

THE BC TRANSIT FITNESS AND LIFESTYLE CENTRE
CONSTITUTION

This is a consolidation of the constitution and bylaws, dated March 21, 2005, and amended by special resolution at the Annual General Meeting on June 18, 2007.

1. The name of the Society is "The BC Transit Fitness and Lifestyle Centre", hereafter referred to as the "Society".
2. The purpose of the Society is to support BC Transit employees and their families to make healthier lifestyle choices by providing an opportunity and location for physical activity in the workplace environment.
3. In the event of winding up or dissolution of the society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such charitable organization or organizations in British Columbia promoting the same objectives as this society at the time of the winding up or dissolution. If transference to such an organization or organizations is not possible, then the funds remaining after windup or dissolution of the society shall be transferred to some other organization that must be qualified as a charitable organization by the Canada Customs and Revenue Agency under the appropriate provisions of the Income Tax Act of Canada in effect at the time of Society windup or dissolution. This provision is unalterable.

THE BC TRANSIT FITNESS AND LIFESTYLE CENTRE

BYLAWS

This is a consolidation of the constitution and bylaws, dated March 21, 2005, and amended by special resolution at the Annual General Meeting on June 18, 2007.

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 the Province of British Columbia from time to time in force and all amendments to it;
 - (c) “**registered address**” of a member means the address provided by the member in writing to the secretary and as recorded in the register of members.
 - (d) “**BC Transit employee**” means an employee of British Columbia Transit (“BC Transit”) established under the British Columbia Transit Act and any successor or subsidiary organization;
 - (e) “**partner**” means a legal spouse of a BC Transit employee/retiree or a person who has been living in a common-law relationship for at least 6 consecutive months with a BC Transit employee/retiree as determined by the Human Resources Department of BC Transit;
 - (f) “**family member**” means any child, stepchild, legally adopted child or legal ward of a BC Transit employee who is unmarried, living with the employee, accepted as a dependent by the Human Resources Department of BC Transit and who must attend the fitness centre with the employee member;
 - (g) “**retiree**” means a former employee of BC Transit and any predecessor, successor or subsidiary organization who is receiving pension benefits from the Public Service Pension Plan.
- (2) The definitions in the Society Act effective 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 are the applicants for incorporation of the society, and those persons or groups who have subsequently become members, in accordance with these bylaws, and, in either case have not ceased to be members.

4. There shall be four classes of membership of the society:
 - (1) **Individual** - membership in this category shall include BC Transit employees and BC Transit retirees.
 - (2) **Associate** - membership in this category shall include partners and family members of BC Transit employees and other persons who may apply to the directors for membership in the society and are accepted by the directors.
 - (3) **Corporate** - membership in this category shall include any organization wishing to donate financially to the society and which applies to the directors for membership in the society and is accepted by the directors. Such membership does not include use of the fitness centres.
 - (4) **Life** - membership in this category shall include any person nominated by the directors for his or her outstanding contribution toward the purpose of the society.
5. Every member must uphold the constitution and comply with these bylaws.
6. Membership fees for BC Transit employees and the partners and family members of BC Transit employees shall be paid by the BC Transit employee by payroll deduction. All other members shall pay an annual membership fee. The amount of the first membership fee must be determined by the directors and after that the fees must be determined at the annual general meeting of the society.
7. A person ceases to be a member of the society
 - (1) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;
 - (2) on his or her death or, in the case of a corporation, on dissolution;
 - (3) on being expelled;
 - (4) on having been a member not in good standing for a period of time prescribed by the directors;
 - (5) by not meeting the definitions of membership in sections 1 and 4.
8. (1) A member may be expelled by a special resolution of the directors for reasons of, but not limited to
 - (a) harassment, direct or indirect, of other members or persons contracted to or employed by the society;
 - (b) willful damage to and/or theft of society or member's property;
 - (c) knowingly admitting non-members access to society facilities; and
 - (d) repeated breach of the posted rules of the fitness centres.
 - (2) The 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 special resolution for expulsion is entitled to at least 7 days notice of the meeting at which the resolution is to

be considered, and must be given an opportunity to be heard at the directors meeting before the special resolution is put to a vote.

9. All members are in good standing except those who are not registered by the BC Transit payroll department for payroll deduction of membership fees or who have failed to pay the current annual membership fee or any other subscription or debt due and owing to the society and the member is not in good standing so long as any 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 meeting, is an extraordinary general meeting.
12. The directors may, when they think fit, convene an extraordinary general meeting.
13. (1) Notice of a general meeting must 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.
14. 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 last preceding annual general meeting.

