

# GIBSONS ALLIANCE OF BUSINESS AND COMMUNITY SOCIETY

## CONSTITUTION

1. The name of the society is **Gibsons Alliance of Business and Community Society**.
2. The purposes of Gibsons Alliance of Business and Community Society are to:
  - i. protect and enhance the livability of Gibsons in the four areas that define a sustainable community—social cohesion, environmental health, economic well-being, and cultural flourishing;
  - ii. provide a forum for the community—citizens and business working together—to bring an informed, unified, and civil voice to public discourse in balancing the interests of neighbourhoods and business while working in conjunction with Town Council and other community groups.

## BYLAWS

### Part 1 — Interpretation

1. In these bylaws, unless the context otherwise requires:
  - “**directors**” means the directors of the Gibsons Alliance of Business and Community Society for the time being;
  - “**Society Act**” means the *Society Act of British Columbia* from time to time in force and all amendments to it;
  - “**the Society**” means Gibsons Alliance of Business and Community Society;
  - “**registered address**” means the member’s address as recorded in the register of members.
2. The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and vice versa. Corporations, although the Gibsons Alliance of Business and Community Society does not recognize them as persons, are subject to the same bylaws as persons.

### Part 2 — Membership

3. The members of the Society are the applicants for incorporation of the Society, and those people who subsequently become members, in accordance with these bylaws, and have not ceased to be members.
4. A person may apply to the directors for membership in the Society and on acceptance by the directors is a member.
5. Every member must uphold the constitution and comply with these bylaws.
6. The amount of the first annual membership dues must be determined by a consensus of members of the group, and after that the annual membership dues must be determined at

the annual general meeting of the Society.

7. A person or a corporation ceases to be a member of the Society:
  - (a) by delivering a resignation in writing to a director of the Society or by mailing or delivering it to the address of the Society,
  - (b) on his or her death or, in the case of a corporation, on dissolution,
  - (c) on being expelled, or
  - (d) on having been a member not in good standing for 12 consecutive months.
  
8.
  - (1) A member may be expelled by a special resolution, passed by 75% of the members at a general meeting.
  - (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
  - (3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
  - (4) A member who has been expelled may not be re-admitted to membership except by special resolution at a general meeting.
  
9. All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the Society, and the member is not in good standing so long as the debt remains unpaid.

### **Part 3 — Meetings of Members**

10. General meetings of the Society must be held, in accordance with the *Society Act*, at the time and place in or near the Town of Gibsons that the directors decide. General meetings shall, if possible, be held outside regular working hours and not on legal holidays.
  
11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
  
12. The directors may, when they think fit, convene an extraordinary general meeting.
  
13.
  - (1) Notice of a general meeting must specify the place, day, and hour of the meeting, and, in case of special business, the general nature of that business. Notice may be delivered by hand, mail, FAX, or e-mail at least 7 days in advance of the meeting or by publication in the local newspaper of record at least 14 days in advance of the meeting.
  - (2) In exceptional circumstances, directors may convene a meeting with less notice, which notice may be delivered by hand, mail, FAX, or e-mail.
  - (3) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
  
14. The first annual general meeting of the Society must be held not more than 15 months

after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

#### **Part 4 — Proceedings at General Meetings**

15. Special business is:
- (a) all business at an extraordinary general meeting except the adoption of rules of order, and
  - (b) all business conducted at an annual general meeting, except the following:
    - (i) the adoption of rules of order;
    - (ii) the consideration of the financial statements;
    - (iii) the report of the directors;
    - (iv) the report of the auditor, if any;
    - (v) the election of directors;
    - (vi) the appointment of the auditor, if required;
    - (vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.
16. (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
- (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) A quorum is three members present or a greater number that the members may determine at a general meeting.
17. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated.
18. Subject to bylaw 19, the president of the society, the vice president or, in the absence of both, one of the other directors present must preside as chair of a general meeting.
19. If at a general meeting
- (a) there is no president, vice president, or other director present within 15 minutes after the time appointed for holding the meeting, or
  - (b) the president and all the other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.
20. (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting

must be given as in the case of the original meeting.

