

# BYLAW NO.1, BRITISH COLUMBIA & YUKON BRANCH

## STANDARD FORM FOR CPF BRANCH BYLAWS Amended October 20th 2018

The CPF Bylaws, including areas of duplication, have been written to coincide with corresponding numbered sections of the Canada Not-for-profit Corporations Act. Where the National and Branch bylaws are silent, Canadian Parents for French will comply with what is written under the Canada NFP Act.

The full NFP Act is available online at: [laws.justice.gc.ca/eng/acts/c-7.75/](http://laws.justice.gc.ca/eng/acts/c-7.75/)

The CPF National Bylaw No. 1 is available online at: [cpf.ca/en/files/CPF-Bylaws-2016-1.pdf](http://cpf.ca/en/files/CPF-Bylaws-2016-1.pdf)

### **PART 1 - Interpretation & Application**

#### **1. Interpretation**

##### **1.1B Corporate Seal**

The corporate seal was the official mark of the corporation. In lieu of a corporate seal, the British Columbia and Yukon Branch of the Corporation shall recognize the signature of President of the Board or assigned delegate as the individual(s) with actual authority as binding upon the corporation. These signed documents shall be safeguarded in the Branch Office.

#### **2. Definitions**

##### **2.3B Property/Control**

As above, all property that is the custody on behalf of the Branch of the Corporation shall be subject to the direction of the Branch Board of Directors and the current Canadian Parents for French investment policy.

### **PART 2 - Incorporation**

#### **7. Articles of Incorporation**

##### **7.1B Articles of Branch Incorporation**

a) The Branch was constituted under the name "CANADIAN PARENTS FOR FRENCH - BRITISH COLUMBIA CHAPTER" as a society under the Societies Act of the province of British Columbia on September 27th, 1978. The society registered as a charity on October 16th, 1978. On February 22nd, 2000, in accordance with the Societies Act, the society's name was changed to CANADIAN PARENTS FOR FRENCH - BRITISH COLUMBIA BRANCH.

b) The Branch office is located in Vancouver, BC, Canada.

c) Canadian Parents for French has four categories of Membership: Individual (voting), Family (voting), Associate Member Organizations (non-voting) and Affiliate Members (individuals residing outside Canada, non-voting).

d) The Branch Board of Directors shall consist of three (3) to seven (7) directors.

e) As a registered charitable organization, the British Columbia Branch of Canadian Parents for French may engage in charitable activities but

must limit its contributions to the development of public policy under current existing laws.

f) Additionally to the statement of purpose as above, the BC and YK Branch also states the provision of scholarships, bursaries and awards to students learning French.

### **PART 3 - Capacity and Powers**

#### **19. Authority of Directors, Officers, Agents and Mandatories**

##### **19.1B Execution and Certification of Instruments**

As above, the Branch Board of Directors has the authority to sign in the name of the Branch of the Corporation all instruments in writing or may designate an individual(s) to do so on its behalf.

### **PART 4 - Registered Office and Records**

#### **20. Registered Office**

##### **20.1B Registered Branch Office**

The Branch Office of Canadian Parents for French British Columbia shall be in the Greater Vancouver Area, in the Province of British Columbia.

### **PART 5 - Corporate Finance**

#### **28. Borrowing Powers**

##### **28.1B Branch Borrowing**

As above, the Branch Board has the authority to borrow, issue, give guarantees, or mortgage on behalf of its Branch only, by ordinary resolution of the members.

#### **31. Ownership of Property**

##### **31B Ownership of Branch Property**

As above, within limits set by the Branch Board of Directors, expenditures for capital purposes may be made by the Branch Board or by persons authorized by the Branch Board to do so.

### **PART 9 - Directors and Officers**

#### **124. Duty to manage or supervise management**

##### **124.1B Duties of Branch Directors**

All Branch Directors sit on the Board in a personal capacity. They are responsible for the oversight of the Branch of the Corporation by upholding the mission, vision, values and ends policy statements. As above, their duty shall be to the Corporation as a whole.

##### **124.2B Role of the Branch Board**

The Branch Board may establish governing policies that align with the governing policies set by the National Board and address: Ends, Executive Limitations, Governance Process, and the Board/Branch Executive Director Relationship which denotes how authority is delegated and its proper use monitored.

