individual is elected or appointed at a meeting at which the individual is present and the individual does not refuse, at the meeting, to be a Director.
- 7.3 Each Health Authority may appoint one Director, each of whom must have first been nominated to serve as a Director in accordance with applicable Board policies, as may be amended from time to time, provided that no more than six Directors may be appointed pursuant to this Bylaw.
- 7.4 The Minister may appoint up to two Directors.
- 7.5 The Proprietary Care Providers may, collectively, appoint one Director, who must have first been nominated to serve as a Director in accordance with applicable Board policies, as may be amended from time to time.
- 7.6 The Affiliated Care Providers may, collectively, appoint one Director, who must have first been nominated to serve as a Director in accordance with applicable Board policies, as may be amended from time to time.
- 7.7 The Denominational Care Providers may, collectively, appoint one Director, who must have first been nominated to serve as a Director in accordance with applicable Board policies, as may be amended from time to time.
- 7.8 Each Health Authority or other person, sector or entity shall give notice in writing to the Society of the individual or individuals, as the case may be, appointed as Directors, such notice to be given at or prior to the commencement of the general meeting at which a Director's term of office is to commence. Such notice shall indicate the name of the appointee, the name of the Member Organization or other person, sector or entity employing him or her or of which he or she is a Trustee and the Health Authority or other entity he or she is representing and, if applicable, whether the appointee is a Trustee or the Senior Executive Employee.
- 7.9 The Directors appointed pursuant to Bylaws 7.3, 7.4, 7.5, 7.6 and 7.7 will elect an additional Director, who shall concurrently with such election also be deemed to have been appointed as the Chair, as follows:
- (a) each of the Directors appointed pursuant to Bylaws 7.3, 7.4, 7.5, 7.6 and 7.7 may nominate an individual (qualified under these Bylaws), in accordance with applicable Board policies, as may be amended from time to time, for appointment as an additional Director;
 - (b) the Board shall, by Board Resolution, elect from among such nominees proposed pursuant to paragraph (a) one additional Director (whose election is subject to Minister approval); and
 - (c) the Minister shall, by written notice delivered to the Society, either confirm the election of the additional Director pursuant to paragraph (b) or, alternatively, appoint a different individual to serve as the additional Director to be elected pursuant to this Bylaw 7.9.
- 7.10 A person is only eligible to be elected or appointed, and to serve, as a Director if that person is qualified in accordance with the *Societies Act* and, without limiting the foregoing:
- (a) is at least 18 years of age;

- (b) has not been found by any court to be incapable of managing his or her affairs;
- (c) is not an undischarged bankrupt;
- (d) has not been convicted of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, in each case in the time periods and circumstances prescribed by the *Societies Act*;
- (e) is willing to devote the time necessary to fully discharge his or her responsibilities to the Society;
- (f) other than a Director appointed pursuant to Bylaw 7.4, has been nominated to serve as a Director in accordance with applicable Board policies, as may be amended from time to time, prior to his or her appointment or election, as the case may be, as a Director;
- (g) in the case of a Director appointed pursuant to Bylaws 7.3, 7.5, 7.6 and 7.7:
 - (i) is a Trustee or the Senior Executive Employee of a Member Organization; and
 - (ii) has been designated as available for appointment by the Member Organization employing him or her or of which he or she is a Trustee; and
- (h) in the case of a Director appointed pursuant to Bylaw 7.9, has substantial knowledge of and experience in the governance of complex public sector organizations.

7.11 Directors shall be appointed or elected, as the case may be, for the following terms:

- (a) subject to paragraph (c), each Director, other than those appointed pursuant to Bylaw 7.4, shall be appointed or elected, as the case may be, for a three year term which commences at the termination of the annual general meeting at which he or she was appointed or elected, as the case may be, and which ends at the termination of the third successive annual general meeting, provided that if no successor is appointed or elected, as the case may be, at such meeting and the retirement of a Director would cause the number of Directors to fall below three, such Director, if he or she consents, will continue to hold office (and the term of such individual as Director is deemed to have been extended) until such time as a successor Director is elected;
- (b) each Director appointed pursuant to Bylaw 7.4 shall be appointed for an indefinite term, to serve as a Director until such time as he or she has ceased to act as a Director pursuant to Bylaw 7.14; and
- (c) the Directors (other than those appointed pursuant to Bylaw 7.4) shall, to the extent feasible, be appointed elected for staggered terms, and in order to ensure staggered terms, the Directors may by Board Resolution prior to an election determine that some or all of the vacant Director positions will have a term of less than three years, the length of such term to be determined by the Directors in their discretion.

7.12 A retiring Director shall be eligible for reappointment or re-election for an unlimited number of consecutive terms.