21. (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.  
(2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
22. (1) Decisions at any meetings of the society will be made by consensus where possible.  
(2) A member in good standing present at a meeting of members is entitled to one vote.  
(3) Voting is by show of hands.  
(4) Voting by proxy is not permitted.
23. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the Society.

#### **Part 5 — Directors and Officers**

24. (1) The directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to:  
(a) all laws affecting the Society,  
(b) these bylaws, and  
(c) rules, not being inconsistent with these bylaws, that are made from time to time by the Society in a general meeting.
- (2) A rule, made by the Society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
25. (1) The president, vice president, secretary, treasurer, and one or more other persons are the directors of the Society.  
(2) The number of directors must be no less than 5 and no more than 12 and shall be determined from time to time at a general meeting.
26. (1) The directors must retire from office at each annual general meeting when their successors are elected.  
(2) Separate elections may be held for each office to be filled upon a resolution of the general meeting to do so.  
(3) An election may be by acclamation; otherwise it must be by ballot.  
(4) If a successor is not elected, the person previously elected or appointed continues to hold office.
27. (1) The directors may at any time and from time to time appoint a member as a

director to fill a vacancy in the directors.

(2) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.

28. (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors may appoint a member to take the place of the former director.

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

29. 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.

30. A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Society.

## **Part 6 — Proceedings of Directors**

31. (1) The directors may meet at the places they think fit to conduct business, adjourn, and otherwise regulate their meetings and proceedings, as they see fit.

(2) 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.

(3) The directors shall decide at each of their meetings who the chair will be for that meeting.

(4) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.

(5) Notice of directors' meetings shall be given to all directors by phone, FAX, e-mail, or in person at least 24 hours in advance.

(6) The directors may post notice of their meetings and shall make minutes of their meetings available for review upon request to all members of the Society.

(7) Members in good standing are welcome to attend directors' meetings but may not vote at those meetings.

32. (1) The directors may delegate any, but not all, of their powers to committees consisting of other members or directors as they think fit. Non-members may be appointed by the directors to serve as advisors to committees so appointed. Advisors so appointed may vote on decisions made within the committee.

(2) 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. Committees must give notice of their meetings to all directors and keep minutes of their actions. Committees must distribute minutes of committee meetings to all directors.

33. 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.

34. The members of a committee may meet and adjourn as they think proper.
35. 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.
36. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, FAX, email, telegram, telex, or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
  - (a) a notice of meeting of directors is not required to be sent to that director, and
  - (b) any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.
37.
  - (1) Questions arising at a meeting of the directors and committee of members must be decided by consensus where possible.
  - (2) Questions not able to be resolved by consensus may be decided by a majority of votes.
  - (3) In the case of a tie vote, the chair does not have a second or casting vote.
38. A resolution proposed at a meeting of directors or committee of members need not be seconded, and the chair of a meeting may move or propose a resolution.
39. 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.

## **Part 7 — Duties of Officers**

Directors may be designated as officers to perform duties as described below in ss. 40, 41, and 42.

40.
  - (1) The president or his/her designate presides at all meetings of the society and of the directors.
  - (2) The president is the chief executive officer of the society and supervises the other officers in the execution of their duties.
41. The vice president, or the other directors between them, may carry out the duties of the president during the president's absence.

42. The secretary, or the directors between them, must do the following:
- (a) conduct the correspondence of the Society;
  - (b) issue notices of meetings of the Society and directors;
  - (c) keep minutes of all meetings of the Society and directors;
  - (d) have custody of all records and documents of the Society except those required to be kept by the treasurer;
  - (e) have custody of the common seal of the society (if there is one);
  - (f) maintain the register of members.
43. (1) A treasurer must be appointed.  
(2) The treasurer must:
- (a) keep the financial records, including books of account, necessary to comply with the *Society Act*, and
  - (b) render financial statements to the directors, members, and others when required.
44. (1) The offices of secretary and treasurer may be held by one person who would be known as the secretary treasurer.  
(2) If a secretary treasurer holds office, the total number of directors must not be less than five.
45. In the absence of the secretary from a meeting, the directors must appoint a person to act as secretary at the meeting.

