

**LGLA Local Government Leadership Academy Society
Constitution and Bylaws
As of May 31, 2011
Updated April 1, 2014**

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CONSTITUTION

1. The name of the society is LGLA Local Government Leadership Academy Society.
2. The purposes of the society are:
 - (a) To provide local government and First Nations elected officials and senior administrators with comprehensive, timely and dedicated leadership development opportunities throughout their terms of office/employment in the interest improving governance at the local level.
 - (b) The provision of other related services, as appropriate.
3. The Directors shall serve without remuneration, and the Directors shall not receive, directly or indirectly, any profits from their position as Directors but may be paid expenses incurred by them in the performance of their duties. THIS CLAUSE IS UNALTERABLE.
4. The Society shall be carried on without purpose or gain for its member(s), and no part of any income of the Society shall be payable or otherwise available for the personal benefit of member(s) thereof, and any profits or other accretions of the Society shall be used for promoting its purposes. THIS CLAUSE IS UNALTERABLE.
5. Upon wind-up or dissolution of the Society the assets remaining after payment of all costs, charges, and expenses properly incurred in the wind-up, including the remuneration of a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after payment of any other debts of the Society, shall be distributed to a charitable organization (or organizations) in Canada, registered under provisions of the Income Tax Act, which shall be designated by the Board of Directors. THIS CLAUSE IS UNALTERABLE.
6. The Society shall carry on works exclusively of an educational and charitable nature. THIS CLAUSE IS UNALTERABLE.

CERTIFIED CORRECT: January 19, 2011

Mary Sjostrum
Mayor Mary Sjostrum
LGLA President

Richard Taylor
Richard Taylor
Director

Original: July 23, 2010
Sections 1 and 2 filed with the Registrar on Companies, August 23, 2010

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BYLAWS

Part 1 - Interpretation

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

“directors” means the directors of the society for the time being;

“Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;

“registered address” of a member means his 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 words importing a male person include a female person and a corporation.

Part 2 - Membership

3. The members of the society of 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.
- 3.1 A class of membership of Founding Organization Members is established and consists of these corporate members:
 - Union of BC Municipalities
 - the Ministry responsible for local government in BC
 - Municipal Finance Authority of BC
 - Local Government Management Association of BC
 - BC Assessment Authority
 - Municipal Insurance Association of BC

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4. A person may apply to the directors for membership in the society and on acceptance by the directors shall be members.
5. Every member must uphold the constitution and comply with these bylaws.
6. The amount of the first annual membership dues and the annual membership dues in subsequent years shall be determined by the directors.
7. 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, 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 of the members passed at a general meeting.
 - (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - (3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
9. All members are in good standing except a member who has failed to pay his current annual membership fee and any other subscription or debt due and owing by him and he 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 at the time and place, in accordance with the Society Act, that the directors decide.
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.

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13. (1) Notice of a general meeting must specify the place, day, and hour of the meeting, 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.
14. The first annual general meeting of the society shall be held not more than fifteen (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 fifteen (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 transacted 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 auditors, if any;
 - (v) the election of directors;
 - (vi) the appointment of the auditor, if required, and
 - (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) No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall 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 ceased to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) A quorum is three (3) members present or a greater number that the members may determine at a general meeting.

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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 but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, 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.
18. Subject by bylaw 19, the president of the society, the vice president or, in the absence of both, one of the other directors present shall preside as chairperson 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 chairpersonthe 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 no business shall be transacted 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 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 general meeting.
21.
 - (1) No replacement proposed at a meeting need be seconded and the Chairperson of a meeting may move or propose a resolution.
 - (2) In case of an equality of votes the Chairperson shall 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 shall not pass.
22.
 - (1) A member in good standing present at a meeting of members is entitled to one vote.
 - (2) Voting is by show of hands.

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- (3) 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 shall be reckoned as a member for all purposes with respect to a meeting of the society.

