


CAROL PREST

**BYLAWS OF
TIRE STEWARDSHIP B.C. ASSOCIATION
(THE "SOCIETY")**

PART 1 - INTERPRETATION

1. (1) In these bylaws, unless the context otherwise requires;
 - (a) "directors" means the directors of the Society for the time being;
 - (b) "Society Act" means the Society Act of British Columbia from time to time in force and all amendments to it;
 - (c) "registered address" of a member 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.
2. Words importing the singular include the plural and vice versa and the word person, or words importing either the masculine or feminine genders include a corporation, an unincorporated organization, a society or a government body.

PART 2 - MEMBERSHIP

3. Members of the Society are the applicants for incorporation of the Society, and those persons who subsequently become members in accordance with these bylaws and, in either case, have not ceased to be members.
4. A person may apply to become a member upon being proposed and seconded in writing by the existing members of the Society and upon acceptance by the directors shall become a member.
5. Every member must uphold the constitution and comply with these bylaws.
6. A person ceases to be a member of the Society,
 - (a) by delivering his resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society;
 - (b) on his death or, in the case of a corporation, unincorporated organization, society or government body, upon its dissolution;
 - (c) on being expelled; or
 - (d) on having been a member not in good standing for 2 consecutive months.
7. (1) A member may be expelled by a special resolution of the members passed at an Extraordinary General Meeting.

- (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - (3) The member who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the Extraordinary General Meeting before the special resolution is put to a vote.
8. All members are in good standing except a member who is in default of any of the bylaws contained herein or who has failed to pay his 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 default of the bylaws remains or as long as the debt remains unpaid.

PART 3A. - ANNUAL GENERAL MEETINGS

9. (1) Annual General Meetings of the Society must be held at the time and place, in accordance with the Society Act, that directors decide.
- (2) Annual General Meetings of the Society may be conducted by teleconference, or by videoconference, provided that each member is able to communicate with each of the other members at the meeting.
10. (1) Notice of an Annual 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 an Annual General 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.
11. 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 immediately preceding Annual General Meeting.

PART 3B. – PROCEEDINGS AT ANNUAL GENERAL MEETINGS

12. The following business will be conducted at an Annual General Meeting:
 - (a) the appointment of the chairman of the meeting;
 - (b) the adoption of rules of order;
 - (c) the consideration of the financial statements;
 - (d) the report of the directors;
 - (e) the report of the auditor, if any;
 - (f) the election of directors;
 - (g) the appointment of the auditor, if required; and
 - (h) the other business that, under these bylaws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
13. Special business is all business transacted at an Annual General Meeting except for business referred to in bylaw 12 above and the adjournment or termination of the meeting.

14. (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at an Annual General Meeting at a time when a quorum is not present.
 - (2) If at any time during an Annual 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 3 members present or a greater number that the members may determine at an Annual General Meeting.
15. If within 30 minutes from the time appointed for an Annual General Meeting a quorum is not present, it must stand adjourned and be rescheduled and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
16. Subject to bylaw 17, the president of the Society, the vice president or in the absence of both, one of the other directors present, shall preside as chairman of an Annual General Meeting.
17. If at an Annual General Meeting:
- (a) there is no 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 chairman,
- the members present shall choose one of their number to be chairman.
18. (1) An Annual 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 an Annual General Meeting is adjourned for 10 days or more, notice of the adjourned meeting shall 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 transacted at an adjourned Annual General Meeting.
19. (1) A resolution proposed at an Annual General Meeting must be seconded and the chair of a meeting may move or propose a resolution.
- (2) In case of a tie vote the chair does not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution does not pass.
20. (1) A member in good standing present at an Annual General Meeting, or, in the case of a corporation, unincorporated organization, society or government body, a representative or alternate representative is entitled to one vote.

- (2) Voting can be by show of hands, email, facsimile, mail or via any other telecommunication device.
- (3) Voting by proxy is permitted.
- 21. (1) A member that is a corporation, unincorporated organization, society or government body shall appoint an individual to act as its representative at Annual General Meetings of the Society. An individual may be appointed to act as an alternative representative at any meeting that the authorized representative cannot attend.
- (2) The authorized representative or alternative representative of a member is entitled to speak and to vote and in all other respects exercise the rights of the member, and that representative is to be recognized as that member for all purposes at an Annual General Meeting of the Society.
- 22. (3) Each member appointing a representative shall notify the secretary of the Society in writing of the name, address, telephone number, email and occupation of the representative. Each member appointing an alternative representative shall notify the secretary of the Society in writing of the name, address, telephone number, email and occupation of the alternate representative.

