



## **Constitution & Bylaws**

# **Alliance of British Columbia Students Society**

**Adopted 2013-12-01**

**Constitution**

1. The name of the Society is: Alliance of British Columbia Students Society.
2. The purposes of the Society are to:
  - Represent the interests of post-secondary students represented by the Society's members in British Columbia;
  - Provide an open forum for B.C. post-secondary student associations to communicate and exchange information;
  - Address issues pertinent to post-secondary education in BC, such as accessibility, affordability and quality;
  - Lobby all levels of the BC government in accordance with the policies of the Society; and
  - Build partnerships throughout the community of post-secondary educational institutions to further increase the effectiveness of the society's lobbying efforts.
3. The society shall encourage vigorous and substantive debate that respects human rights, dignity, and diversity, in the pursuit of consensus.
4. In the event of a winding up or dissolution of the society, the society's funds and assets remaining, after the satisfaction of its debts and liabilities, shall be liquidated and distributed proportionally to each member Student Association, according to their documented financial contributions. This provision is unalterable.
5. Only a Student Association, as defined under the first filed set of society bylaws, may become and remain a Member of the society. This provision is unalterable.
6. A Student Association can only become a member of the society after its directors have formally approved membership and have completed all other steps required by the Student Association's own constitution, bylaws and code of procedures as well as steps required by the ABCS bylaws and regulations. This provision is unalterable.
7. A Member may terminate membership in the society by providing thirty (30) days' notice in writing to the Board of Directors of the society, in accordance with the constitution, bylaws and regulations of the Member. Upon termination, a Member is only responsible for paying any membership fees or dues incurred prior to the receipt of notice of withdrawal from the society. This provision is unalterable.

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8. The society must remain strictly non-partisan and may not join or merge with any municipal, provincial, or federal political party, or partisan organization. This provision is unalterable.

**Bylaws**

Here set out, in numbered clauses, the bylaws providing for the matters referred to in section 6 (1) of the *Society Act* and any other bylaws.

**ARTICLE 1 — DEFINITIONS**

1. (1) In these Bylaws, unless the context otherwise requires:
  - “**Alliance**” means the Alliance of British Columbia Students Society;
  - “**student association**” means an organization duly incorporated as a society under the British Columbia *Society Act* and officially recognized by a postsecondary institution’s administration, whose purpose is to represent the interests of part or all of that institution’s student body;
  - “**directors**” means the directors of the Alliance for the time being;
  - “**institution**” means a post-secondary educational institution, as defined in the British Columbia *College and Institute Act*, *University Act*, *Royal Roads University Act*, *Thompson Rivers University Act* and *University of Northern British Columbia Act*;
  - “**member**” means
    - (a) An applicant for incorporation of the Alliance who has not ceased to be a member, and
    - (b) Every other person who becomes and remains a member in accordance with the bylaws;
  - “**registered address**” of a member means the member’s address as recorded in the register of members;
  - “**Society Act**” means the *Society Act* of British Columbia from time to time in force and all amendments to it;
  - “**student**” means a student who is enrolled in an institution.
- (2) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
2. In these bylaws, the plural shall include the singular and vice versa where the context so requires.
3. The Alliance recognizes the equality of all people and shall not discriminate on the basis of, but not limited to ethnicity, religion, age, gender, gender identity, sexual orientation, nationality, language, socioeconomic status, ability or disability.

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**ARTICLE 2 – MEMBERSHIP**

1. The members of the Alliance are the student associations that have applied for incorporation of the Society, and those student associations that subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
2. A student association may apply in writing to the directors for membership in the Alliance and will become a member on acceptance of their application by an ordinary resolution.
3. Every member agrees to uphold the constitution and comply with these bylaws, except where they come into contradiction with the member's constitution and bylaws, which take precedence.
4. Although members are not required to pay annual membership dues to become or remain members of the Alliance, they may choose to finance the society's activities in the manner of their choice and at their own convenience.
5. A member may be placed in bad standing by special resolution. Where such a special resolution is considered at a general meeting, the member in question shall have the opportunity to address the meeting before the vote is put.
6. A member in bad standing may be placed in good standing by an ordinary resolution.
7. Members in good standing are entitled to
  - (a) Attend meetings, conventions and events of the Alliance;
  - (b) Openly and freely speak the views of the students represented by them;
  - (c) Inspect and maintain all official records and documents of the Alliance, in accordance with these bylaws and all applicable legislation, including the B.C. *Personal Information Protection Act*;
  - (d) Draw on the resources of the Alliance, if approved by a two-thirds resolution of the Board of Directors;

**ARTICLE 3 – MEETINGS OF MEMBERS**

1. The annual general meeting must be held at least once in every calendar year, in May.

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2. The Alliance may adopt or amend regulations to govern the operations of the Alliance through a two-thirds vote of the members at a general meeting, provided that notice of the motion is given in the call of the general meeting.
3. General meetings of the Alliance must be held at the time and place, in accordance with the Society Act, that the directors decide.
4. Every general meeting, other than an annual general meeting, is a special general meeting.
5. The directors of the Alliance, on the requisition of 10% or more of the voting members of the Alliance must convene a special general meeting of the Alliance without delay in accordance with the Society Act.
6. (1) Notice of a general meeting must specify the place, day, and hour of the meeting.  
  