Part 4 - Proceedings at General Meetings

15. Special business is
 - (1) all business at an extraordinary general meeting except the adoption of rules of order, and
 - (2) all business conducted at an annual general meeting, except the following:
 - (a) the adoption of rules of order;
 - (b) the consideration of the financial statements;
 - (c) the report of the directors;
 - (d) the report of the auditor, if any;
 - (e) the election of directors;
 - (f) the appointment of the auditor, if required;
 - (g) the other business, that under these bylaws, ought to be considered 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) Business, other than the election of a chair 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 10% of the voting members or 20 voting members, whichever is less, but never less than 5 voting members.

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 the members, must be terminated, but in any other case, it must 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 to bylaw 19, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.

19. If at a general meeting
 - (1) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
 - (2) The president and all the other directors present are unwilling to act as the chair, the 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 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.

21. (1) For the conduct of a general meeting, *Robert's Rules of Order Newly Revised* must be followed in all cases to which they are applicable and in which they are not inconsistent with the *Society Act*, these bylaws and any special rules of order the society may adopt.
 - (2) The chair must not vote unless it is necessary to do so to break a tie vote.

22. (1) The right to vote at a general meeting is only vested in the Individual (BC Transit employee) members in good standing present and who have been in good standing at least 30 days in advance of the meeting.
- (2) Voting is by show of hands except
- (a) for directors, who shall be voted for by ballot; and
 - (b) for special resolutions, which shall be voted for by ballot.
- (3) A simple majority of votes for or against shall decide the outcome of a vote, except for special resolutions when a vote may only pass if 75% or more of the voting members present are in favour.
- (4) Voting by proxy is not permitted.
23. A corporate member, by its single authorized representative, who is entitled to speak 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 - Directors and Officers

24. (1) The directors may exercise all the powers and do all the 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 general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
25. (1) The president, vice president, secretary, treasurer and one or more other persons shall be the directors of the society, all of whom must be BC Transit employees or BC Transit retirees. No more than one retiree shall be a director of the society at any one time.
- (2) The number of directors shall be no less than 5 and no more than 11, as determined from time to time by the board of directors.
26. (1) The directors must retire from office at each annual general meeting when their successors are elected.
- (2) The term of office for directors of the society shall be two years and directors shall take office commencing at the close of the general meeting at which he or she was elected.
- (3) Directors shall be selected at large, except for 1 director who shall be appointed by the BC Transit President & CEO.

- (4) The board of directors shall select from among its members those who will hold the offices of president, vice president, secretary and treasurer of the society. Together with the immediate past president, these officers shall constitute the executive of the society. The officers shall assume office at the first directors meeting following the annual general meeting.
 - (5) The board is responsible for nominations of directors
 - (a) At least 90 days prior to the annual general meeting the board of directors must appoint a nominating committee of not less than 3 members who shall prepare a slate of candidates for the available director positions.
 - (b) The nominating committee shall seek to nominate directors who represent all groups of employees and a balance of fitness interests.
 - (6) Nominations from the floor can only be accepted if the consent of the nominee can be shown by
 - (a) oral consent, if the nominee is present at the meeting; or
 - (b) written consent, if the nominee is absent from the meeting.
 - (7) The chair of that portion of the general meeting at which directors are selected shall be selected by vote at the meeting.
 - (8) An election may be by acclamation; otherwise it is by ballot.
 - (9) Those candidates who receive the most votes shall form the new board of directors.
 - (10) The fitness centre coordinator shall be a member of the board of directors but shall not be included in the number of directors determined under bylaw 25(2) and shall have no voting privileges.
 - (11) For the first year of the society, half the directors shall be elected for 1 year, determined by a consensus of the board of directors.
27. (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.
28. (1) If a director resigns or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.
- (2) An act or proceeding of the directors is not invalid merely because there is less than the prescribed number of directors in office.
29. (1) The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- (2) The special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - (3) The director who is the subject of the special resolution for expulsion is entitled to at least 7 days notice of the meeting at which the resolution is to be considered, together with a statement of the grounds upon which his or

her removal is proposed and shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

30. No director shall be reimbursed for being or acting as director but a director may be reimbursed for all expenses necessarily and reasonably incurred by that director while engaged in the affairs of the society.

Part 6 - Proceedings of Directors

31. (1) The directors may meet together at the places they think fit, including telephone conference calls, to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
(2) The quorum for a meeting of directors shall be a majority of the directors then in office.
(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 vice president must act as chair, but if neither is present the directors present may choose one of their number to be a 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.
32. (1) The directors may delegate any, but not all, of their powers to committees consisting of a 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 directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held after the act or thing has been done.
33. The directors shall appoint the chair for committees so formed. 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.
34. The members of a committee may meet and adjourn as they think proper.
35. 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.
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, telegram, telex, cable, email or fax, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,

(1) a notice of meeting of directors is not required to be sent to that director, and

(2) 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 directors is present, be valid and effective.

