



SINEAD O'CALLAGHAN

Society Incorporation Number: S0072511

Bylaws of *Fire Protection Association of British Columbia* (the "Society" or "FPABC")

1. DEFINITIONS AND INTERPRETATION

Definitions

1. In these Bylaws:

"Act" means the Societies Act of British Columbia as amended from time to time;

"AHJ" means Authority Having Jurisdiction and includes any individual in the employ of a Municipal, Provincial or Federal department providing Building, Fire, Electrical, or Safety Inspection, Prevention, Permitting, or Approvals.

"Board" means the directors of the Society;

"Bylaws" means these Bylaws as altered from time to time.

Definitions In Act Apply

2. The definitions in the Act apply to these Bylaws.

Conflict With Act or Regulations

3. If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations prevail.

2. MEMBERS

Application for Membership

1. An individual, corporation, company, partnership, or proprietorship may apply to the Board for membership in the Society, and those entities become a member on the Board's acceptance of the application.

Procedures for Application

2. The Board of Directors shall develop and maintain procedures for the application and acceptance of Membership in each of the Membership categories.

Persons Entitled to Become A Member

3. The following are entitled to apply for the following classes of membership:

- a. Any corporation, company, partnership, or proprietorship may apply to become a Voting Member and is presently
 - i. commercially engaged in Providing Fire Protection and Life Safety Services in British Columbia;
 - ii. holding a valid business license in a district, municipality or city in British Columbia;
 - iii. maintains a fixed place of business in a district, municipality or city in British Columbia;

always provided that any person that is a partner, employee or officer of a voting member corporation, company, partnership or proprietorship shall be entitled to participate in Society meetings, committees and functions in a non-voting capacity.

- b. Any individual, corporation, company, partnership, or proprietorship:
 - i. that supports the objectives and purposes of the Society and is not otherwise commercially engaged in Fire Protection or Life Safety or
 - ii. that is a student or apprentice enrolled in a recognized education program, or
 - iii. that is commercially engaged in Providing Fire Protection and Life Safety Services with a valid business license and fixed place of business not in British Columbia, or
 - iv. that is a person or entity that the directors may otherwise deem acceptable for membership may apply to become a non-voting member.
- c. Any individual in the employ of a District, Municipal, Provincial or Federal department providing Building, Fire, Electrical, or Safety Inspections, Prevention, Permitting, or Approvals may apply to become a non-voting member.
- d. Any individual member who has made a significant contribution to the Society and/or fire protection and life safety as determined by the membership and duly voted by the membership as a voting Lifetime Member at the directors' discretion.

Membership Classes

4. The following shall be the classes of Membership:

VOTING MEMBER (CLASS A) – Any corporation, company, partnership, or proprietorship as described in 3(a) may apply to be a voting member. With fees payable as determined annually by the Board of Directors.

Each organization will be entitled to one (1) voting Membership per corporation, company, partnership or proprietorship, and needs to designate a representative who holds that vote before a vote is held.

NON-VOTING MEMBER (CLASS B) - Any individual, corporation, company, partnership or proprietorship as described in 3(b) may apply to be a non-voting member. With fees payable as determined annually by the Board of Directors.

NON-VOTING AHJ MEMBER (CLASS C) - Any individual as described in 3(c) may apply to be a non-voting member. With fees payable as determined annually by the Board of Directors.

VOTING LIFETIME MEMBER (CLASS D) - Any individual as described in 3(D) may be a voting LIFETIME member. With NO fees payable.

Voting Member

5. Any Membership application eligible for a voting membership that is accepted by the Board of Directors in accordance with the policies and procedures as outlined above shall have one vote. The term of Membership of a voting Member shall be annual, subject to renewal in accordance with the policies and procedures of the SOCIETY.

Duties of members

6. Every member must uphold the constitution of the Society, adhere to the Society Code of Ethics, and must comply with these Bylaws.

Amount of membership dues

7. The amount of the annual membership dues, if any, must be determined by the Board of Directors

Member not in good standing

8. All members are in good standing except a member who:
 - a. has failed to pay their annual membership fee, or any other debt due and owing by the member to the society, or
 - b. ceases to be a member of the Society as outlined in sections 2.9 or Part 3 - Membership Dues, Termination and Discipline, or
 - c. has an unresolved issue with the Board of Directors that exceeds the appeal period of the suspension as outlined in Part 3 - Membership Dues, Termination and Discipline, or
 - d. fails to meet criteria that may be established on an annual basis by the Board of Directors.

