

**Bylaws of
FRASER VALLEY ESTATE PLANNING COUNCIL
(the “Society”)**

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

- (a) “**Act**” means the Societies Act of British Columbia as amended from time to time;
- (b) “**Board**” means the eight (8) directors of the Society;
- (c) “**Bylaws**” means these Bylaws as altered from time to time; and
- (d) “**Membership**” means all the voting members of the Society.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 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.

PART 2 – MEMBERS

Membership of the Society

- 2.1 The members of the Society are those persons who become members in accordance with these Bylaws and who have not ceased to be members.
- 2.2 Membership in the Society is open to persons who conduct their business or have their residence located in the Fraser Valley, in the Province of British Columbia, and who are:
 - (a) members of the British Columbia Bar holding a current practice certificate from the Law Society of British Columbia;
 - (b) members of the Chartered Professional Accountants of British Columbia;
 - (c) trust or estate executives or administrators of financial institutions;

- (d) members of the Canadian Association of Insurance and Financial Advisors;
- (e) financial planners with at least one of the following professional designations:
 - i. Certified Financial Planner (CFP);
 - ii. Registered Financial Planner (RFP);
 - iii. Chartered Financial Consultant (CHFC);
 - iv. Certified Investment Manager (CIM); and/or
 - v. Chartered Financial Analyst (CFA);
- (f) portfolio managers licensed with the British Columbia Securities Commission;
- (g) fellows of the Canadian Institute of Actuaries who specialize in pension consulting;
- (h) academics with relevant expertise representing British Columbia post-secondary institutions;
- (i) members of the Canadian Association of Gift Planners;
- (j) such other persons who, although they do not meet the criteria for any other category of membership, are deemed by the Board to have qualifications, knowledge, or experience that will advance the purposes of the Society; and/or
- (k) honorary or life members elected by the Membership of the Society using criteria established by the Board.

Application for membership

- 2.3 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's approval of the application.

Guests

- 2.4 A person may attend one (1) meeting of the Society as the guest of a member of the Society, and upon paying a guest fee, and then must apply for membership to attend any additional meetings of the Society.
- 2.5 The amount of the guest fee shall from time to time be fixed by the Board.

Duties of members

2.6 Every member must:

- (a) uphold the constitution of the Society; and
- (b) comply with these Bylaws, and all regulations and directions issued by the Board.

Membership dues

2.7 Each member of the Society shall pay annual membership dues to provide for the expenses of the Society.

2.8 The amount of the annual membership dues shall from time to time be fixed by the Board.

2.9 The annual membership dues shall be payable by each member upon commencement of his or her membership in the Society, and thereafter in advance, on the first day of September of each year.

Membership dues non-refundable

2.10 Subject to Sections 2.16 [*termination*] and 2.17 [*resignation*], the membership dues paid to the Society shall be non-refundable in the event that the member ceases to be a member of the Society.

No advertising of membership

2.11 No member of the Society shall use his or her membership in the Society in any form of advertisement or solicitation of business.

Member in good standing may vote

2.12 Subject to Sections 2.13 and 2.14 [*inadequate standing*], all members in good standing and present in person at any general meeting of the Society shall be entitled to one (1) vote with respect to all matters pertaining to the activities and welfare of the Society, except such matters of administration as are delegated by the Membership, pursuant to these Bylaws, to the Board.

Member not in good standing

2.13 A member is not in good standing if the member fails to pay the member's annual membership dues. The member is not in good standing for so long as these dues remain unpaid.

Member not in good standing may not vote

- 2.14 A member who is not in good standing:
- (a) may not vote at the annual general meeting or at any other meetings of the members of the Society; and
 - (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Expulsion by Board

- 2.15 The Board shall have the power to expel from the Society any member:
- (a) who is guilty of a breach of these Bylaws; or
 - (b) whose conduct is not in keeping with the purposes of the Society,
- provided that at least five (5) directors of the Society agree.

Termination of membership

- 2.16 A person ceases to be a member of the Society:
- (a) on his or her death;
 - (b) on being expelled by the Board;
 - (c) on having been a member not in good standing for six (6) consecutive months;
 - (d) on ceasing to be a person eligible for membership pursuant to Section 2.2 of these Bylaws; or
 - (e) subject to Section 2.17 [*resignation*], the member resigns.

Resignation from membership

- 2.17 A person may resign from the Society by giving written notice to the secretary.

PART 3 – MEETINGS OF MEMBERS**Annual general meeting**

- 3.1 The annual general meeting of the Society shall take place within sixty (60) days of the year end, that being April 30, at the time and place the Board determines. Notice of the

annual general meeting shall be given by email to the members or by posting information about the meeting on the website of the Society at least fourteen (14) days prior to the date of the annual general meeting.