37. (1) For the conduct of a directors meeting, *Robert's Rules of Order Newly Revised* shall be followed in all cases to which they are applicable and in which they are not inconsistent with the *Society Act*, these bylaws and any special rules of order the society may adopt.

(2) The chair shall not vote unless it is necessary to do so to break a tie vote.

(3) A simple majority of votes for or against shall decide the outcome of a vote, except for special resolutions when a vote may only pass if 75% or more of the voting directors present are in favour.

(4) Approval of expenditures greater than \$500 shall pass if two-thirds or more of the voting directors are in favour, by show of hands or by proxy vote on a written resolution.

38. A resolution proposed at a meeting of the directors or committee of directors need be seconded and the chair 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 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.

41. The vice president must carry out the duties of the president during the president's absence.

42. The secretary must do the following:

(1) conduct the correspondence of the society;

(2) issue notices of meetings of the society and directors;

(3) keep minutes of all meetings of the society and directors;

(4) have custody of all records and documents of the society except those required to be kept by the treasurer;

(5) have custody of the common seal of the society; and

(6) maintain the register of members.

43. The treasurer must
- (1) keep the financial records, including books of account, necessary to comply with the *Society Act*, and
 - (2) render financial statements to the directors, members and others when required.
44. (1) The offices of secretary and treasurer may be held by one person is to be known as the secretary treasurer.
- (2) When a secretary treasurer holds office the total number of directors shall not be less than 5 or the greater number that may be determined under bylaw 25 (2).
 - (3) The office of secretary may be held by two persons, contingent upon a written assignment of the six responsibilities of the office under bylaw 42 to each person.
45. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

Part 8 - Seal

46. The 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 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 president and secretary or president and secretary treasurer.

Part 9 - Borrowing

48. 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.
49. A debenture must not be issued without the sanction of a special resolution.
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 - Auditor

51. The Society may have an auditor.

52. The first auditor may be appointed by the directors who may also fill all vacancies occurring in the office of auditor.
53. At each annual general meeting the Society may appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
54. An auditor may be removed by ordinary resolution.
55. An auditor must be promptly informed in writing of the auditor's appointment or removal.
56. A director or employee of the society must not be its auditor.
57. The auditor may attend general meetings.

Part 11 - Notices to Members

58. A notice may be given to a member, either personally or by mail to the member's registered 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, 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.
60. (1) Notice of a general meeting must be given at least 30 days in advance by
- (a) posting the notice of a general meeting on the fitness centres and BC Transit notice boards and sending an email to "all local users" on the BC Transit email global address list.
 - (b) notifying the auditor, if applicable, personally or by mail.
- (2) No other person is entitled to receive a notice of general meeting.

Part 12 - Bylaws

61. A society must provide to a member, on request, free of charge or, if so resolved by the directors, on payment of not more than \$1, a copy of its constitution and bylaws.
62. These bylaws must not be altered or added to except by special resolution approved at an annual general meeting.

Part 13 - Conflict of interest

63. There is a requirement for each director to disclose to the other directors any real or apparent conflict of interest. A conflict of interest is any situation where
- (1) the personal interest of the director, including direct involvement with, or member of, any group that seeks special consideration by the directors, or
 - (2) those of a close friend, family member, business associate, corporation or partnership in which a director holds a significant interest
- could influence the director's decisions and impair his or her ability to act in the society's best interests or represent the society fairly, impartially and without bias.
64. A director who is in conflict of interest should abstain from any discussion and voting on the issue and will not be considered part of the quorum for the meeting dealing with that issue.
65. The board of directors will prepare guidelines to assist directors in determining conflict of interest.

Part 14 – Code of Conduct

66. The society is committed to the belief that every member is entitled to an environment that is respectful, courteous, cooperative and free from discrimination and conflict. The society will follow BC Transit's workplace code of conduct.

Part 15 – Indemnification

67. Subject to the provisions of the *Society Act* and with the approval of the court, each director of the society or former director of the society and his or her heirs and personal representatives shall be indemnified by the society 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, if
- (1) he or she acted honestly and in good faith with a view to the best interests of the society of which he or she is or was a director, and
 - (2) in the case of a criminal or administrative action or proceeding, he or she had reasonable grounds for believing his or her conduct was lawful.
68. The society shall purchase and maintain insurance for the benefit of any or all directors or officers of the society against personal liability incurred by such person as a director or officer unless an action, suit or proceeding arises in

respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the society.