Constitution

The name of the Society is The Alliance of British Columbia Students, abbreviated to ABCS.

The purpose of the Society is 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 education institutions to further increase the effectiveness of the society’s lobbying efforts.

The society shall encourage vigorous and substantive debate that respects human rights, dignity, and diversity, in the pursuit of consensus.

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 Association, according to their documented financial contributions as determined by the Financial Officer. This provision is unalterable.

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.

An 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 Association’s own constitution, bylaws and code of procedures as well as steps required by the ABCS by-laws and regulations. This provision is unalterable.

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’s Association. This provision is unalterable.

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

ARTICLE 1 — DEFINITIONS

1 (1) In these bylaws, unless the context otherwise requires:

“Alliance” means the Alliance of British Columbia Students;

“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 society for the time being;

“institution” means a post-secondary institution, as defined in the British Columbia College and Institute Act, University Act, Royal Roads University Act, Technical University of British Columbia Act, Thompson Rivers University Act and University of Northern British Columbia Act;

“majority” means the total number of votes casted by Directors, plus one;

“proxy” means a Member appointed by a Director to vote in a Director’s absence;

“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 a post-secondary institution for the time being, as defined in the British Columbia College and Institute Act, University Act, Royal Roads University Act, Technical University of British Columbia Act, Thompson Rivers University Act and University of Northern British Columbia Act.

(2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.

2 In these Bylaws, the masculine pronouns shall include the feminine and vice versa, and 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, sexual orientation, nationality, language or socioeconomic status.
ARTICLE 2 - MEMBERSHIP

4 Membership in the Alliance is exclusively restricted to Associations, as defined in part 1, Section 1 of these bylaws.

5 The Members of the Society are the Associations that have applied for incorporation of the Society, and those Associations that subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.

6 An Association may apply in writing to the Directors for membership in the society and will become a member on acceptance of their application by an ordinary resolution of the members present at a general meeting.

7 Every member agrees to uphold the constitution and comply with these bylaws, unless except where they come into contradiction with their Association’s constitution and bylaws, which take precedence.

8 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.

9 The Alliance may make a formal request for funding from member Associations from time to time for individual campaigns or events, however, these requests are not binding and may be accepted or rejected by the member Associations.

10 An Association ceases to be a member of the society
   (a) by delivering a resignation in writing and that has been approved by its Board of Directors through the appropriate process and procedures as determined by the Association to the Administration Officer of the society or by mailing or delivering it to the Officers of the Society,
   (b) on dissolution of the Association.

11 (1) Members may only be suspended from the Alliance for failing to adhere to the society’s values, bylaws and constitution, except where previously indicated that these are in contravention of the Association’s bylaws and constitution and/or directives from the Board of Directors, or for failing to attend the society’s meeting without sending regrets, as set forth in the society’s duly adopted regulations.
   (2) Each suspension must be confirmed by a three-quarters vote of the active Directors of the Alliance at a general meeting and, to continue to be in force, must be renewed every calendar year in the same manner at a general meeting.
   (3) The notice of special resolution for suspension must be accompanied by a brief statement of the reasons for the proposed expulsion.
   (4) Representatives of the Association that is the subject of the proposed resolution for suspension must be given an opportunity to present a formal appeal at the general meeting, as set forth in society’s regulations.

12 Members are entitled to
   (a) Attend meetings, conventions and events of the Alliance;
(b) Openly and freely speak the views of the students affiliated with their Association;
(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;
(e) Put forth, on a rotating basis to be determined in the Alliance’s regulations, candidates for the Alliance’s Officer positions.

12 The Society shall not charge membership dues, or any form of fees.

**ARTICLE 3 – MEETINGS OF MEMBERS**

13 The first Annual General Meeting of the society must be held on or before May 15, 2014 and after that an annual general meeting must be held at least once in every calendar year, between March 15 and May 15.