#### **Part 8 --- Seal**

46, 47—n/a

#### **Part 9 --- Borrowing**

48. In order to carry out the purposes of the Society, the directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular, but without limiting that power, by the issue of debentures.
49. A debenture must not be issued without the authorization of a special resolution.
50. The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

#### **Part 10 --- Auditor**

51, 52, 53, 54, 55, 56, 57—n/a

#### **Part 11 — Notices to Members**

58. (1) Notice may be delivered by hand, mail, FAX, or e-mail at least 7 days in advance of the meeting or by publication in the local newspaper of record at least 14 days in advance of the meeting.

(2) In exceptional circumstances, directors may convene a meeting with less notice, which notice may be delivered by hand, mail, FAX, or email.

59. A notice sent by mail is deemed to have been given on the second 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.

60. (1) Notice of a general meeting must be given to every member shown on the register of members on the day notice is given.

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

## **Part 12 — Bylaws**

61. On being admitted to membership, each member is entitled to, and the Society must give the member without charge, or, if so resolved by the directors, on payment of not more than \$1 (one dollar), a copy of the constitution and bylaws of the society.

62. The constitution and these bylaws must not be altered or added to except by special resolution.

## **Part 13 — Foundational Protocols**

63. The mission and overall values and vision of the Gibsons Alliance of Business and Community Society are as follows:

### **(1) MISSION STATEMENT**

Gibsons Alliance of Business and Community Society is an inclusive coalition of community members and business people working together for the long-term social, environmental, economic, and cultural vitality of Gibsons. To this end, we work with other citizens to educate, inform, and support local leaders and groups in making the best decisions possible on issues of public interest.

### **(2) OVERARCHING VALUES**

(a) We believe that clean air and water are vital to the health of all species and the planet.

(b) We believe that local economic security is critical to the well-being and survival of the community and all who live within it.

(c) We value the history, the culture, and the beauty of the area of Gibsons.

(d) We support a democratic process, where all voices are included, heard, and respected, as the best method for communicating with each other, making decisions, and resolving problems.

### **(3) OVERARCHING VISION**

We recognize that change is a pattern of all life. We envisage working with all community members to ensure that the inevitable changes that Gibsons undergoes will be

in the best interests of the people, other living beings, and the land now and in the future.

64. As an alliance of community members and business people working together for the long-term social, environmental, economic, and cultural vitality of Gibsons, the Society upholds certain values, shares a vision, and undertakes specific actions in pursuit of the Society's goals.

#### (1) SOCIAL COHESION

##### (a) Values

We believe that as a community we thrive best and leave no one behind when we work together. We attach great importance to involving community members in issues of consequence to the Town and its residents. We invest in establishing connections and nurturing liaisons with other groups and all members of the community.

##### (b) Vision

GABC envisages a community where no one is homeless, where neighbours know, respect, and communicate with each other in a relaxed rural/urban setting, where we have built pleasing and friendly public spaces, and where we all keep our neighbourhoods healthy, safe, and livable.

##### (c) Goals/Action

We undertake to:

- encourage development or redevelopment that ensures a diversity of housing and building forms, including affordable housing
- find ways to celebrate the beauty of our community and its people and to create a community that residents are proud to belong to
- encourage and promote community-based activities which inform and celebrate the Town.

#### (2) ENVIRONMENTAL HEALTH

##### (a) Values

We believe the Precautionary Principle is our community's most prudent guide when facing environmental and public policy decisions that will have an impact on human health or air, land, and marine environments.

##### (b) Vision

GABC recognizes that a healthy environment is crucial for the survival of all species. We envisage a place where people ensure that the footprint of humankind is not detrimental to the health of the planet and work to repair damages caused by human activity, with particular but not exclusive attention to our own backyard.