##### **124.4B Committees of the Branch Board**

The Branch Board may establish committees for purposes that are considered proper and fall within the Branch governance model. The Branch Board shall define the duties and powers of any committee of the Branch Board that it establishes and may prescribe the procedures, rules and policies to be followed. The Branch Board may appoint ad hoc committees for specific purposes. The Board shall clearly identify the terms of reference for any such committee, including the deadline for completion of its mandate.

##### **124.4.1B Branch Nominating Committee**

As above, the Branch Nominating Committee is a standing committee of the Branch Board.

#### **124.4.2B Branch Bylaw Committee**

As above, the Branch Bylaw Committee is a standing committee of the Branch Board.

#### **124.4.4B Removal of Committee Members**

The Branch Board may by ordinary resolution remove any committee member.

#### **125. Number of Directors**

##### **125.1B Composition of Branch Board**

The Branch Board of Directors shall consist of no fewer than three (3) and no more than seven (7) members.

##### **125.1.1B Chapter Representation for Branch Board**

A maximum of two (2) persons from any Chapter jurisdiction may sit on the Branch Board at one time.

#### **126. Qualifications of Directors**

##### **126B Qualifications of Directors - Branch**

a) A Branch Board Director may not serve on a Chapter Board at the same time. A member of a Chapter Board who is elected shall resign from the Chapter Board at the conclusion of the Branch Annual General Meeting at which he/she is elected. A member of a Chapter Board who is appointed to the Branch Board shall resign from the Chapter Board prior to attending his/her first Branch Board meeting;

b) An employee at any level may not stand for election to the Branch Board until twelve (12) months after the employment termination date.

##### **126.1B Membership**

A Branch Board Director is required to be a member in good standing of Canadian Parents for French and an ordinary resident of British Columbia or Yukon.

#### **128. Notice of Directors**

#### **128.2B Branch Term of Office**

The term of a Branch Director shall be two (2) years from the end of the Annual General Meeting at which the Branch Director is elected to the end of the Annual General Meeting two (2) years later.

A Branch Director may be elected to additional terms up to a lifetime maximum of eight (8) years on the Branch Board.

#### **128.3B Election of Branch Board of Directors**

Branch Directors shall be elected by ordinary resolution by the members at the Branch Annual General Meeting from a list of eligible nominees provided by the Branch Nominating Committee.

A Youth Director shall be elected providing the selected member has reached the age of majority in the province.

#### **128.8 Appointment of Directors**

Additional Directors may be appointed to fill a vacancy for a term expiring not later than the close of the next Annual General Meeting. The total number of appointed Directors may not exceed one third of the number of elected Directors elected.

#### **129. Ceasing to Hold Office**

##### **129.1B Ceasing to Hold Office - Branch Director**

As above, an individual shall cease to be a Branch Director when any of the same conditions apply and in relation to the Branch Board.

##### **130.1B Removal of Branch Directors**

The members of a corporation may by ordinary resolution at a special meeting remove any director or directors from office.

#### **134 Notice of Change of Director or Director's Address**

##### **134.1B Notice of Change of Branch Director or Director's Address**

Additionally, a change of address outside the province or territory would affect eligibility of the Director to remain serving on the Branch Board of Directors.

### **136. Meeting of Directors**

#### **136.1B Branch Meetings**

The Branch Board of Directors shall meet in conjunction with the Branch Annual General Meeting and at least twice outside of the Branch Annual General Meeting.

#### **136.2B Quorum - Branch**

A majority of Branch Board Directors currently serving constitutes a quorum at a Board Meeting, whether meeting face-to-face or by electronic means. If a vacancy on the Branch Board arises, continuing Directors may act, as long as a quorum exists at the meeting.

### **137. Decisions Made by Consensus**

#### **137.1B Decisions made by Consensus**

As above, any decisions taken during a Branch Board of Directors meeting may be made by consensus except a decision taken by special resolution.