14 (1) At the first annual general meeting of the society, directors will adopt, through a special resolution, a set of regulations for the Alliance that will complete, but not supplant, these bylaws.
(2) These regulations will remain in force until such time as they are amended by a special resolution at a subsequent general meeting of the society.

15 General meetings of the society must be held at the time and place, in accordance with the Society Act, that the directors decide.

16 Every general meeting, other than an annual general meeting, is a special general meeting.

17 The Administration Officer must, within seven (7) days, convene a special general meeting upon receiving a written request to do so by two-thirds of the Board of Directors.

18 (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.
(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.

19 All meetings, unless otherwise specified, will be governed by the most up to date version of Roberts Rules of Order.

**ARTICLE 4 – PROCEEDINGS AT MEETINGS**

20 Special business is
   (a) all business at a special 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 Alliance's financial statements, as presented by the Financial Officer;
(iii) the activity report filled by the outgoing officers, the forward-looking statement of the incoming officers and any other report or statement from 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.

21 (1) Business, other than the election of a Chairperson, the appointment of an auditor, receiving and approving audited financial statements, 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 two-thirds of members in good standing.

22 If within an hour from the time appointed for a general meeting a quorum is not present, the meeting must be terminated and rescheduled.

23 Subject to Bylaw 19, the Chairperson of the society, the Vice-Chairperson or, in the absence of both, one of the other directors present, must preside a general meeting.

24 If at a general meeting:
   (a) there is no Chairperson, Vice-Chairperson or other director present within 30 minutes after the time appointed for holding the meeting, or
   (b) the Chairperson and all the other directors present are unwilling to act as the Chairperson,

the members present must choose one of their number to be the Chairperson.

25 (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.

(3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

26 (1) A resolution proposed at a meeting must be seconded by another Director, and the Chairperson of a meeting may not move or propose a resolution.

(2) In the case of a tie vote, the Chairperson 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.
27 An Association may name up to two authorized representatives to attend a general meeting, both of which are entitled to speak at the meeting, but only one of which may cast a vote.

28 At all meetings votes may be given personally, through electronic communications as defined by the Societies’ duly approved regulations, or by Proxy.

29 A Member authorized to exercise another Director’s vote by Proxy must provide a signed copy of written proof of this authorization to the Chairperson prior to voting.

30 All Proxies must be appointed and expressly announced at the commencement of a meeting.

31 Any Member may hold a maximum of one (1) Proxy at any meeting.

32 General meetings may be held utilizing online or teleconferencing methods of communication, as defined in the society’s regulations.

ARTICLE 5 – EMERGENCY VOTE

33 The Board of Directors shall have the power to call at any time, but only in the event that urgent or timely decisions need to be made, an Emergency Vote of the Member Associations to be conducted by fax, e-mail, and teleconference or internet/video conference.

34 An Emergency Vote may not be held for any matter which, in accordance to these Bylaws, must be decided by at a special general meeting or by Special Resolution.

35 Written notice of an Emergency Vote shall be sent to the Member Association’s appointed representative by single-registered mail or electronic communication not less than two business days prior to such a vote. The written notice shall contain the proposed resolution and the deadline for voting.

36 Any resolution to be decided by way of an Emergency Vote must be passed by a two-thirds (2/3) majority.

ARTICLE 6 — DIRECTORS AND OFFICERS

37 (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.
38 (1) Each member of the society is entitled to name one director to sit on the society’s Board of Directors.

(2) The number of Officers must be 5 or a greater number determined from time to time at a general meeting and must include a Chairperson, Vice-Chairperson, Administration Officer and Financial Officer.

39 (1) Officers and Directors must retire from office at each annual general meeting, when their successors are named by their respective Association.

(2) An Association may decide to reappoint the same person to the position of Director more than once and do not need special authorization to do so.

(3) An Association may only put forward a Director for election to an officer role if that Association has not held said officer role in the past five years.

(4) If no eligible Director chooses to run for an officer role, the election to said role may be open to all Associations, even those who have held the role in the past five years.