Part 5 – Board of Directors

24. (1) The Board of Directors may exercise all the powers and do all the acts and things that the society may exercise and do, and which 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) No rule, made by the society in general meeting, invalidates a prior act of the Board of Directors that would have been valid if that rules had not been made.
25. (1) The society’s Board of Directors shall have a minimum of 7 and a maximum of 9 Directors who are appointed as follows:
- (a) one director appointed by the Local Government Management Association;
 - (b) one director appointed by the Municipal Finance Authority of B.C.;
 - (c) two directors appointed by the Ministry responsible for local government;
 - (d) two directors appointed by the Union of B.C. Municipalities;
 - (e) up to three directors, one of whom may serve as a representative for First Nations, appointed by the directors appointed in the sections above.
- (2) The number of directors may be changed by a majority vote of quorum at an annual general meeting, but the number of directors must not be less than 5.
- (3) The president, vice president, secretary, treasurer are elected by the Board from among the directors of the society.
26. An election may be by acclamation, otherwise it must be by ballot.

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27. The directors may at any time and from time to time appoint a member as a director at large to fill a vacancy.
28. (1) If a director, other than a director at large, resigns or otherwise ceases to hold office, the organization he represents shall appoint a member to take the place of the former director.
- (2) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
29. 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.
30. In accordance with unalterable clause No. 3 of the Constitution, the directors shall serve without remuneration, and the Directors shall not receive, directly or indirectly, any profits from their position as directors, but may be paid expenses incurred by them in the performance of their duties.
- 30.1 (1) The society may, with the approval of the court, indemnify a director or former director of the society or a director or former director of a subsidiary of the society and his heirs and personal representatives, against all costs, charges and expenses including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him or her, in a civil, criminal or administrative action or proceeding to which he or she is made a party because of being or having been a director, including an action brought by the society or subsidiary, if
- (a) he or she acted honestly and in good faith with a view to the best interests of the society or subsidiary or which he or she is or was a director; and
- (b) in the case of a criminal or administrative action or proceeding, he or she had reasonable grounds for believing his conduct was lawful.
- (2) The court may, on application of the society, a director or former director of the society or a director or former director of a subsidiary or the society, make an order approving an indemnity under this section, and the court may make any further order it considers appropriate.
- (3) On application under subsection (2), the court may order notice to be given to any interested person.

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- (4) A society may purchase and maintain insurance for the benefit of a director against personal liability incurred by him or her as a director and sections 27, 28, and 29 of the Society Act do not apply to the purchase or maintenance of that insurance.

Part 6 – Proceedings of the Board of Directors

31. (1) The Board of Directors may meet together at places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The Board of Directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.
- (3) The president shall be the Chairperson of all meetings of the Board of Directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the Vice-President shall act as Chairperson; but if neither is present the directors present may choose one of their number to chairperson that meeting.
- (4) A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.
32. (1) The Board of Directors may delegate any, but not all, of their powers to committees of the director or directors as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Board of Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Board of Directors held after the act or thing has been done.
33. A committee shall elect a chairperson of its meetings, but if no chairperson is elected, or if at a meeting the chairperson is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be the chairperson of the meeting.
34. The members of a committee may meet and adjourn as they think proper.
35. For a first meeting of the Board of Directors held immediately following the appointment or election of a director or directors at an annual or other general meeting

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of members, or for a meeting of the Board of Directors at which a director is appointed to fill a vacancy in the Board of 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, email or fax, 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 Board of Directors and committee of directors shall be decided by a majority of votes.
- (2) In the case of a tie vote, the chair does not have a second or casting vote.
38. No resolution proposed at a meeting of the Board of Directors or committee of directors need be seconded and the Chairperson 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