Ceasing To Be a Member

9. An individual, corporation, company, partnership, or proprietorship or government body ceases to be a member of the society
 - a. by delivering or emailing their resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,
 - b. on his or her death,
 - c. on the dissolution of the corporation, company, partnership, or proprietorship or government body
 - d. on suspension or expulsion after committing conduct unbecoming a member, as set out in Part3 – Membership Dues, Termination and Discipline, or
 - e. on having been a member not in good standing for 30 days.

Member Not in Good Standing May Not Vote

10. A voting member who is not in good standing
 - a. may not vote at a general meeting, and
 - b. is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

3. MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

Membership Dues

1. Any Member who fails to pay dues or assessments to the Society within three (3) months after the same become due shall be suspended for a period of three (3) months or until such dues or assessments are paid, whichever shall first occur. Notice of suspension shall be sent by the Secretary

as set out in Part 4 – Notices to Members. If at the end of the period of suspension the Member's dues or assessment remains unpaid, Membership in the Society shall automatically terminate and notice of termination shall be issued by the Secretary as set out in Part 4 – Notices to Members.

Termination of Membership

2. Membership in the SOCIETY is terminated when:
 - a. the Corporate Member's corporation is dissolved;
 - b. a Member fails to maintain any qualifications for Membership described in Section 2.3 of these By-laws;
 - c. the Member resigns by delivering a written resignation to the Secretary of the Society, per 9.a. Ceasing to be a Member, in which case such resignation shall be effective on the date specified in the resignation;
 - d. the Member is expelled in accordance with Section 3.4 below or is otherwise terminated in accordance with the Articles or By-laws of the Society;
 - e. the Member's term of Membership expires; or
 - f. the Society is liquidated or dissolved under the Act.
3. Upon any termination of Membership, the rights of the Member, including any rights in the property of the Society, automatically cease to exist.

Discipline of Members

4. The Board of Directors shall have authority to suspend or expel any Member from the Society for engaging in Conduct Unbecoming a Member as defined in 5. Conduct Unbecoming a Member.

Conduct Unbecoming a Member

5. Conduct unbecoming a member includes, but is not limited to, the following:
 - a. Any conduct that violates the laws of the Government of Canada or the Province of British Columbia, including the Human Rights Code, or undisclosed criminal convictions for previous violations that may negatively affect the Society.
 - b. violating any provision of the Articles, By-laws, or written policies of the Society;
 - c. engaging in any conduct which may be detrimental to the Society as determined by the Board of Directors in its sole discretion;
 - d. for any other reason that the Board of Directors in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Society.

Discipline Procedure

6. In the event that the Board of Directors determines that a Member should be expelled or suspended from Membership in the Society, the President, or such other Officer as may be designated by the Board of Directors,
 - a. shall provide twenty (20) days' notice of suspension or expulsion to the Member and
 - b. shall provide reasons for the proposed suspension or expulsion.

Member Recourse

7. The Member may make written submissions to the President, or such other Officer as may be designated by the Board of Directors, in response to the notice received within such twenty (20) day period.
 - a. If no written submissions are received by the President, the President, or such other Officer as may be designated by the Board of Directors, may proceed to notify the Member that the Member is suspended or expelled from Membership in the Society.
 - b. If written submissions are received in accordance with this section, the Board of Directors shall
 - i. consider such submissions in arriving at a final decision, and
 - ii. if requested by the Member, shall hold a meeting to discuss the suspension or expulsion with the Member and give them the opportunity to further explain their submission, and
 - iii. shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions.
8. The Board of Director's decision shall be final and binding on the Member, without any further right of appeal.

4. GENERAL MEETINGS OF MEMBERS

Notices To Members

1. A notice may be given to a member, either personally, by mail, or by email to the member at the member's registered physical or electronic address.
2. A notice sent by mail is deemed to have been given on the fourth day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
3. Notice of a general meeting must be given to
 - a. every member shown on the register of members on the day notice is given, and
 - b. the auditor, if that applies.
4. No other person is entitled to receive notice of a general meeting.

Time And Place of General Meeting

5. A general meeting must be held at the time and place the Board determines.

Ordinary Business at General Meeting

6. At a general meeting, the following business is ordinary business:
 - a. adoption of rules of order;
 - b. consideration of any financial statements of the Society presented to the meeting;
 - c. consideration of the reports, if any, of the directors or auditor;
 - d. election or appointment of directors;
 - e. appointment of an auditor, if any;

- f. business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of Special Business

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

Chair of General Meeting

- 8. The following individual is entitled to preside as the chair of a general meeting:
 - a. the individual, if any, appointed by the Board to preside as the chair;
 - b. if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - i. the president,
 - ii. the vice-president, if the president is unable to preside as the chair, or
 - iii. one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate Chair of General Meeting

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

Quorum Required

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

Quorum For General Meetings

- 11. The quorum for the transaction of business at a general meeting is 20% of the voting members at the time of the meeting and present at the meeting.