7.13 Any vacancy occurring in the Board may be filled by the Health Authority or other person, sector or entity which appointed the Director whose office is vacated for the unexpired portion of the term, but until so filled the Board, on the recommendation of the Governance Committee, shall fill the vacancy. Any such person appointed pursuant to this Bylaw must be qualified to be appointed and to serve as a Director in accordance with these Bylaws.

- 7.14 The office of a Director shall be vacated upon:
- (a) except for a Director appointed pursuant to Bylaw 7.4, his or her removal by Special Resolution before the expiration of his or her term of office;
 - (b) the Director's resignation from his or her office by notice in writing delivered to the registered office of the Society, the effective date of which will be the later to occur of (i) the receipt by the Society of the written resignation; and (ii) the effective date, if any, specified in the written resignation;
 - (c) the death of a Director;
 - (d) subject to paragraph (e) below, ceasing to meet any of the applicable qualifications for being a Director set out in the *Societies Act* or these Bylaws;
 - (e) the 60th day after the day upon which the Director ceases to be a Trustee or the Senior Executive Employee of a Member Organization, unless the Health Authority or other person, sector or entity nominating the Director determine or the Board determines that the Director may remain in office until the expiration of the term for which the Director was appointed;
 - (f) in the case of a Director appointed under Bylaw 7.4, upon revocation by the Minister;
 - (g) subject to paragraph (f) above, the date on which notice of the Director's removal from office by the Health Authority, or other person, sector or entity that appointed the Director is received by the Board;
 - (h) in the case of a Director appointed under Bylaws 7.3, 7.5, 7.6 and 7.7, his or her removal by a vote of the Board of Directors where the elected Director has been absent for three consecutive Board meetings and such absence has not been approved by the Chair as being caused by unusual circumstances.
- 7.15 (a) The Society will not pay a Director any remuneration for being or acting as a Director; however, subject to paragraph (b), the Society may pay remuneration to an individual who is a Director for services rendered by that individual to the Society in another capacity, including without limitation for serving as the Chair, provided that such individual is not already receiving sufficient remuneration (as determined by the Board) from a third party for acting in such other capacity.
- (b) Any payments made by the Society pursuant to paragraph (a) are subject to the *Societies Act* and the Treasury Board's Remuneration Guidelines for Appointees to Ministry and Crown Agency Boards, if applicable.
- 7.16 The Directors shall be reimbursed such reasonable travelling, accommodation and other expenses as they incur in and about the business of the Society.

PART 8 - POWERS AND DUTIES OF DIRECTORS

- 8.1 The Directors shall manage, or supervise the management of, the affairs and business of the Society and shall have authority to exercise all such powers of the Society as are not, by the *Societies Act*, the Constitution of the Society or these Bylaws, required to be exercised by the Society in general meeting.

- 8.2 Each Director will unreservedly subscribe to and support the purposes of the Society and, when exercising the powers and performing the functions of a Director, will act with a view to the purposes of the Society.
- 8.3 Subject to the *Societies Act* and the prior approval of the Minister, the Board may from time to time borrow money in such manner and amount, on such security, from such sources and upon such terms and conditions as it thinks fit, provided that at no time shall the amount remaining undischarged of monies borrowed by the Board exceed 20% of the total expenditures of the Society made during its last completed fiscal year.

PART 9 - PROCEEDINGS OF DIRECTORS

- 9.1 The Chair or, in his or her absence or if there is no Chair, the Vice-Chair or, in his or her absence or if there is no Vice-Chair, another Director who is a member of the Governance Committee shall preside as chair at every meeting of the Directors.
- 9.2 If at any meeting of Directors none of the Chair, the Vice-Chair and another Director who is a member of the Governance Committee is present within 15 minutes after the time appointed for holding the meeting or if any of them is present but is not willing to act as chair or if the Chair, the Vice-Chair and another Director who is a member of the Governance Committee have advised the Honorary Secretary-Treasurer that they will not be present at the meeting, the Directors present shall choose one of their number to be chair of the meeting.
- 9.3 The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.
- 9.4 The Board may determine, in its discretion, to hold any meeting or meetings, either in whole or in part, by Electronic Means, so as to allow one or more individuals to participate remotely in the meeting, provided that all participants in the meeting, whether in person or by Electronic Means, are able to communicate with each other, and any such Director is deemed to be present at such meeting.
- 9.5 Any two Directors may at any time call - or request the Honorary Secretary-Treasurer to call - a meeting of the Board.
- 9.6 Notice of a meeting of the Board shall be given to each Director at least 3 days before the time fixed for the meeting and may be given orally, personally or by telephone, or in writing, personally or by delivery through the post or by letter, fax, electronic mail or any other method of transmitting legibly recorded messages in common use. If a meeting of the Board will permit participation by Electronic Means, notice of that meeting must inform the Directors and other participants, if any, that they may participate by Electronic Means and provide instructions on how to do so. When written notice of a meeting is given to a Director, it shall be addressed to him or her at his or her Registered Address. Where the Board has established a fixed time and place for the holding of its meetings, no notices of meetings to be held at such fixed time and place need be given to any Director. A Director entitled to notice of a meeting may waive or reduce the period of notice convening the meeting and may give such waiver before, during or after the meeting.
- 9.7 For the first meeting of the Board to be held immediately following the annual general meeting of the Society, no notice of such meeting shall be necessary to any newly appointed or elected Director in order for the meeting to be properly constituted.
- 9.8 Any Director who may be absent temporarily from the Province of British Columbia may file at the registered office of the Society a waiver of notice, which may be by letter, fax, electronic mail or any other method of transmitting legibly recorded messages, of meetings of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn, no notice of meetings of