40. (1) The president shall preside at all meetings of the society and of the Board of Directors.
- (2) The president is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.
41. The vice president shall carry out the duties of the president during his absence.
42. The secretary shall:
- (a) ensure that correspondence of the society is conducted;
 - (b) ensure that notices of meetings of the society and directors are issued;
 - (c) ensure that minutes are kept of all meetings of the society and directors;
 - (d) ensure that all records and documents, and the common seal of the society are secure; and

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- (e) ensure that a current register of members is maintained.
43. The treasurer shall
- (a) ensure that the financial records are kept, including books of account, necessary to comply with generally accepted accounting principles, and
 - (b) ensure that financial statements are rendered to the directors, members and others when required.
44. (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
- (2) If the secretary treasurer holds office, the total number of directors shall not be less than 5 or the greater number that may have been determined under bylaw 25(2).
45. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.
- 45.1 Cheque signing authorities and limits are determined by the resolution of the Board of Directors.

Part 8 – Seal

46. The Board of Directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
47. The common seal must be affixed only when authorized by a resolution of the Board of Directors and then only in the presence of the persons specified in the resolution, of if no persons are specified in the presence of the president and secretary or president and secretary treasurer.

Part 9 – Borrowing and Investment

48. In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, invest, 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.
49. No debenture shall be issued without the sanction of a special resolution.

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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 – Independent Financial Review Team

51. At each annual general meeting, the society shall appoint two individuals to form an Independent Financial Review Team for one year. Appointments remain valid until a new appointment is made at the next annual general meeting of the society.
52. Should a member of the Independent Financial Review Team vacate his office, the Board of Directors shall appoint another individual to fill this vacancy until the next annual general meeting.
53. A member of the Independent Financial Review Team may be removed by ordinary resolution.
54. A member of the Independent Financial Review Team shall be promptly informed in writing of appointment or removal.
55. No director or no employee of the society shall be a member of the Independent Financial Review Team.
56. The members of the Independent Financial Review Team may attend general meetings.
57. *Left blank deliberately*

Part 11 – Notices to Members

58. A notice may be given to a member, either personally, or by mail him at his registered address. A notice may also be given to a member by fax at his usual fax number, or by email at his usual email address.
59. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, provided that there exists sufficient proof the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by fax or email shall be deemed to have been given on the second day following transmission, provided that there exists sufficient proof that the fax number or email address is one that is normally used by a member.

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60. (1) Notice of a general meeting shall be given to
- (a) every member shown on the register of members on the day notice is given, and
 - (b) the Independent Financial Review Team, if Part 10 applies.
- (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 him without charge, a copy of the constitution and bylaws of the society.
62. These bylaws shall not be altered or added to except by special resolution.

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POLICIES – As of April 13, 2011

Membership Dues – Adopted January 19, 2011

THAT no dues for membership be established at this time. (Motion No. 2011-02)

Permanent Address – Adopted January 19, 2011

THAT the LGLA permanent address continue to be 525 Government Street, Victoria, B.C. (Motion No. 2011-03)

Signing Authority for Contracts – Adopted January 19, 2011

THAT any two of the Officers are authorized to execute documentation on behalf of the Society which has been authorized by the Board of Directors, unless otherwise specified in an adopted motion. (Motion No. 2011-05)

Membership Eligibility – Adopted April 13, 2011

To be eligible for membership in the LGLA, a person must be a Corporate Founding Member which includes the following organizations which may appoint representatives from time to time to act on their behalf:

- (a) British Columbia Assessment Authority;
- (b) The Local Government Management Association;
- (c) Municipal Finance Authority of British Columbia;
- (d) Municipal Insurance Association of British Columbia;
- (e) The Provincial Ministry responsible for local government; and
- (f) The Union of British Columbia Municipalities.

Any of the Corporate Founding Members may change its representative by giving written notice to the LGLA without affecting its membership in the LGLA. (Motion No. 2011-13)

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Fiscal Year – Adopted April 13, 2011

THAT the fiscal year for the Society remains as July 1 to June 30. (Motion No. 2011-16)