(2) 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.
7. All meetings will be governed by the most up to date version of Robert's Rules of Order.

**ARTICLE 4 – PROCEEDINGS AT MEETINGS**

1. The Alliance shall transact the following business at its annual general meeting :
  - (i) the consideration of the Alliance's financial statements, as presented by the Financial Officer;
  - (ii) the activity report filled by the outgoing officers;
  - (iii) the report of the auditor, if any;
  - (iv) the election of officers; and,
  - (v) the appointment of the auditor, if required.
2. (1) 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.  
(2) A quorum is one-half of members in good standing.
3. A resolution proposed at a meeting must be seconded, and the presiding officer of a meeting may not move or propose a resolution.

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4. At all meetings votes may be given personally, through electronic communications as defined by the Society's duly approved regulations, or by Proxy.
5. A Member authorized to exercise another member's vote by Proxy must provide a signed copy of written proof of this authorization to the presiding officer prior to voting.
6. All Proxies must be appointed and expressly announced at the commencement of a meeting, or thereafter upon the receipt of a proxy by the presiding officer
7. Any Member may hold a maximum of one (1) Proxy at any meeting.
8. General meetings may be held using electronic communications, as defined in the Alliance's regulations.
9. Pursuant to the Society Act, a resolution that has been submitted to the members of the Alliance and consented to in writing or by electronic written communication by 75% of the members who would have been entitled to vote on it in person or by proxy at a general meeting of the Alliance is deemed to be an ordinary resolution passed at a general meeting of the Alliance.

**ARTICLE 5 – DIRECTORS**

1. (1) The directors may exercise all the powers and actions that the Alliance may undertake, except those that by these bylaws, statute, or other lawful act, can only be exercised in a general meeting, but subject, nevertheless, to
  - (a) all laws affecting the Alliance;
  - (b) these bylaws; and
  - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the Alliance in a general meeting.
- (2) A rule, made by the Alliance 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.
2. (1) Each member of the Alliance is entitled to appoint one director to sit on the Alliance's Board of Directors. A director shall be a member in good standing of the student association that appointed them.
- (2) Director terms shall start on June 1<sup>st</sup> and end on May 31<sup>st</sup> of the following year.

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3. (1) If a director resigns their office or otherwise ceases to hold office, the appropriate member student association must appoint a representative from that student association to take the place of the former Director.  
(2) A director so appointed holds office only until May 31<sup>st</sup>, but may be re-appointed.
4. An act or proceeding of the directors is not invalid merely because there are less than the prescribed numbers of directors in office.
5. A director must not be remunerated for being or acting as a director, but the Board of Directors may choose to reimburse a director or officer for all expenses necessarily and reasonably incurred while engaged in the affairs of the Alliance.
6. A director may be removed from office by special resolution. Where such a special resolution is considered at a general meeting, the individual in question shall have the opportunity to address the meeting before the vote is put.

**ARTICLE 6 - OFFICERS**

1. The Alliance shall have four (4) officers consisting of:
  - (a) a Chairperson;
  - (b) a Vice-Chairperson;
  - (c) an Administration Officer; and
  - (d) a Financial Officer.
2. (1) Officers' terms must end at each annual general meeting, when their successors are elected by the general meeting.  
(2) An officer shall be a member in good standing of the student association that nominates them.  
(3) A single member student association may not hold more than two (2) officer positions at one time.  
(4) No single individual may hold any officer position for more than two (2) years.
3. An officer must not be remunerated for being or acting as an officer, but the Board of Directors may choose to reimburse a director or officer for all expenses necessarily and reasonably incurred while engaged in the affairs of the Alliance.
4. An officer may be removed from office by special resolution. Where such a special resolution is considered at a general meeting, the individual in question shall have the right to address the meeting before the vote is put.
5. If there is a vacancy in an officer position, a new officer may be elected to serve until the next annual general meeting by ordinary resolution.

**ARTICLE 7 – PROCEEDINGS OF DIRECTORS**

1. (1) The directors must meet at least once every two months to conduct business.  
(2) Quorum necessary to conduct business is one-half of the directors then in office.  
(3) The Chairperson presides at all meetings of the directors, but if at a meeting the Chairperson is not present, the Vice-Chairperson must preside, but if neither is present or the directors so decide, the directors in attendance may choose one of their number to be the presiding officer at that meeting, so long as this person is not the Administrative Officer or the minute taker.  
(4) A Director and/or the Administrative Officer may at any time, call a meeting of the Board of Directors.
2. (1) The Directors may delegate certain powers, as defined in the regulations of the Alliance, to committees as they think fit, including an Executive Committee composed of the Alliance's officers.  
(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 at the earliest meeting of the directors held after the act or thing has been done.  
(3) The directors may invalidate, through a majority vote and at any time, any act or thing done by a committee.
3. 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 the directors present who are members of the committee must choose one of their numbers to be the chair of the meeting.
4. The members of a committee may meet and adjourn as they think proper.
5. A resolution in writing, signed by all the directors and placed with the minutes of the meeting, is as valid and effective as if regularly passed at a meeting of directors.