- Directors shall be sent to that Director, and any and all meetings of Directors, notice of which has not been given to that Director shall, provided a quorum of the Directors is present, be valid and effective.
- 9.9 The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and if not so fixed shall be a majority of the Directors then in office. A Director who has, or may have, an interest in a proposed contract or transaction with the Society will be counted for the purposes of determining quorum at a meeting of the Board at which the proposed contract or transaction is considered but pursuant to Bylaw 21.3 is not entitled to vote on the proposed contract or transaction.
- 9.10 The continuing Directors may act notwithstanding any vacancy in their body but, notwithstanding Bylaw 9.9, if and so long as their number is reduced below the number fixed pursuant to these Bylaws as the necessary quorum of Directors, the continuing Directors may act for the purpose of summoning a general meeting of the Society, but for no other purpose.
- 9.11 Subject to the provisions of the *Societies Act*, all acts done by any meeting of the Directors or of a committee of Directors, or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the qualification, election or appointment of any such Directors or of the members of such committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly elected or appointed and was qualified to be a Director.
- 9.12 Unless otherwise required under these Bylaws or under the *Societies Act*, any question arising at a meeting of the Directors will be decided by Board Resolution.
- 9.13 Each Director will be entitled to one vote. In case of an equality of votes, the individual presiding as chair of a meeting will have a second or casting vote in addition to the vote which such individual is entitled as a Director.
- 9.14 Unless otherwise set out in these Bylaws, voting by Directors may occur by any one or more of the following methods, in the discretion of the chair of the meeting:
- (a) by a show of hands, an oral vote or another method that adequately discloses the intention of the Directors;
 - (b) by written ballot; or
 - (c) by Electronic Means,
- provided that where a vote is to be conducted in accordance with paragraph (a), if directed by the chair of the meeting prior to the conduct of the vote, such vote will be conducted by written ballot or other means by which the results of the vote can be presented without disclosing how any individual Director voted.
- 9.15 No resolution proposed at a meeting of Directors or committee of Directors need be seconded and the chair of a meeting may move or propose a resolution.

PART 10 - COMMITTEES

- 10.1 The Directors may by Board Resolution appoint:
- (a) a Governance and Human Resources Committee, whose members shall be the Chair, the Vice Chair, the Honorary Secretary-Treasurer and such other Directors as determined from time to time by the Board;

- (b) a Finance and Audit Committee, whose members shall be the Chair, the Honorary Secretary-Treasurer and other Directors as determined from time to time by the Board;
 - (c) one or more Negotiating Committees;
 - (d) an Affiliate Advisory Committee; and
 - (e) such other committees, including advisory and task specific committees, as the Directors determine, from time to time, by Board Resolution.
- 10.2 The Board must establish terms of reference for any committee appointed by the Directors pursuant to Bylaw 10.1. A committee, in the exercise of the powers delegated and otherwise assigned to it, will conform to any rules that may from time to time be imposed on it by the Board in the terms of reference or otherwise.
- 10.3 Any committee appointed by the Directors pursuant to Bylaw 10.1 will limit its activities to the purpose or purposes and tasks for which it is appointed and will have no powers except those specifically conferred by Board Resolution. Any such committee shall have, and may exercise during the intervals between the meetings of the Board, such powers, duties and responsibilities as may be specified in the Board Resolution appointing the committee, but such powers shall exclude the power to fill vacancies in the Board, to change the membership of or fill vacancies in any committee and the power to appoint or remove Officers appointed by the Board.
- 10.4 Any committee appointed by the Board shall consist of the President and such Directors and such other persons as the Board may from time to time determine, and the Board shall designate one of the members of each committee to be the chair of such committee. Each committee shall keep regular minutes of its transactions and shall cause such minutes to be recorded in books kept for that purpose, and shall report to the Board at such times as the Board may from time to time require. The Board shall have the power at any time to revoke or override the authority given to or acts done by any committee except as to acts done before such revocation or overriding and to terminate the appointment or change the membership of any committee and to fill vacancies in it.
- 10.5 Committees appointed under this Part may make rules for the conduct of their business and may appoint such assistants as they may deem necessary. A majority of the members of a committee shall constitute a quorum thereof.
- 10.6 Committees appointed under this Part may meet and adjourn as they think proper and meetings of the committees will be governed, with the necessary changes, by the rules set out in these Bylaws governing proceedings of the Board. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members of the committee present, and in case of an equality of votes, the chair of the meeting shall not have a second or casting vote.