Lack Of Quorum at Commencement of Meeting

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

If Quorum Ceases to Be Present

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

Adjournments By Chair

14. The chair of a general meeting may, or, if so directed by the voting members at the meeting, must adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of Continuation of Adjourned General Meeting

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

Order of Business at General Meeting

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

Methods Of Voting

17. At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, two or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement Of Result

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

Proxy Voting Permitted

19. Voting by proxy is permitted.

Matters Decided at General Meeting By Ordinary Resolution

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

Resolution By Chair

21. The chair of a meeting may move or propose a resolution.

Seconding Of Resolutions

22. A resolution proposed at a meeting need not be seconded.

Voting Rights

23. Each member in good standing is entitled to one vote.

24. Only members in good standing for 30 days prior to a vote are entitled to vote.

25. A voting member that is not in good standing and a non-voting member shall not be entitled to vote at any general meeting of the Society.

Proxies

26. Voting by proxy is permitted as provided in this section with any corporation, company, partnership or proprietorship holding a maximum of one (1) proxy in addition to their own vote.

27. Proxies must be presented to, and retained by, the Secretary of the Society prior to the start of the meeting.

28. All votes on special resolutions at a general meeting of the Society will pass if they achieve a vote of 2/3 of those present, with the exception of special resolutions proposed to alter Section 3.5 (Conduct Unbecoming a Member), Section 4.25 (Proxy Voting), and the Society's Code of Ethics, which must be passed by a minimum 3/4 vote of the total membership.

29. In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which they may be entitled as a member, and the proposed resolution does not pass.

30. A valid proxy must:

a. be in the following form,

<p>Fire Protection Association of British Columbia (the "Society")</p>
<p><i>The undersigned, being a voting member of the Society, hereby appoints</i></p> <p>_____ , <i>or failing him or her,</i></p> <p>_____ , <i>as proxyholder for the</i></p> <p><i>undersigned to attend, act and vote for and on behalf of the undersigned at the general meeting of the</i></p> <p><i>Society to be held on the</i> _____ <i>day of</i></p> <p>_____ , <i>20</i> _____ , <i>and at any adjournment</i></p> <p><i>thereof.</i></p> <p><i>Signed this</i> _____ <i>day of</i> _____ , <i>20</i> _____</p> <p>_____</p> <p>Signature</p> <p>_____</p> <p>Print name</p>

or,

b. be in such other form that states the name of the proxy appointed, identifies the specific meeting (including any adjournments thereof) for which the proxy is appointed and is signed by the member appointing the proxy.

5. DIRECTORS

Eligibility Of Directors

1. An individual is eligible to be a director of the Society if:

a. the proposed director

i. is a voting member of the Society; or

ii. is a director, officer, partner or employee of a voting member of the Society; and

b. the proposed director, or the voting member of the Society referred to in subsection (1)(a)(ii), is a director, officer, partner or employee of a proprietorship, partnership, company, or government body, as the case may be, that is in good standing for a minimum of 30 days prior to the election; and

- c. that person is the only individual from a partnership, corporation or government body which would serve as a director during a term; and
- d. that person is an ordinary resident of British Columbia; and
- e. that person is qualified under Section 44 – Persons qualified to be Directors, under the Societies Act:

- (1) *A person is qualified to be a director of a society only if the person is an individual who is at least 18 years of age.*
- (2) *Despite subsection (1), an individual who is 16 or 17 years of age is qualified to be a director of a society if provided for in the regulations.*
- (3) *Despite subsections (1) and (2), an individual is not qualified to be a director of a society if the individual is*
 - (a) *found by any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs,*
 - (b) *an undischarged bankrupt, or*
 - (c) *convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless*
 - (i) *the court orders otherwise,*
 - (ii) *5 years have elapsed since the last to occur of*
 - (A) *the expiration of the period set for suspension of the passing of sentence without a sentence having been passed,*
 - (B) *the imposition of a fine,*
 - (C) *the conclusion of the term of any imprisonment, and*
 - (D) *the conclusion of the term of any probation imposed, or*
 - (iii) *a pardon was granted or issued, or a record suspension was ordered, under the Criminal Records Act (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect.*

- 2. If, after the Annual General Meeting vote and approval of directors, should two directors be in the same partnership, corporation or government body at the same time, the board of directors may vote whether to enable both to serve the remainder of the term providing:
 - a. the two non-eligible directors abstain from the vote to enable both to serve the remainder of the term;
 - b. all remaining voting directors must be the only individual from a partnership, corporation or government body; and
 - c. in the case of a tie vote, the proposed resolution does not pass.
- 3. Any director who, at any time, ceases to be eligible under Section 5.1 hereof ceases to be a director of the Society.