PART 4A. – EXTRAORDINARY GENERAL MEETINGS

- 23. (1) Extraordinary General Meetings of the Society must be held at the time and place, in accordance with the Society Act, that directors decide.
- (2) Extraordinary General Meetings of the Society may be conducted by teleconference, or by videoconference, provided that each member is able to communicate with each of the other members at the meeting.
- 24. Every member's meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.
- 25. The directors or members may, when they think fit, convene an Extraordinary General Meeting.
- 26. (1) Notice of an Extraordinary 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 an Extraordinary General 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.

PART 4B. – PROCEEDINGS AT EXTRAORDINARY GENERAL MEETINGS

- 27. All business conducted at an Extraordinary General Meeting is Special Business, except the appointment of the chairman of the meeting, the adoption of rules of order and the adjournment or termination of the meeting.

28. (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at an Extraordinary General Meeting at a time when a quorum is not present.
 - (2) If at any time during an Extraordinary 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 3 members present or a greater number that the members may determine at an Extraordinary General Meeting.
29. If within 30 minutes from the time appointed for an Extraordinary General Meeting a quorum is not present, it must stand adjourned and be rescheduled, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
30. Subject to bylaw 31, the president of the Society, the vice president or in the absence of both, one of the other directors present, shall preside as chairman of an Extraordinary General Meeting.
31. If at an Extraordinary General Meeting:
- (a) there is no 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 chairman,
- the members present shall choose one of their number to be chairman.
32. (1) An Extraordinary 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 an Extraordinary General Meeting is adjourned for 10 days or more, notice of the adjourned meeting shall 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 transacted at an adjourned Extraordinary General Meeting.
33. (1) A resolution proposed at an Extraordinary General Meeting must be seconded and the chair of a meeting may move or propose a resolution.
- (2) In case of a tie vote the chair does not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution does not pass.
34. (1) A member in good standing present at a meeting, or, in the case of a corporation, unincorporated organization, society or government body, a representative or alternate representative is entitled to one vote.

- (2) Voting can be by show of hands, email, facsimile, mail or via any other telecommunication device.
- (3) Voting by proxy is permitted.
- 35. (1) A member that is a corporation, unincorporated organization, society or government body shall appoint an individual to act as its representative at Extraordinary General Meetings of the Society. An individual may be appointed to act as an alternative representative at any meeting that the authorized representative cannot attend.
- (2) The authorized representative or alternative representative of a member is entitled to speak and to vote and in all other respects exercise the rights of the member, and that representative is to be recognized as that member for all purposes at an Extraordinary General Meeting of the Society.
- 36. (3) Each member appointing a representative shall notify the secretary of the Society in writing of the name, address, telephone number, email and occupation of the representative. Each member appointing an alternative representative shall notify the secretary of the Society in writing of the name, address, telephone number, email and occupation of the alternate representative.

PART 5 - 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 an Extraordinary 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 an Extraordinary General Meeting.
- (2) A rule, made by the Society in an Extraordinary 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) The president, secretary, and treasurer and one or more persons must be directors of the Society.
- (2) The number of directors must be a minimum of 7, with a director contributed from each member.
- (3) Each member is allowed to contribute the number of directors to the Society as allotted below:
 - (a) Western Canada Tire Dealers Association is allowed to contribute three directors;

- (b) The Tire & Rubber Association of Canada is allowed to contribute two directors;
 - (c) Retail Council of Canada is allowed to contribute one director;
 - (d) The New Car Dealers Association of BC is allowed to contribute one director; and
 - (e) Any new member admitted to the Society after April 29, 2014 is allowed to contribute one director.
39. (1) The directors must retire from office at each Annual General Meeting when their successors are elected.
- (2) Separate elections must be held for each office to be filled.
- (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.
40. (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 following Annual General Meeting of the Society, but is eligible for re-election at the meeting.
41. (1) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office
42. The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.
43. A director may be remunerated for being or acting as a director and a director shall 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

44. (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 4.
- (3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the secretary must act as chair; but if neither is present the directors present may choose one of their numbers to be chair at 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.
45. (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit except where prohibited by statute.
- (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.
46. 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 chair of the meeting.
47. The members of a committee may meet and adjourn as they think proper.
48. For a first meeting of directors held immediately following the appointment or election of a director or directors at an Annual General Meeting or Extraordinary 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 of the meeting to be constituted, if a quorum of the directors is present.
49. A director may send or deliver to the address of the Society a waiver of notice, which may be by letter, fax, email or via any other telecommunication advice, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- (a) a notice of meetings 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.
50. (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.