PART 11 - SENIOR MANAGERS AND OFFICERS

- 11.1 The Directors may appoint one or more Senior Managers of the Society to exercise the Directors' authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society. The President, appointed pursuant to Bylaw 11.8, shall be a Senior Manager.
- 11.2 In order to be eligible to be appointed as a Senior Manager, an individual must comply with requirements in the *Societies Act* and, without limiting the foregoing, must:
- (a) be at least 18 years of age;
 - (b) not have been found by any court to be incapable of managing his or her affairs;

- (c) not be an undischarged bankrupt; and
 - (d) not be convicted of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless otherwise permitted under the *Societies Act*.
- 11.3 The provisions in Part 21 [Conflict of Interest] apply, with the necessary changes, to Senior Managers.
- 11.4 In addition to the Chair, who shall be appointed pursuant to Bylaw 7.9, the Directors shall from time to time appoint a Vice-Chair, Honorary Secretary-Treasurer and such other Officers, if any, as the Directors shall determine and the Directors may at any time terminate any such appointment. No Officer shall be appointed unless he or she is qualified in accordance with the provisions of the *Societies Act* and these Bylaws.
- 11.5 No person may hold more than one of the offices described in Bylaw 11.4. All Officers must be Directors.
- 11.6 The Directors may decide what functions and duties each Officer shall perform and may entrust to and confer upon each of them any of the powers exercisable by them upon such terms and conditions and with such restrictions as they think fit and may from time to time revoke, withdraw, alter or vary all or any of such functions, duties and powers.
- 11.7 Subject to the powers of the Directors under Bylaw 11.6, the Honorary Secretary-Treasurer shall:
- (a) conduct or cause to be conducted the correspondence of the Society;
 - (b) issue or cause to be issued notices of meetings of the Members and the Directors;
 - (c) keep or cause to be kept minutes of all meetings of the Society and the Directors;
 - (d) keep or cause to be kept all records and documents of the Society;
 - (e) keep or cause to be kept the common seal of the Society;
 - (f) maintain or cause to be maintained the register of Members;
 - (g) keep or cause to be kept the financial records, including books of account, necessary to comply with the *Societies Act* and the *Income Tax Act*; and
 - (h) render or cause to be rendered financial statements to the Directors, Members and others when required.
- 11.8 The Board shall employ a person as President of the Society at such salary and upon such terms and conditions of employment as the Board shall determine. The President shall:
- (a) be the chief executive officer of the Society and a member of all committees appointed by the Board;
 - (b) be entitled to receive notice of, attend and participate in all general meetings, meetings of the Board and committee meetings, but shall not have the right to vote in any such meeting;
 - (c) manage the Society and be responsible for its general operation and the administration of its affairs;

- (d) employ such persons as are necessary for the proper administration and operation of the Society and may delegate to them such of his or her duties and responsibilities as he or she sees fit, but no delegate shall have a vote at any meeting of the Board or any of its committees;
- (e) on behalf of the Member Organizations to be bound thereby, execute those Collective Agreements approved by the Member Organizations as hereinafter provided and all agreements for the settlement of any Dispute arising out of any such Collective Agreement or the negotiation, interpretation or administration thereof;
- (f) ensure that the Society complies with the Code, the *Public Sector Employers Act*, the *Societies Act* and any other statute having application to the Society; and
- (g) prior to a date specified by the Board in each year, prepare and submit to the Board for approval a financial budget for the next fiscal year of the Society.