#### **137.3B Voting at Meetings - Branch**

An individual must be a Canadian Parents for French member in good standing at the Branch level. Each member of the Branch Board, including the chairperson, has one vote. Questions arising at any meeting and requiring a vote shall be decided by ordinary resolution of those Branch Directors present and voting.

### **141. Disclosure of Interest**

#### **141.1B Pecuniary Interest - Branch**

Branch Board Directors shall avoid and shall disclose any circumstances in which their personal pecuniary interests conflict, or may be reasonably perceived to conflict, with the interests of the Corporation.

### **142. Officers**

The composition of the Branch Board of Directors shall consist of a maximum of one (1) of each of the following officer positions: a. President, b. Vice President, c. Treasurer, d. Secretary.

#### **142.1B Appointment of Branch Board Officers**

All Branch Board Officer positions including the positions of Branch Board President and Vice President shall be appointed by the Branch Board for a two (2) year term of office. A Director may serve as President for a lifetime maximum of four (4) years. A Branch Officer may be elected to additional terms up to a lifetime maximum of eight (8) years on the Branch Board.

#### **142.1.2B Ceasing to Hold Office - Branch Officers**

As above, an individual shall cease to be a Branch Officer when any of the same conditions apply and in relation to the Branch Board.

Additionally, an individual shall cease to be a Branch Officer upon missing more than 33% of Branch meetings in one year.

#### **142.1.3B Removal of Branch Officers**

All Branch officers may be removed by the authority of the Branch Board under the same conditions noted above. Once removed from office, the Officer may also vacate his/her Director position on the Branch Board.

### **143. Remuneration**

#### **143.1B Remuneration - Branch**

No remuneration shall be paid to any Branch Director including on committees, for services rendered to or on behalf of the Corporation.

### **148. Duties of Directors and Officers**

#### **148.1B Responsibilities of Branch Officers**

The Branch President shall, when present and able, convene and chair all meetings of the

members. The Branch President may sit as an ex-officio member of all Branch committees of the Corporation and will be duly identified as such. The Vice-President shall perform such duties as assigned by the Branch President or by the Branch Board of Directors.

In the absence or disability of the Branch President, the Vice-President shall perform the duties and exercise the powers of the President for as long as required and/or until the following Annual General Meeting.

The Treasurer shall oversee the financial operation of the Corporation. Further responsibilities are outlined in policies.

## **PART 10 - By-laws and Members**

### **152 Bylaws**

#### **152.2B Member Approval of Branch Bylaws**

The Branch Directors shall submit the By-laws, amendment or repeal to the members at the next meeting of members, and the members may, by special resolution, confirm, reject or amend the Branch By-laws, amendment or repeal.

### **154 Conditions of Membership**

#### **154.4A Voting Rights - Branch and Chapter**

Additional to the above, at Branch and Chapter meetings, a maximum of two adults of a member household shall be deemed voting members and each receive a vote.

#### **154.4B Voting Rights at Branch Annual and Special General Meetings**

BC & Yukon members of the Corporation participating by any means, may vote to elect new and/or incumbent Directors to the Branch Board from a slate proposed by the Branch Nominating Committee at the Branch Annual General Meeting or Special Meeting.

### **159.1 Place of Meetings**

### **159.1B Place of Meetings - Branch**

Each Branch Annual General Meeting or Special General Meeting of Canadian Parents for French BC & Yukon shall be held annually in Canada and on such days as the Branch Board of Directors shall designate.

### **159.4 Place of Meetings - Participation in Meetings by Electronic Means**

Any person entitled to attend a Branch Annual General Meeting or Special General Meeting of members may participate in the meeting, by means of a telephonic, an electronic or other communication facility.

The corporation shall make available such a communication facility that permits all participants to communicate adequately with each other during the meeting, and a person so participating in such a meeting is deemed to be present at the meeting.

### **160 Calling Annual Meetings**

#### **160.3B Calling Special Branch Meetings**

The Branch Board may call a Special General Meeting at any time, and shall call a Special General Meeting of the Branch Board and members upon the written request of five (5) percent or more voting members-at-large. Chapters shall use 10% or six (6) members, whichever is greater.