40 (1) If a Director resigns his or her office or otherwise ceases to hold office, the appropriate association must appoint a member to take the place of the former Director.

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

41 An act or proceeding of the Directors is not invalid merely because there are less than the prescribed numbers of Directors in office.

42 A director must not be remunerated for being or acting as a director, but the Board of Directors may choose to reimburse a director for all expenses necessarily and reasonably incurred while engaged in the affairs of the society.

ARTICLE 7 – PROCEEDINGS OF DIRECTORS

43 (1) The Directors must meet at least once every two months to conduct business.

(2) Quorum necessary to conduct business is two-thirds of the Directors then in office.

(3) The Chairperson presides all meetings of the directors, but if at a meeting the Chairperson is not present within 30 minutes after the time appointed for holding the meeting, the Vice-Chairperson must preside, but if neither is present, the directors in attendance may choose one of their number to be the Chairperson at that meeting, so long as this person is not the secretary.

(4) A Director and the Secretary may at any time, convene a meeting of the Board of Directors.

44 (1) The Directors may delegate certain powers, as defined in the regulations of the Society, to committees consisting of Directors as they think fit, including an Executive Committee composed of the Alliance’s officers (Chairperson, Vice-Chairperson, Administration Officer and Financial Officer).

(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.

45. 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 numbers to be the chair of the meeting.

46. The members of a committee may meet and adjourn as they think proper.

47. 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 necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted if quorum is present.

48. 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, telegram, or electronic communication, 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.

49. (1) To be approved, all resolutions at a meeting of the directors and committee of directors must obtain a simple majority of votes.
   (2) In the case of a tie vote, the Chairperson does not have a second or casting vote.

50. A resolution proposed at a meeting of Directors or committee of Directors must be seconded.

51. 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

52. (1) The Chairperson presides at all meetings of the society and of the Directors.
   (2) The Chairperson is the chief executive officer of the society and must liaise with the other Officers in the execution of their duties.

53. The Vice-Chairperson must carry out the duties of the Chairperson during the Chairperson’s absence.

54. The Administration Officer must do the following:
   (a) conduct the official 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 Financial Officer;
   (e) have custody of the common seal of the society;
   (f) maintain the register of members.
The Financial Officer 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.

In the absence of the Administration Officer from a meeting, the directors must
appoint another person to act as Administration Officer at the meeting.

ARTICLE 9 - SEAL

The directors may provide a common seal for the society and may destroy a seal
and substitute a new seal in its place.

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

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.

A debenture must not be issued without the authorization of a special resolution.

The members may, by special resolution, restrict the borrowing powers of the
directors, but a restriction imposed expires at the next annual general meeting.

Should the Society have any debts, the full repayment of those debts will be shared
between all Associations as determined by a 2/3 majority resolution of the Board of
Directors.

ARTICLE 11 – AUDITOR

This Part applies only if the society is required or has resolved to have an auditor.

The first auditor must be appointed by the directors who must also fill all vacancies
occurring in the office of auditor.

At each annual general meeting the society must appoint an auditor to hold office
until the auditor is re-elected or a successor is elected at the next annual general
meeting.

Where required, the society will appoint an auditor at an annual general meeting - in
order to make this work with 51

An auditor may be removed by ordinary resolution.

An auditor must be promptly informed in writing of their appointment or removal.

A director or employee of the society must not be its auditor.
70 The auditor may attend general meetings as a guest of the Directors, and has the authority to speak, but is not entitled to a vote.

ARTICLE 12 – NOTICE TO MEMBERS

71 A notice may be given to a member, in person, by mail or electronically to the member's registered coordinates.
72 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.
73 (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 Part 10 applies.
(2) No other person is entitled to receive a notice of a general meeting unless otherwise approved by the Board of Directors.

ARTICLE 13 - BYLAWS

74 On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.
75 These bylaws must not be altered or added to except by special resolution at a general meeting.