PART 12 - INDEMNITY AND PROTECTION

- 12.1 Subject to the provisions of the *Societies Act*, the Directors may cause the Society to indemnify a Director or Senior Manager or former Director or Senior Manager of the Society and the heirs and personal representatives of any such person against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, actually and reasonably incurred by him or her, including an amount paid to settle an action or satisfy a judgement in a civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a Director or Senior Manager of the Society, including any action or proceeding brought by the Society. Each Director and Senior Manager of the Society on being elected or appointed shall be deemed to have contracted with the Society on the terms of the foregoing indemnity.
- 12.2 Subject to the provisions of the *Societies Act*, the Directors may cause the Society to indemnify any Officer, employee or agent of the Society or former Officer, employee or agent of the Society, and his or her heirs and personal representatives against all costs, charges and expenses whatsoever incurred by him or her and resulting from his or her acting as an Officer, employee or agent of the Society. Each such Officer on being appointed shall be deemed to have contracted with the Society on the terms of the foregoing indemnity.
- 12.3 For the purposes of Bylaw 12.1, a civil, criminal or administrative action or proceeding shall include a civil, criminal, administrative or other investigation or enquiry the subject of which concerns the acts or conduct of a Director or Senior Manager or former Director or Senior Manager of the Society while a Director or Senior Manager, as the case may be, of the Society.
- 12.4 The failure of a Director, Senior Manager or Officer of the Society to comply with the provisions of the *Societies Act*, the Constitution of the Society or these Bylaws shall not invalidate any indemnity to which he or she is entitled under this Part.
- 12.5 The Directors may cause the Society to purchase and maintain insurance for the benefit of any person who is or was serving as a Director, Senior Manager, Officer, employee or agent of the Society and his or her heirs or personal representatives against any liability incurred by him or her as such Director, Officer, employee or agent.

PART 13- COLLECTIVE BARGAINING

- 13.1 Each Member Organization hereby appoints the Society as its sole and exclusive agent:
- (a) to negotiate and, if ratified by the Society pursuant to Bylaw 13.8, to conclude and execute all Collective Agreements involving any Union which is the certified bargaining agent for any employee of the Member Organization;
 - (b) to interpret and administer all such Collective Agreements; and
 - (c) to negotiate, conclude and execute the settlement of any Dispute arising out of any such Collective Agreement or the negotiation, interpretation, administration or any alleged violation thereof.
- 13.2 The Society, so long as permitted by the Code, shall maintain its accreditation as the bargaining agent on behalf of the Member Organizations which are certified by one or more Unions and the Member Organizations shall govern themselves in accordance with the Code and these Bylaws. In the event of a conflict between the Code and these Bylaws the Code shall govern.
- 13.3 The appointment by a Member Organization of the Society as its bargaining agent shall, subject to the Code and the provisions of these Bylaws, be irrevocable and unalterable.
- 13.4 So long as a Member Organization's appointment of the Society as its bargaining agent has not been revoked as herein provided, each Member Organization agrees with each other Member Organization and with the Society that it shall not, either directly or indirectly, have any dealings or communication with any Union or any official thereof which is the certified bargaining agent for any of its employees in relation to any matter for which the Member Organization has appointed the Society its bargaining agent, except as may be permitted by the Board, and the Board shall from time to time issue directives to the Member Organizations setting forth guidelines in this respect.
- 13.5 Each Member Organization agrees with each other Member Organization and with the Society that it has and will continue to have the authority to appoint the Society as its bargaining agent and to make the agreements contained in this Part 13, that it will not do or omit to do any act or thing which would be or constitute a breach of any of the agreements herein and that all its covenants herein shall be enforceable against it by injunction at the instance of the Society or any other Member Organization.
- 13.6 In negotiating the local, sectoral and industry-wide issues in any Collective Agreement, the Society may take whatever action it deems most suitable in the circumstances, including:
- (a) delegating to a Member Organization the negotiation of a local issue; and
 - (b) delegating to a group of Member Organizations the negotiation of a sectoral issue,
- but the approval of any agreement arising out of such negotiation must be executed by the President or designate, or if so determined by the Board, must be ratified pursuant to Bylaw 13.8 before it is deemed executed by the Society.
- 13.7 In resolving any Dispute arising out of any Collective Agreement or the negotiation, interpretation, administration or any alleged violation thereof, the Society may take whatever action it deems most suitable in the circumstances, including:
- (a) delegating to a Member Organization the negotiation of a local issue Dispute settlement;

- (b) delegating to a group of Member Organizations the negotiation of a component issue Dispute settlement; and
- (c) referring the Dispute to grievance procedure, arbitration, a mediator or labour relations officer, the Labour Relations Board, any court of competent jurisdiction, or to any other authority provided by law or establishment by the Society to intervene in the Dispute,

but, in the case of (a) and (b), any resolution arising out of such negotiation must be approved and executed by the Society.