### **162 - Notice Provided For in Bylaws**

#### **162.1B Notice Provided for in Bylaw - Branch**

Notice of Branch Annual or Special General Meetings shall be conveyed by any of the same means as noted above, describing the nature of the business in sufficient detail to permit the Branch Board of Directors, Branch delegates to form a reasoned judgment on it.

Notice of such a meeting shall be sent to all voting members in good standing.

## **162.9B Business - Branch**

The Branch Annual General Meeting and any Special General Meeting shall be conducted in accordance with these Branch Bylaw, and where the Bylaw is silent, in accordance with current Roberts Rules of Order.

## **164.2 Quorum At Annual General or Special Meetings**

Each voting member has one vote to be exercised at Branch Annual or Special General Meetings. Quorum is a majority of members entitled to vote in attendance at the meeting, whether meeting face-to-face or by electronic means. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

## **PART 11 - Financial Disclosure**

### **172. Annual Financial Statements**

#### **172.2 Annual Branch Financial Statements**

Branches shall submit their financial statements as at the end of the previous fiscal year to the National Board of Directors as directed.

#### **172.2B Annual Chapter Financial Statements**

Chapters shall submit their financial statements as at the end of the previous fiscal year to the Branch Board of Directors as directed.

## **PART 12 - Public Accountant**

### **181. Appointment of Public Accountant**

#### **181B Appointment of Public Accountant - Branch**

At the discretion of the Branch Board of Directors, the Public Accountant may be appointed to conduct a financial review or audit for the

purpose of preparing a report to members at the Annual General Meeting. The selection of the Public Accountant for the following year shall be ratified at the Annual General Meeting.

### **191 Report on Financial Statements**

#### **191B Report on Branch Financial Statements**

After conducting a financial audit or review, the Branch financial statements shall be reported to the members, with the Corporation's financial year end identified as March 31st of each year.

## **PART 13 - Fundamental Changes**

### **197. Amendment of Articles or Bylaws**

#### **197.1B Amendment of Branch and Chapter Articles or Bylaws**

The Bylaws of this Branch of the Corporation that were in force immediately prior to these Bylaws coming into force are hereby repealed. Chapter Bylaws that were in force immediately prior to these Branch Bylaws coming into force are hereby repealed.

These Branch Bylaws shall come into effect following approval by special resolution at a Branch Annual General Meeting or Special General Meeting and upon coming into force these Bylaws shall be the consolidated general Bylaws of Canadian Parents for French BC & Yukon Branch.

All Chapters of the CPF BC & Yukon Branch shall be governed by the Branch Bylaws except where a Chapter is incorporated as required by fundraising regulations.

### **198. Proposal to Amend**

#### **198.2B Notice to Amend - Branch**

Notice of any motion to amend the Branch Bylaw by the Bylaw Committee shall be forwarded to the Branch President who shall cause the notice to be circulated in writing to the membership and

to the Canadian Parents for French National Board not less than sixty (60) days prior to their consideration at the Branch Annual General Meeting or Special General Meeting.

If any provision of these Branch Bylaws is inconsistent with any policy, rule or regulation of Canadian Parents for French, the provision will be brought to the attention of the membership for further consideration at the Branch Annual General Meeting or Special General Meeting.

## **PART 14 - Liquidation and Dissolution**

### **221. Proposing Liquidation and Dissolution**

#### **221B Proposing Liquidation and Dissolution - Branch Responsibilities**

Should a Branch dissolution process commence, it is the responsibility of the Branch Board to liaise with the National Office and Board to fulfill any remaining legal and financial obligations, ensure all dissolution costs and payments have been made, and if any assets remaining, these are distributed to the National Office.

#### **221C Proposing Liquidation and Dissolution - Chapter Responsibilities**

In the event of a dissolution of a Chapter, it is the responsibility of the Chapter Board to liaise with the Branch Office to fulfill any remaining legal and financial obligations, ensure all dissolution costs and payments have been made, and if any assets remaining, these are distributed to the Branch Office.

Confirmed by members at an Annual General Meeting on October 20<sup>th</sup>, 2018 and to be effective on this date that the Corporation continues under the Act.

Witness the Seal of the Corporation.

**SIGNATURE**

Diane Tijman, President, Canadian Parents for French - British Columbia & Yukon Branch