

LOWER MAINLAND BREWERY WORKERS' HOLDING SOCIETY

BYLAWS

1. DEFINITIONS AND INTERPRETATION

1.1 In these Bylaws,

- (a) "Act" means the *Societies Act*, SBC 2015, c 18, as amended from time to time;
- (b) "Bylaws" means these Bylaws as amended from time to time;
- (c) "Directors" means Directors of the Society;
- (d) "Society" means lower Mainland Brewery Workers' Holding Society.
- (e) "Union" means Branch Local 300, Brewery, Winery, and Distillery Workers' Union
- (f) "writings" and "written" have the meaning stated in the *Interpretation Act* of British Columbia.

1.2 The definitions of the *Act* apply to these Bylaws.

1.3 Words importing the singular include the plural and vice versa. Masculine pronouns include feminine and gender neutral they-them pronouns, and vice versa. Personal pronouns may refer to a legal entity that is not an individual.

1.4 Where a word or expression is defined in these Bylaws other parts of speech and grammatical forms of the same word or expression of corresponding meanings.

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

2. MEMBERSHIP

2.1 The members of the Society are the Directors of the Society and those persons who have become Directors in accordance with these Bylaws.

2.2 On being admitted to membership, the Society shall give the member, without charge, a copy of the Constitution and Bylaws of the Society or facilitate continuing access to digital versions of those documents.

2.3 Every member shall comply with these Bylaws.

2.4 The amount of membership dues, if any, shall be determined at the annual general meeting of the Society.

2.5 A person shall cease to be a member of the Society:

- (a) on ceasing to be a Director of the Society;
- (b) by delivering their resignation in writing to the address of the Society;
- (c) on being expelled pursuant to the *Act*.

Delivery of records

2.6 A record for the purposes of the *Act* may be sent in a manner permitted by the *Act* including by mail or email to the most recent mail address or email address last known to the sender.

3. GENERAL MEETINGS

Time and Place of General Meetings

3.1 General meetings of the Society shall be held at the time and place that the Directors decide.

3.2 General meetings may be held entirely in-person, or entirely or in part by audio- or video-conference that permits those attending by audio- or video-conference to hear and speak at the meeting and to vote by a web-based electronic voting system selected by the Directors.

3.3 Annual general meetings shall be held in every calendar year.

Business of General Meetings

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

3.5 At a general meeting, the following business is ordinary business:

- (a) consideration of any financial statements of the Society presented to the meeting;
- (b) consideration of the reports, if any, of the Directors or auditor;
- (c) appointment of an auditor, if any; and,
- (d) business arising out of a report of the Directors not requiring the passing of a special resolution.

3.6 The agenda 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) adoption of rules of order;
- (d) approve the agenda;
- (e) approve the minutes from the previous general meeting;
- (f) deal with unfinished business from the previous general meeting;
- (g) if the meeting is an annual general meeting,
 - (i) receive the Secretary Treasurer's 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, and
 - (iii) appoint an auditor, if any;
- (h) deal with new business, including any matters about which notice has been given to the members in the notice of meeting; and,
- (i) terminate the meeting.

3.7 The chair of a general meeting may, or, if directed by the 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.

3.8 It is not necessary to give notice of a continuation of adjournment or of the business to be transacted at an adjourned general meeting except that, when a general meeting is adjourned for more than 10 days, notice of the adjourned meeting shall be given as in the case of the original meeting.

3.9 The procedure at meetings shall be in accordance with the principles of Robert's Rules and may be modified by the chair for the fair and efficient conduct of business.

Chair of General Meetings

3.10 The chair of a general meeting shall be:

- (a) the President, or

- (b) if the President is unable to be the chair, the Vice-President, or
- (c) if both the President and Vice-President are unable to be the chair, one of the other Directors present.

Quorum

3.11 Other than the election of the chair of the meeting and the adjournment or termination of the meeting, business must not be transacted at a general meeting unless a quorum of members is present.

3.12 Quorum for a general meeting is four or, if there are less than four members, all the members.

3.13 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Voting

3.14 A member present at a general meeting is entitled to one vote.

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

3.16 In the event of a tie vote at a meeting, if the chair:

- (a) has voted, the chair's vote shall be determinative; or
- (b) has not voted, the chair shall then cast a vote.

3.17 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.

3.18 The chair of a general meeting may move or propose a resolution.

3.19 Voting by proxy is not permitted.

3.20 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.

4. DIRECTORS

Number of Directors

4.1 The Society must have no fewer than three Directors.

Term

4.2 Except where the Directors fill a vacancy pursuant to section 4.4 and subject to their consent as provided in the *Act*, the persons last elected by the members of the Union as President, Secretary Treasurer, Recording Secretary and each Regional Vice-President are the Directors of the Society while they continue as Directors pursuant to these Bylaws. For greater certainty, this does not include a person who occupies one of those Union offices otherwise than by election by members of the Union.