- (2) In case of a tie vote the chair does not have a second or casting vote.
51. A resolution proposed at a meeting of directors or committee of directors must be seconded and the chair of a meeting may move or propose a resolution.
52. 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.

DUTIES OF OFFICERS

53. (1) The president presides at all meetings of the Society and of the directors.
- (2) The president is the chief executive officer of the Society and must supervise the other officers in the execution of their duties.
54. The secretary must carry out the duties of the president during the president's absence.
55. The secretary is responsible for the following
- (a) conducting the correspondence of the Society;
 - (b) issuing notices of meetings of the Society and directors;
 - (c) keeping minutes of all meetings of the Society and directors;
 - (d) having custody of all records and documents of the Society except those required to be kept by the treasurer;
 - (e) having custody of the common seal of the Society; and
 - (f) maintaining the register of members.
56. The treasurer is responsible for the following
- (a) keeping the financial records, including books of account, necessary to comply with the Society Act; and
 - (b) rendering financial statements to the directors, members and others when required.
57. (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
- (2) If a secretary treasurer holds office the total number of directors must not be less than 7 or the greater number that may have been determined pursuant to these bylaws.
58. In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

PART 8 - SEAL

59. The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
60. The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the president and secretary or president and secretary treasurer.

PART 9 - BORROWING

61. 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 the foregoing, by the issue of debentures.
62. A debenture must not be issued without the authorization of a special resolution.
63. 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

64. This Part applies only where the Society is required or has resolved to have an auditor.
65. The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
66. At each Annual General Meeting the Society must appoint an auditor. That auditor is the auditor of the Society until the next Annual General Meeting, when the auditor may be re-appointed or a new auditor appointed.
67. An auditor may be removed by ordinary resolution.
68. An auditor must be promptly informed in writing of the auditor's appointment or removal.
69. A director or a direct employee of the Society must not be its auditor.
70. The auditor may attend Annual General Meetings and Extraordinary General Meetings.

PART 11 - NOTICES TO MEMBERS

71. A notice may be given to a member, either personally, by email or by mail to the member at the member's registered address.
72. (1) 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.

- (2) A notice sent by email is deemed to have been given on the day following the day the email was sent.
73. (1) Notice of an Extraordinary 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 an Extraordinary General Meeting.

PART 12 - BYLAWS

74. On being admitted to membership, each member is entitled to and the Society must give to 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.
76. Subject to the Society Act, the Society shall indemnify each director, officer or agent or former director, officer or agent and his heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or to satisfy a judgment, actually and reasonably incurred by such person, including an amount paid to settle an action or to satisfy a judgment in a civil or administrative action or proceeding to which such person is made a party by reason of having acted as a director, officer or agent of the Society or a company or society controlled by the Society (A “controlled Entity”) except in respect of an action by or on behalf of the Society or a Controlled Entity to procure a judgment in its favour.
77. The directors may cause the Society to purchase and maintain insurance for the benefit of any person who is or was a director, officer, employee or agent of the Society or is or was serving at the request of the Society as a director, officer or employee or agent of another Society, corporation, partnership, joint venture, trust or other enterprise against any liability incurred by him as a director, officer, employee or agent.
78. The Society shall be carried on without the purposes of gain for its members. Any profits or other accretions to the Society shall be used in promoting its' purposes. **This provision was previously unalterable.**
79. The board of directors of the Society shall receive all monies received by the Society and deal with such monies in accordance with the purposes of the Society. **This provision was previously unalterable.**
80. In the event of dissolution of the Society all assets remaining after payment of any debts or liabilities incurred by the Society, shall be transferred to another not for profit society or societies that has the same or similar purposes as TSBC to be determined by the membership by ordinary resolution.