**ARTICLE 8 – DUTIES OF OFFICERS**

1. The Chairperson must do the following:
  - (a) Presides at all meetings of the Alliance and of the Directors, unless delegated by the Chairperson or otherwise decided by the directors;
  - (b) The Chairperson is the chief executive officer of the Alliance and must liaise with the other officers in the execution of their duties, and;
  - (c) Be the chief spokesperson of the Alliance.



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2. The Vice-Chairperson must do the following:
  - (a) Assist the Chairperson in the exercise of their duties;
  - (b) Carry out the duties of the Chairperson during the Chairperson's absence;
  - (c) Attend all general meetings of the Alliance.
3. The Administration Officer must do the following:
  - (a) Conduct the official internal correspondence of the Alliance;
  - (b) Issue notices of meetings of the Alliance and directors;
  - (c) Keep minutes of all meetings of the Alliance and directors, and make these minutes publicly accessible;
  - (d) Have custody of all records and documents of the Alliance except those required to be kept by the Financial Officer;
  - (e) Have custody of the common seal of the Alliance;
  - (f) Maintain the register of members;
  - (g) File Annual Reports, Notices of Change of Directors, and Copy of Resolutions forms with the Registrar of Companies as required, pursuant of the Society Act; and
  - (h) Familiarize themselves with the Constitution, Society Act, and Bylaws.
4. The Financial Officer must
  - (a) Keep the financial records, including books of account, necessary to comply with the Society Act;
  - (b) Render financial statements to the directors, members and others when required;
  - (c) Support the development of an annual budget at the next annual general meeting;
  - (d) Attend all general meetings of the Alliance.
5. In the absence of the Administration Officer from a meeting, the directors must appoint another person to act as minute taker at the meeting.

**ARTICLE 9 – SEAL**

1. The directors may provide a common seal for the Alliance and may destroy a seal and substitute a new seal in its place.
2. The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the Chairperson and Administration Officer.

**ARTICLE 10 – BORROWING**

1. The Alliance shall not incur debts for Campaigns or General Operations, although individual members may incur debts for contributions to the Alliance, in accordance with the member's own bylaws.

**ARTICLE 11 – AUDITOR**

1. This article applies only if the Alliance is required or has resolved to have an auditor.
2. The first auditor must be appointed by the directors. The directors must also fill all vacancies occurring in the office of auditor without delay.
3. At each annual general meeting the Alliance must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
4. Where required, the Alliance will appoint an auditor at an annual general meeting.
5. An auditor may be removed by ordinary resolution.
6. An auditor must be promptly informed in writing of their appointment or removal.
7. A director or employee of the Alliance must not be its auditor.
8. The auditor may attend general meetings, and has the authority to speak, but is not entitled to a vote.

**ARTICLE 12 – NOTICE TO MEMBERS**

1. A notice may be given to a member, in person, by mail or electronically to the member's registered coordinates.
2. (1) 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 Article 11 applies.(2) No other person is entitled to receive a notice of a general meeting unless otherwise approved by the Board of Directors.
3. Thirty days' notice shall be given of any Annual General Meeting.
4. Fourteen days' notice shall be given of any Special General Meeting.

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5. Seven days' notice shall be given of any meeting of the directors.

**ARTICLE 13 – BYLAWS**

1. On being admitted to membership, each member is entitled to, and the Alliance must give the member without charge, a copy of the constitution, bylaws and regulations of the Alliance.
2. These bylaws must not be altered or added to except by;
  - (a) a special resolution at a general meeting; or
  - (b) a special resolution adopted through a unanimous written resolution, pursuant to the Society Act.

**ARTICLE 14 – ELIGIBILITY OF OFFICERS AND DIRECTORS**

1. The officers of the Alliance and the voting members of its committees and Board of Directors
  - (a) must be individual members in good standing of their student association, which must itself be a member in good standing of the Alliance, and
  - (b) must not be full-time employees of the Alliance or its members.

**ARTICLE 15 – FINANCE**

1. Unless otherwise determined by a resolution of the directors, the signing officers of the Alliance shall be:
  - (a) Administration Officer;
  - (b) Financial Officer;
  - (c) one director elected by the directors.
2. The director elected under section 1 (c) shall serve as a signing officer for a term of one year, but shall cease to be a signing officer should they cease to be a director.
3. The director elected under section 1 (c) must be elected at the first meeting of the directors after June 1. This director shall not be the Administration Officer or the Financial Officer.

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4. The signing authority of a signing officer may be removed by a resolution of the directors. If there are less than three signing officers, a new signing officer must be elected by the directors.
5. The signatures of two signing officers are necessary to sign any cheque or execute any financial instrument, who must not be from the same member student association.
6. The fiscal year of the Alliance is the calendar year.