Ordinary business at annual general meeting

3.2 At an annual 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(s);
- (d) election of directors;
- (e) appointment of auditor(s), if any; and
- (f) business arising out of a report of the Board not requiring the passing of a special resolution.

Notice of special business

3.3 A notice of an annual 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 meetings

3.4 The president shall preside as the chair of all regular, special, or annual general meetings of the Society. If the president is unable to preside as the chair, then the vice-president shall preside as the chair. If both the president and the vice-president are unable to preside as the chair, then one of the other directors present at the meeting shall preside as the chair.

Alternate chair of meeting

3.5 If there is no individual entitled under these Bylaws who is able to preside as the chair of a regular, special, or annual general meeting of the Society within fifteen (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

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

Quorum for meetings

- 3.7 One-quarter (1/4) of the voting members of the Society shall constitute a quorum at any regular, special, or annual general meeting of the Society.

Lack of quorum at commencement of meeting

- 3.8 If, within thirty (30) minutes from the time set for holding a regular, special, or annual 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 thirty (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

- 3.9 If, at any time during a regular, special, or annual 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

- 3.10 The chair of a regular, special, or annual 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 meeting

- 3.11 It is not necessary to give notice of a continuation of an adjourned regular, special, or annual general meeting or of the business to be transacted at a continuation of said meeting except that, when an annual general meeting is adjourned for thirty (30) days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at meeting

3.12 The order of business at a regular, special, or annual 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 regular, special, or annual general meeting, as the case may be;
- (e) deal with unfinished business from the last regular, special, or annual general meeting, as the case may be;
- (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 directors; and
 - iv. appoint auditor(s), if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting; and
- (h) terminate the meeting.

Methods of voting

3.13 At a regular, special, or annual 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 (2) 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.

Tie-breaking vote

- 3.14 At all meetings of the Society and at all committee meetings, the chair of the meeting, in addition to his or her original vote, shall have a second or casting vote, to break the tie in the event of an equality of votes.

Announcement of result

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

Proxy voting not permitted

- 3.16 Voting by proxy is not permitted.

Matters decided at meeting by ordinary resolution

- 3.17 A matter to be decided at a regular, special, or annual 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.

PART 4 – DIRECTORS

Number of directors

- 4.1 The Society must have a total of eight (8) directors, each of whom is at least 18 years old.

Election of directors to Board

- 4.2 At the annual general meeting, the Membership of the Society must elect all directors of the Board, except the past president.

Directors may fill casual vacancy on Board

- 4.3 The Board may, at any time and by majority vote, elect a voting member as a director to fill a vacancy that arises on the Board as a result of the resignation, death, incapacity, or removal of a director during the director's term of office.

Term of appointment of director filling casual vacancy

- 4.4 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.

PART 5 – BOARD MEETINGS

Board meetings

- 5.1 A Board meeting may be called by the president or, in his or her absence, by the vice-president or the secretary, or when requested to do so, by any two (2) directors of the Board.

Notice of Board meeting

- 5.2 At least two (2) days' notice of a Board meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

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

Conduct of Board meetings

- 5.4 The directors may regulate Board meetings and proceedings as they think fit.

Quorum of directors

- 5.5 Any four (4) directors of the Board shall constitute a quorum for the transaction of business.

PART 6 – BOARD POSITIONS

Board positions

- 6.1 The directors will fill the roles of president, vice-president, secretary, treasurer, past president, membership director, program director, and public affairs director.

Composition of Board

- 6.2 The Board shall be representative of the categories of membership in Section 2.2, subsections (a) through (i) [*membership of the Society*].

Election of Board positions

- 6.3 The president, vice-president, secretary, treasurer, membership director, program director, and public affairs director shall be elected bi-annually by the Membership at the annual general meeting.

6.4 The past president shall be a director without election by virtue of his or her office during the previous term of office as president.

Directors' term of office

6.5 Each director shall hold a Board position for two (2) years or, in the event of the resignation, death, incapacity, or removal of a director, until his or her successor is duly elected and qualified.

Re-election

6.6 Despite Section 6.5 [*directors' term of office*], each director of the Board shall be eligible for re-election to the Board if otherwise qualified.

Role of president

6.7 The president shall:

- (a) when present, preside at all meetings of the Society and of the Board; and
- (b) be charged with the general management and supervision of the affairs and operations of the Society.

6.8 The president shall not hold the office of president for more than two (2) years.

Role of vice-president

6.9 The vice-president shall exercise the duties and powers of the president if the president is absent or unable to act.

