

CONSTITUTION
OF THE GABRIOLA ISLAND RECYCLING ORGANIZATION
(GIRO)

1. The name of this organization is: Gabriola Island Recycling Organization
2. The purpose of this organization is:
 - a. to provide and operate a recycling depot on Gabriola Island,
 - b. to provide educational services related to reducing, reusing and recycling, and to encourage ecologically responsible waste management and consumer practices,
 - c. to promote co-operation amongst citizens and levels of government to improve the ecology of Gabriola Island, and
 - d. to promote the wise use of the Earth's finite resources.
3. On the dissolution of the organization, funds or assets remaining after all debts have been paid shall be transferred to a charitable institution with purposes similar to those of this organization, or, if this is not possible, to another charitable institution recognized by Revenue Canada as qualified under the provisions of the Income Tax Act of Canada. This provision is unalterable.
4. The purpose of the organization shall be carried out without purpose of gain for its members and any profits or other accretion to the organization shall be used for promoting its purposes. This provision is unalterable.

BYLAWS

GABRIOLA ISLAND RECYCLING ORGANIZATION

(as revised at the March 3, 2015 Extraordinary General Meeting)

Part 1 Interpretation

1. I) 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 the Province of British Columbia from time to time in force and all amendments to it;
 - b. "registered address" of a member means his/her address as recorded in the register of members.
- 2) The word "organization" replaces the word "society" wherever it appears.
2. Words importing the singular include the plural and vice versa; and words importing a female or male person include a corporation or corporations.
3. The members of the society are the applicants for incorporation of the society, and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.

Part 2 Membership

4. A person may apply to the directors for membership in the society and on acceptance by the directors shall be a member.
5. Every member shall uphold the constitution and comply with these bylaws.
6. The amount of membership dues may only be changed at annual general meetings of the organization.
7. A person shall cease to be a member of the society,
 - a) By delivering his/her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;
 - b) On his/her 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 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 or any other subscription or debt owing by him to the society and he is not in good standing as long as the debt remains unpaid.

10. Only members in good standing may stand for election to the Board of Directors.

11. Persons 16 years and over will be allowed membership in our organization and as a member in good standing may stand for election to the Board of Directors.

Part 3 Meeting of Members

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

13. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

14. The directors may, when they see fit, convene an extraordinary meeting.

15. 1) Notice of a general meeting shall specify the place, day and hour of 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.

16. The first annual general meeting of the society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meetings.

Part 4 Proceedings at General Meetings

17. 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

I. The adoption of rules of order;

- II. The consideration of financial statements;
 - III. The report of the directors;
 - IV. The report of the auditor, if any;
 - V. The election of the directors;
 - VI. The appointment of the auditor, if required; and
 - VII. 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.
18. 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 ceases 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 5 members present or a greater number that the members may determine at a general meeting.
19. 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, shall 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.
20. Subject to 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.
21. 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 chairperson, the members present shall choose one of their numbers to be chairperson.
22. 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.

23. 1) No resolution 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 voters the chairperson shall not have a casting or second vote in addition to the vote to which he/she may be entitled as a member and the proposed resolution shall not pass.
24. 1) A member in good standing present at a meeting of members is entitled to one vote.
- 2) Voting is by a show of hands.
- 3) Voting by proxy is not permitted.

Part 5 Directors and Officers

25. 1) The 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 general meeting, but subject, nevertheless, to:

- a) All laws affecting the society;
- b) These bylaws; and
- c) Rules, not being inconsistent with the bylaws, which are made from time to time by the society in general meeting.

2) No rule, made by the society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

26.1 The number of directors shall be 9 or a number determined from time to time at a general meeting.

26.2 The officers shall be elected by the directors from among their number at the first meeting of the directors following an annual general meeting of the society, and from time to time as may be required in the event of a vacancy occurring during the term of office of an officer.

26.3 An election may be made by acclamation; otherwise it shall be by ballot.

27.1 Directors shall be elected for two-year terms. If there is a need to re-establish a rotation for continuity of directors from year to year, then a director can be elected for a length of term other than two years.

27.2 The past president may sit as an ex-officio member of the Board for a term of one year.

27.3 No person who has served as a director for three consecutive two-year terms may be nominated for election or re-election, or be appointed as a director by the directors, until such person has not been a director for at least the period between two successive annual general meetings.

28. 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.

29. 1) If a director resigns his/her office or otherwise ceases to hold office, the remaining directors 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.

30. The members may by special resolution remove a director before the expiration of his/her term of office, and may elect a successor to complete the term of office.

31. No director shall be remunerated for being or acting as a director, but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the society.

Part 6 Proceedings of Directors

32. 1) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

2) The 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 chairperson 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 vice president shall act as chairperson; but if neither is present the directors present may choose one of their numbers to be chairperson at 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.

33. 1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they see fit.

2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

34. 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 numbers to be chairperson of the meeting.

35. The members of a committee may meet and adjourn as they think proper.
36. 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 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.
37. 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, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn;
 - a) No notice of meeting of directors shall 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 shall, if a quorum of the directors is present, be valid and effective.
38.
 - 1) Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.
 - 2) In case of an equality of votes the chairperson does not have a second or casting vote.
39. No resolution proposed at meetings of directors or committee of directors need be seconded and the chairperson of a meeting may move or propose a resolution.
40. A resolution in writing, signed by all the directors and placed with the minutes of the directors is valid and effective as if regularly passed at a meeting of directors.

Part 7 Duties of Officers.

41. Any director shall carry out the duties of the president in his/her absence.
42. The secretary shall;
 - a) Conduct the correspondence of the society;
 - b) Issue notices of general meetings of the society;
 - 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 treasurer;
 - e) Maintain the register of members.
43. The treasurer shall;
 - a) Keep the financial records, including books of account; and
 - b) Render financial statements to the directors, members and others when required.