Power To Fill Vacancies

4. Subject to section 5.1, if a director resigns their office or otherwise ceases to hold office, the remaining directors may appoint a member to take the place of the former director, and a director so appointed holds office only until the conclusion of the next AGM.

Directors May Fill Casual Vacancy On Board

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

Term Of Appointment Of Director Filling Casual Vacancy

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

Acting Without Full Complement

7. An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

Removal By Members

8. The members may, by special resolution, remove a director before the expiration of his or her term of office, and may elect a successor to complete the term of office.

Retirement And Re-Election

9. With the exception of the President, all directors shall retire from office at each annual general meeting when their successors shall be elected by ordinary resolution;
10. Any and all retiring directors shall be eligible for re-election, and there shall be no limit to the number of consecutive terms that a director may hold office.

Number And Location of Directors on Board

11. The number of elected directors shall be **eight (8)** and one non-elected director who shall be the present past-president, or such greater or lesser number as may be determined from time to time at a general meeting by ordinary resolution and as permitted by the Societies Act.
12. The minimum number of elected directors shall be three (3) as per the Societies Act.
13. Where possible, the directors will be evenly divided between four areas as shown on the map below: Vancouver Island, Vancouver & the Coast, Interior, and the North, with two from each area.



Figure 1. Electoral Zones for FPABC Board of Directors

14. Should two individuals not stand for election or be otherwise available from each area, then the Board will endeavour to appoint additional directors from those areas to balance the numbers in each area.
15. Failing that, the directors that are elected at the AGM shall form the duly constituted board of the society.

Election Or Appointment Of Directors

16. At each annual general meeting, the voting members entitled to vote for the election or appointment of the Board must elect or appoint the Board. The Board will determine the individual Director positions amongst themselves.

6. DIRECTORS' MEETINGS

Calling Directors' Meeting

1. A directors' meeting may be called by the president or by any 2 other directors.

Notice Of Directors' Meeting

2. Notice of a directors' meeting shall be provided to every director at least two business days before the meeting.
3. A director may waive proper notice of the meeting required under subsection (1) hereof, and any director who does not receive proper notice but attends the meeting is deemed to have waived the requirement for notice under subsection (1) hereof.

Proceedings Valid Despite Omission To Give Notice

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

Notice Of First Meeting For New Directors

5. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is: not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

Conduct of directors' meetings

6. The directors may regulate their meetings and proceedings as they think fit.

Quorum Of Directors

7. The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.

Chair

8. The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if at that time neither is present the directors present may choose one of their number to be the chair at that meeting.

Resolution By Chair

9. The chair of a meeting may move or propose a resolution.

Seconding Of Resolutions

10. A resolution proposed at a meeting need not be seconded.

Voting

11. Questions arising at a meeting of the directors and committee of directors must be decided by a simple majority of votes.
12. In the case of a tie vote, the chair does not have a second or casting vote.

Written Consent Resolution

13. A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

Committees

14. The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.

15. A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
16. A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
17. The members of a committee may meet and adjourn as they think proper.

7. BOARD POSITIONS

Election Or Appointment To Board Positions

1. Directors must determine amongst themselves the following Board positions, and a director, other than the president, may hold more than one position:
 - a. president;
 - b. vice-president;
 - c. secretary;
 - d. treasurer.

Directors At Large

2. Individuals who are elected or appointed to the Board, in addition to the positions described in these Bylaws, are elected or appointed as directors at large.

Role Of President

3. The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role Of Vice-President

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

Role Of Secretary

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

Absence Of Secretary from Meeting

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

Role Of Treasurer

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

8. REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration Of Directors

1. These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, repay agreed upon expenses reasonably incurred on behalf of the Society or pay remuneration to a director for services provided by the director to the Society in another capacity, provided payment for such services are agreed to by a simple majority of the remaining Board members.

Signing Authority

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

9. BYLAWS

Copy To New Members

1. On being admitted to membership, each member is entitled to, and the Society must give the member without charge, a copy of the constitution and bylaws of the Society.

Alterations To Bylaws

2. These bylaws must not be altered or added to except by special resolution at a meeting of Members.