4.3 The term of office of a Director begins upon their election, and ends on the earliest of the date:

- (a) their successor in office is elected as described in section 4.2,
- (b) they resign as Director;
- (c) they cease to be an employee as defined in the *Labour Relations Code* of British Columbia; or
- (d) they are found by a vote of all the other Directors to have a conflict between their duties to the Society and their personal interests.

4.4 A vacancy occurs if a Director ceases to serve. The Directors may, at any time a vacancy exists, appoint a member of the Union as Director to fill a vacancy for the balance of the term of the Director who ceased to serve.

4.5 The Directors who on their appointment pursuant to section 4.2 hold the Union positions of:

- (a) President, Secretary Treasurer and Recording Secretary shall hold those offices in the Society; and
 - (b) Region 2 Vice President shall hold the office of Vice-President in the Society;
- unless the Directors choose different assignments.

Directors' meetings - Notice

4.6 At least 2 days' notice of a Directors' meeting must be given unless all the Directors agree to a shorter notice period.

4.7 For a Directors' meeting held immediately following the appointment or of Directors, or for a Directors' meeting at which a Director is appointed to fill a vacancy, it is not necessary to give notice of the meeting to the newly appointed Director for the meeting, if a quorum of the Directors is present.

4.8 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.

4.9 A Director who may be absent temporarily from British Columbia may provide waiver of notice to the Society and may at any time withdraw the waiver. Until a waiver is withdrawn,

- (a) no notice of Directors' meeting shall be sent to that Director; and
- (b) Directors' meetings, notice of which has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective.

Directors' meetings - Proceedings

4.10 The Directors may regulate their meetings and proceedings as they think fit. The Directors may hold meetings by audio- or video-conference that permits those attending to hear and speak to each other.

4.11 The chair of a Directors' meeting shall be:

- (a) the President; or
- (b) if the President is unable to be the chair, the Vice-President; or
- (c) if both the President and Vice-President are unable to be the chair, one of the other Directors present.

4.12 The quorum for the transaction of business at a Directors' meeting is a majority of the Directors.

4.13 Questions arising at a Directors' meeting shall be decided by a majority of votes cast.

4.14 In the event of a tie vote at a Director's meeting, if the chair:

- (a) has voted, the chair's vote shall be determinative; or
- (b) has not voted, the chair shall then cast a vote.

4.15 The chair of a meeting may propose a motion.

4.16 The Directors may pass a resolution without a meeting if a copy of the resolution is sent to all the Directors and all consent to the resolution in writing.

Duties

4.17 The Directors shall manage the activities and internal affairs of the Society in accordance with these Bylaws.

4.18 The Directors shall require a compilation engagement, review engagement or audit annually and an audit of the preceding year, at least once every three years.

4.19 The Directors shall not receive remuneration for being a Director.

4.20 The Society shall reimburse a Director for expenditures by them that were reasonable and necessary for the purposes of carrying out their duties as a Director.

President

4.21 The President is the chair of the Directors and is responsible for supervising the other Directors in the performance of their duties.

4.22 If the President is unable to act, the President's duties shall be performed by:

- (a) the Vice-President, or
- (b) if the Vice-President is unable to act, the Directors shall elect another Director to perform those duties.

4.23 The President is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and Directors' meetings;
- (b) conducting the correspondence of the Society; and
- (c) filing the annual report of the Society and making any other filings with the registrar required by the *Act*.

Recording Secretary

4.24 The Recording Secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) taking minutes of general meetings and Directors' meetings; and
- (b) keeping the records of the Society in accordance with the *Act* and providing for inspection and copying of records for those entitled by the *Act* and these Bylaws;

4.25 In the absence of the Recording Secretary from a meeting, the Directors shall appoint another person to act as Recording Secretary at the meeting.

Secretary Treasurer

4.26 The Secretary 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 and arranging for audits required by the Directors;
- (d) making the Society's filings respecting taxes.

5. COMMITTEES

5.1 The Directors may delegate any, but not all, of their powers to committees consisting of one or more Directors.

5.2 A committee formed by the Directors shall conform to the terms of reference and any rules imposed on it by the Directors, and shall report every act or thing done in the exercise of those powers to the next Directors' meeting.

5.3 A committee shall elect a chair of its meetings; but if no chair is elected, or if at a meeting the chair is not present within 10 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee shall choose one of their number to be chair of the meeting.

5.4 Resolutions arising at a meeting of a committee of Directors shall be decided by a majority of votes.

6. ACCESS TO RECORDS

6.1 There shall be no access to the records of the Society not required by the *Act* except as permitted by the Directors.

7. SIGNING AUTHORITY

7.1 A contract or other record to which the Society is to be bound must be signed on behalf of the Society:

- (a) by the President, together with one other Director; or
- (b) if the President is unable to provide a signature, by the Secretary Treasurer together with one other Director; or
- (c) if the President and Secretary Treasurer are both unable to provide signatures, by any 2 other Directors; or
- (d) in any other case, by one or more individuals authorized by the Directors to sign the record on behalf of the Society.

8. DISSOLUTION

On the winding up or dissolution of this Society, any funds and other assets of the Society after the satisfaction of its debts and liabilities, will be transferred to a qualified recipient.