13.8 The Society shall communicate the terms of the proposed Collective Agreement to the Member Organizations which, if the agreement is ratified as set out in this Bylaw, shall be bound thereby. At the discretion of the Board, the vote for ratification may be determined by a mail ballot or conducted by electronic means with all reasonable steps taken to preserve anonymity of voting. The following shall govern ratification:

- (a) Each Member Organization shall have a number of votes as determined in accordance with Bylaw 6.2 except that the Salary Costs used in the sliding scale formula shall, for ratification purposes only, be defined as the Salary Costs applicable to those employees who are covered by the Collective Agreement that is the subject of the ratification vote with the exception that the number of votes for the ratification of the Collective Agreement between the Society and the Professional Association of Residents of British Columbia shall not be subject to Bylaw 6.2(b).
- (b) A proposed agreement shall be deemed to be approved unless rejected by one-third or more of the total votes to which all such Member Organizations are entitled and, if approved, shall be binding on all Member Organizations which shall be affected thereby.
- (c) The approval or rejection of a proposed Collective Agreement shall be determined by a mail ballot or electronic vote of those Member Organizations which, if the agreement is approved, shall be bound thereby, and those Member Organizations shall be the only Member Organizations entitled to vote thereon.
- (d) All Member Organizations shall notify the Society of their e-mail address for ratification voting purposes, shall keep such address current and cause such address and e-mail account to be private and secure for the purposes of the Society.
- (e) For the purposes of this Bylaw, "registered e-mail address" of a Member Organization means the e-mail address provided by the Member Organization and recorded in the e-mail register of the Society from time to time.
- (f) The registered e-mail address shall be deemed to be the Member Organization's e-mail address for electronic voting purposes.
- (g) If the vote for ratification is to be determined by a mail ballot, then:
 - (i) The ballot shall be given to all such Member Organizations at their Registered Address either by delivery, facsimile, or prepaid mail and, if by mail, the ballot shall be deemed to be received on the seventh day after the date of mailing; and
 - (ii) In order to be counted, a ballot must be received at the head office of the Society not later than 5:00 p.m. local time in Vancouver on the 15th day after the date of delivery, facsimile or deemed receipt by the Member Organization, or within such shorter period as may be determined from time to time by the Board.

- (h) If the vote for ratification is to be conducted by electronic means, then:
 - (i) The voting package shall be sent by e-mail at the same time to all Member Organizations at their registered e-mail address and the voting package shall be deemed to have been received at the time sent. The voting package shall specify the voting deadline as determined by the Board; and
 - (ii) In order to have their votes counted, the Member Organization shall approve or reject the proposed Collective Agreement before the voting deadline by responding electronically to the Society or to a designated third party in a manner and form prescribed by the Board.
- (i) Accidental omission to send the mail ballot or the electronic voting package or the non-receipt of the mail ballot or the electronic voting package by any Member Organization shall not invalidate the ratification proceedings.

PART 14 - ASSESSMENTS

- 14.1 The funds required by the Society for a particular year which are not provided directly by the provincial government on behalf of Member Organizations, shall be based on annual assessments on each Member Organization based on the total of the Salary Costs paid by that Member Organization in the last completed calendar year at the time the notice of assessment is sent multiplied by a sliding scale formula approved by the affirmative resolution of 75% of the Directors after the Society's budget for the particular year has been prepared provided that:
- (a) there shall be a fixed minimum annual assessment set by the Board each year at the time the notices of assessment are sent; and
 - (b) there shall be no fixed maximum annual assessment.
- 14.2 The Board may make special assessments from time to time provided that the total of special assessments made between annual general meetings shall not exceed 20% of the current year's assessment and that such special assessments are approved by the affirmative resolution of 75% of the Directors.
- 14.3 The Board shall determine the manner and time of payment of assessments and special assessments under Bylaws 14.1 and 14.2 approved by the affirmative resolution of 75% of the Directors.
- 14.4 The Board may make annual assessments on each Health Authority for the funding necessary to provide services requested by the Health Authorities pursuant to Sections 2(b) and 2(m) of the Constitution providing those services are not related to the provision of labour relations or human resources and such annual assessments shall be over and above any annual assessment made pursuant to Bylaw 14.1.
- 14.5 Annual assessments made pursuant to Bylaw 14.4 shall be based on annual assessments on each Health Authority based on the total of the expenses reported in the latest audited financial statements paid by that Health Authority in the last completed fiscal year at the time the notice of assessment is sent multiplied by a sliding scale formula, approved by the affirmative resolution of 66 2/3% of the Directors appointed under Bylaw 7.2.
- 14.6 Special services may be provided to Member Organizations by the Society on a fee-for-service basis at fees determined, in each instance, by Board Resolution.