Role of secretary

6.10 The secretary shall:

- (a) keep minutes of the meetings of the Society and the Board;
- (b) keep all records of the Society and the Board, other than financial records, in accordance with the Act;
- (c) be responsible for notice of meetings of the Society and the Board to all members thereof; and
- (d) file the annual report of the Society and make any other filings with the registrar under the Act.

Absence of secretary from meeting

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

Role of treasurer

6.12 The treasurer shall:

- (a) have custody of all funds and property of the Society;
- (b) deposit all funds of the Society in a bank or trust company located in the Fraser Valley;
- (c) keep accounting records in respect of the Society's financial transactions;
- (d) prepare the Society's financial statements;
- (e) prepare and submit a statement of the financial affairs of the Society at the annual general meeting, and subsequently make that statement accessible to the Membership;
- (f) make the Society's filings respecting taxes; and
- (g) ensure that all cheques or orders drawn on the treasury comply with the signing authority requirements pursuant to Section 7.3 [*signing authority*].

Role of membership director

6.13 The membership director shall:

- (a) consider and recommend applications for membership in the Society to the Board for approval, pursuant to Section 2.2 [*membership of the society*] of these Bylaws;
- (b) recommend, to the Board, disciplinary action against members whose conduct is not in keeping with the purposes of the Society;
- (c) establish, review, and recommend changes in membership criteria for approval by the Board and the Membership; and
- (d) be responsible for maintenance of an accurate list of all members of the Society.

Role of program director

6.14 The program director shall:

- (a) organize general meetings of the Membership to provide a forum for, and promote communication and understanding amongst, members of the Society; and
- (b) develop and implement professional development seminars and workshops for members.

Role of public affairs director

6.15 The public affairs director shall:

- (a) increase awareness and understanding of the mandate of the Society among potential members, other professional associations, and the general public.

Role of past president

6.16 The past president shall:

- (a) prepare a slate of nominees for election as directors of the Board at the annual general meeting of the Society;
- (b) manage the election process, if necessary, at the annual general meeting of the Society to ensure that the Board is properly constituted; and
- (c) assist the Board members in identifying appropriate candidates for service as Board members.

Role of Board

6.17 The Board shall:

- (a) ensure that strategic, program, and administrative plans and systems for achieving the purposes of the Society are established and evaluated;
- (b) meet at its discretion to exercise its fiduciary responsibilities and to administer the affairs of the Society, within the limitations imposed by the Membership; and
- (c) approve applications for membership and, when necessary, expel members pursuant to Section 2.15 [*expulsion by Board*].

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

- 7.1 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, pay remuneration to a director for services provided by the director to the Society in another capacity.

Reimbursement of expenses of directors

- 7.2 A director may be reimbursed for reasonable expenses necessarily incurred by the director in performing his or her duties as a director.

Signing authority

- 7.3 A contract or other record to be signed by the Society, including all cheques or orders authorizing the withdrawal of the funds of the Society held in a bank or trust company, must be signed on behalf of the Society by any two (2) of the following Board members: president, vice-president, secretary, or treasurer.

PART 8 – AUDITORS

Auditors

- 8.1 By special resolution of the Membership, one (1) or more auditors may be appointed from amongst the members of the Society, excluding Board members, at the annual general meeting of the Society.
- 8.2 The auditor(s) shall hold office until the next annual general meeting of the Society.
- 8.3 If so appointed, the auditor(s) shall make an accurate report concerning the financial affairs of the Society to the Membership at the next annual general meeting of the Society.
- 8.4 The auditor(s) shall, at all reasonable times, have access to all the books and accounts of the Society for preparing an audit of the financial affairs of the Society.

PART 9 – GENERAL MATTERS

Financial year

- 9.1 The fiscal year of the Society shall terminate on the 30th day of April in each year.

Amendments

- 9.2 These Bylaws may be amended at any annual general meeting or special meeting of the Society by a two-thirds (2/3) majority of the voting members present and entitled to vote at the meeting, provided that written notice setting forth the proposed amendments is emailed to all members at least fourteen (14) days prior to the date of such meeting.
- 9.3 Notwithstanding Section 9.2 [*amendments*], the Board shall have the power, without notice to or vote of the members of the Society, to correct or revise, from time to time, the name of any association referred to in Section 2.2 [*membership of the Society*], so that reference to any association in Section 2.2 reflects the proper name of the association.

Access to records

- 9.4 The accounting records and records of director's proceedings of the Society may be inspected by any voting member of the Society at a date, time, and place determined by the Board.

Geographic Area

- 9.5 The operations of the Society are to be chiefly carried on in the Fraser Valley region of the Province of British Columbia.