##### (c) Goals/Actions

We undertake to:

- steward our natural ecosystems and resources and protect air and water quality for our community in perpetuity
- create a Gibsons that not only husbands our natural resources but, where possible, also restores what has been lost

- do more with less
- advocate alternative low carbon transportation with pedestrian-oriented centres
- encourage public acquisition of lands for community greenspace
- protect and restore natural ecosystems within the Town of Gibsons and its surrounding ocean, aquifer, watersheds, and air-shed
- encourage environmentally sustainable and non-damaging practices for new development and redevelopment and for town services' infrastructure such as sewer, water, and roads
- use the land and marine environments of Gibsons in ways that minimize harm to the natural world and strengthen our relationships with each other.

### (3) ECONOMIC WELL-BEING

#### (a) Values

Our love of this place inspires us as we look ahead to the future and undertake innovative practices to achieve sustainable, “smart” growth, to evolve along with inevitable change, to encourage localization, and to ensure ongoing economic prosperity.

#### (b) Vision

GABC recognizes small businesses (and government) as the engines of job creation, and secure jobs as the foundation of healthy families and communities. We envisage Gibsons as a model for growth that not only provides jobs but also protects and preserves our natural and human resources. We anticipate that knowledge work, eco-tourism, and cultural tourism will play significant roles in our localized economy.

#### (c) Goals/Actions

We undertake to:

- educate ourselves about development issues, examine alternatives, and bring an informed and unified voice to public discourse
- encourage and support a self-sufficient, sustainable local business economy
- patronize local businesses and encourage the establishment of new businesses
- encourage development or redevelopment that ensures resource-efficient, healthy, and safe building practices
- promote fiscal responsibility and consideration of the long-term implications of resource management in development and/or redevelopment in the Town of Gibsons.

### (4) CULTURAL FLOURISHING

#### (a) Values

We understand that arts and culture enrich our community both spiritually and economically. We emphasize the importance of supporting, nourishing, appreciating, and celebrating the history, the traditions, and the arts in the Gibsons area.

#### (b) Vision

We envisage bringing the prodigious creativity of our community into public processes like development, delegations, demonstrations, hearings, etc. We want to contribute to creating sustainable, respectful approaches to municipal planning that enhance livability and employment opportunities.

(c) Goals/Actions

We undertake to:

- support development or redevelopment that ensures respect for historical land uses and buildings
- ensure development proposals are carefully examined and reflect the history and/or cultural values of Gibsons in exciting new ways
- work with care and creativity to control proposed changes that threaten the historical character and social diversity of Gibsons
- promote the re-establishment of historical natural environments
- encourage the use of public spaces for creative activities
- appreciate and celebrate this special place for what it is.

(5) PROCESS

(a) Values

We respect governments that use progressive democratic public processes. We honour democratic processes whereby we community members and organizations participate as citizens in the governance of our community, working with staff and council of the Town of Gibsons and other governing bodies on issues that affect the Gibsons area.

(b) Vision

We envisage the Town of Gibsons as a model community that embodies conscientious and responsive governance, including sustainable and innovative planning practices. We include prominently in our vision the already visionary Gibsons Official Community Plan as the blueprint for planning future change.

(c) Goals/Actions

We undertake to:

- provide a forum for the community—citizens and business working together—to bring forward the best ideas for Gibsons' future development
- promote a climate of understanding and agreement, with the need to balance the interests of neighbourhoods and business
- seek to engage all points of view in constructive dialogue and help ensure all voices are equally heard and considered
- be active participants in existing Town committees and processes and work to support the establishment of new ones where appropriate
- ensure that Town planning processes take into account community input at the earliest stages possible
- ensure that community plans and studies are respected, used effectively, and taken into account during the decision-making process
- hold accountable the government of the Town of Gibsons to act with respect for

the values and the wishes of residents

- take care always to disseminate accurate information
- improve communication with each other and with Town staff and council
- work with staff and Council to adapt the OCP to new circumstances or learned experiences
- work in conjunction with Town Council and other community groups to support activities that promote any of the goals or actions listed above.

(6) All members of the GABC must agree to uphold the Values and Goals of the GABC as a condition of membership. This provision is unalterable.

65. In the event of the dissolution of the GABC, the assets of the GABC remaining after the satisfaction of debts and liabilities shall be given or transferred to such organization or organizations promoting the same or similar purposes as this group at the time of dissolution.