PART 15 - PROPERTY AND FUNDS

- 15.1 The property and funds of the Society shall be used and dealt with for the purpose of carrying out the purposes of the Society.
- 15.2 Notwithstanding any other provision of the Constitution or these Bylaws, no part of the income of the Society will be paid to or for the benefit of any Member Organization in its capacity as a Member of the Society and any income, profits or other accretions to the Society will be used in promoting the purposes of the Society.
- 15.3 Upon the dissolution or liquidation of the Society, and subject to the *Societies Act*, the money and other property of the Society remaining after the payment or discharge of the debts and liabilities of the Society (including expenses incurred in the dissolution or winding-up of the Society) will be distributed to one or more funding agencies, as determined by Board Resolution from time to time.
- 15.4 The Board may authorize such person or persons as it seems fit to draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange and other negotiable or transferable instruments.

PART 16 - AUDITOR

- 16.1 The books and accounts of the Society shall be audited at least once a year by its auditor who shall be:
- (a) qualified to act as an auditor of the Society in accordance with the *Societies Act*; and
 - (b) independent of the Society, to the extent required under the *Societies Act* and, for greater certainty, shall not be a Director or employee of the Society.
- 16.2 An auditor who is not or who ceases to be qualified and independent, as required under the *Societies Act* and these Bylaws, must promptly resign.
- 16.3 The auditor shall be appointed annually by resolution of the Members at the annual general meeting.
- 16.4 In the event of the resignation of the auditor or of its inability or refusal to act, the vacancy thereby created shall be filled by the Board. Any such appointment must comply with Bylaw 16.1.
- 16.5 The auditor shall report to each annual general meeting as required by the *Societies Act* and is entitled in respect of any general meeting to:
- (a) receive every notice relating to such meeting to which a Member is entitled;
 - (b) attend the meeting; and
 - (c) to be heard at the meeting on any part of the business of the meeting that deals with the auditor's duties or function.
- 16.6 An auditor who is present at a general meeting at which the financial statements are considered must answer questions concerning those financial statements, the auditor's report, if any, and any other matter relating to the auditor's duties or function.

PART 17 - DOCUMENTS, RECORDS AND FINANCIAL STATEMENTS

- 17.1 The Society shall keep at its registered office, or at such other place as the *Societies Act* may permit, the documents, copies, registers, minutes, and records which the Society is required by the *Societies Act* to keep at its registered office or such other place, as the case may be.
- 17.2 The Society shall cause to be kept proper books of account and accounting records in respect of all financial and other transactions of the Society in order to properly record the financial affairs and condition of the Society and to comply with the *Income Tax Act* and *Societies Act*.
- 17.3 The Directors shall from time to time at the expense of the Society cause to be prepared and laid before the Society in general meeting such financial statements and reports as are required by the *Societies Act*.
- 17.4 The records of the Society will be made available for inspection as follows:
- (a) The records of the Society will be made open to inspection of any Directors in accordance with the *Societies Act*.
 - (b) The Member Organizations will have the right to inspect the records required to be kept by the Society in accordance with section 20(1) of the *Societies Act* (as such section may be amended, restated, renumbered or replaced from time to time), including:
 - (i) the Society's certificate of incorporation, Constitution and these Bylaws;
 - (ii) the Society's register of Members and register of Directors,
 - (iii) each written consent of an individual to act as a Director and each written resignation of a Director;
 - (iv) the minutes of each general meeting of Members, including the text of each resolution passed at such meetings, and any Ordinary Resolutions or Special Resolutions approved in writing by the Members outside of a general meeting; and
 - (v) the financial statements of the Society and the auditor's report, if any, on those financial statement presented to the Members at a meeting of Members.
 - (c) Except as expressly provided by law, a Member will not be entitled nor have the right to examine or inspect any other record of the Society, including those required to be kept by the Society in accordance with section 20(2) of the *Societies Act*, provided that, subject to such policies as the Board may establish from time to time, a Member in good standing may request, by written request delivered to the Society, to examine any other record of the Society and the Society may allow such Member to examine the record, either in whole or in part, and subject to such redaction as the Board deems appropriate all in the Board's sole discretion.

PART 18- SEAL

- 18.1 The Directors may provide a common seal for the Society and they shall have power from time to time to destroy such seal and substitute a new seal in place of the seal destroyed.
- 18.2 The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution or, if no persons are prescribed, in the presence of any two Directors or Officers of the Society.

PART 19 - NOTICES

- 19.1 A record may be sent or delivered by or to a person in any manner permitted by the *Societies Act* or as may be agreed upon between the person sending the record and the intended recipient.
- 19.2 Without limiting Bylaw 19.1, a record may be sent or delivered to the Society, a Member, a Director or a Senior Manager by any one of the following methods:
- (a) by leaving the record with that person or an agent of that person; or
 - (b) by mail, courier, electronic mail or facsimile, as applicable, to that person at his or her Registered Address.
- 19.3 Subject to the *Societies Act*, a record (including notice of meeting) sent by mail will be deemed to have been given on the third day following that on which the record was posted. In proving that the record has been sent, it is sufficient to prove the record was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed (and a certificate signed by any Officer to that effect shall be conclusive evidence thereof), provided that if, between the time of posting and the deemed receipt of the record, a mail strike or other labour Dispute which might reasonably be expected to delay the delivery of such record by the mails occurs, then such record will not be deemed received (and any notice therein will not be effective) until actually received. Any record delivered personally, by delivery or courier, facsimile, or electronic mail will be deemed to have been given on the day it was so delivered or sent.
- 19.4 If a number of days' notice or a notice extending over any other period is required to be sent, the day the notice is sent or deemed to have been sent and the day on which the event for which notice is sent will not be counted in the number of days required.
- 19.5 Notice of a general meeting will be sent to:
- (a) every organization shown on the register of Members as a Member Organization on the day notice is sent;
 - (b) the Directors;
 - (c) the President; and
 - (d) the auditor.

PART 20 - AMENDMENT OF CONSTITUTION AND BYLAWS

- 20.1 The Society may, subject to any consent required under the *Public Sector Employers Act*, amend its Constitution and these Bylaws by Special Resolution.

PART 21 - CONFLICT OF INTEREST

- 21.1 The Board shall ensure that a policy, governing actual or perceived conflict of interest situations, is in place at all times and that such policy protects the interests of the Member Organizations and otherwise complies with the *Societies Act* and these Bylaws.
- 21.2 A Director who has a direct or indirect material interest in:
- (a) a contract or transaction, or proposed contract or transaction, of the Society; or

- (b) a matter that is or is to be the subject of consideration by the Directors, if that interest could result in the creation of a duty or interest that materially conflicts with that Director's duty or interest as a Director of the Society,

must disclose fully and promptly the nature and extent of such interest to each of the other Directors and must otherwise comply with the *Societies Act* and any policies adopted by the Board from time to time.

21.3 A Director who has declared his or her conflict of interest pursuant to Bylaw 21.2 will abstain from voting on the Board Resolution (whether considered at a meeting of Directors or a consent resolution of the Directors) in respect of the contract, transaction or other matter contemplated in Bylaw 21.2 and will refrain from any action intended to influence the discussion or vote.

21.4 A Director who has declared his or her conflict of interest pursuant to Bylaw 21.2 will leave the Directors' meeting, if any:

- (a) at which the contract, transaction or other matter is discussed, unless asked by a majority of other Directors present to remain at the meeting to provide information; and
- (b) when the other Directors vote on the contract, transaction or matter contemplated in Bylaw 21.2,

and in all cases will refrain from any action intended to influence the discussion or vote.

PART 22 - PROVISIONS PREVIOUSLY CONTAINED IN THE CONSTITUTION (TRANSITION)

22.1 The Society may provide services to non-Member Organizations, but only on a fee-for-service basis which completely recovers all the costs of the Society.

22.2 The operations of the Society are to be carried on within the Province of British Columbia.

PART 23 - REPORTING SOCIETY PROVISIONS (TRANSITION)

23.1 The Reporting Society Provisions, as set out below for convenience, are hereby incorporated into and form part of the Bylaws.

23.2 The Society must have an auditor.

23.3 At an annual general meeting, a resolution appointing an auditor, other than the incumbent auditor, must not be proposed unless:

- (a) The incumbent auditor has declined reappointment, or
- (b) At least 14 days' written notice of the proposed resolution has been given to:
 - (i) all persons entitled to receive notice of the meeting; and
 - (ii) the incumbent auditor.

23.4 The financial statements of the Society must be prepared as comparative financial statements relating separately to:

- (a) The period determined under section 35(2) of the *Societies Act*, and

- (b) The preceding period, if any, in relation to which financial statements for the Society were prepared.
- 23.5 Despite Reporting Society Provision 3, the financial statements of the Society may deal with only the period determined under section 35(2) of the *Societies Act* if the reason for doing so is set out in the financial statements.
- 23.6 At least 10 days before the date of each annual general meeting, the Society must send to the auditor and to each member a copy of:
 - (a) the financial statements that are to be presented at the meeting, and
 - (b) the auditor's report, as defined in section 1 of the *Societies Act*, on those financial statements.
- 23.7 The society, on request of a person holding a bond, debenture, note or other evidence or debt obligation, whether secured or unsecured, of the Society, must send to the person a copy of the Society's latest financial statements and a copy of the auditor's report, as defined in section 1 of the *Societies Act*, on those financial statements.