

General Operating Bylaws

1.1 Society Act Constitution and Bylaws

SOCIETY ACT

Form 3

CONSTITUTION

1. The name of the Society is GREATER VICTORIA HARBOUR AUTHORITY.
2. The purposes of the society are:
 - (a) To promote and develop the Victoria and Esquimalt harbours to meet local, Esquimalt Nation, Songhees Nation, municipal, provincial and federal interests and priorities.
 - (b) To manage and develop harbour assets and operations in an efficient and integrated manner based on a range of uses.
 - (c) To maintain the operations of the harbour on a self-sufficient basis without recourse to local subsidies and without exposing local communities, Esquimalt Nation, Songhees Nation, the Provincial Capital Commission, or Provincial or local governments to unnecessary liabilities.
 - (d) To work in a cooperative manner with the Members, community associations, governments and private business, developing partnerships where appropriate.
 - (e) To respond to, and be reflective of, community interests, including the harbour users, at all times through consistent forms of consultation.
 - (f) To ensure the public is consistently informed on the operations of the harbour.
 - (g) To manage certain federal harbour assets and responsibilities including the Victoria Harbour Water Airport, Victoria harbour and other federal land and water lots.
 - (h) To acquire control of sufficient harbour lands over time (including water lots, foreshore, and adjacent uplands) to achieve effective administration and operation of the harbour and to ensure equitable treatment for all harbour users.
 - (i) To help to identify creative methods of facilitating a meaningful role for First Nations in the economic development, management and administration of the Harbour Area and of facilitating a public awareness of First Nations' history and presence in the area.
 - (j) To develop and maintain, in a current state, a strategic plan for the harbour that maintains the harbour on a self-financing basis and identifies potential growth for harbour activities.
 - (k) To establish and maintain sufficient working capital to improve existing facilities and develop future additions to harbour facilities.
 - (l) To promote the environmental sustainability of the Harbour Area and to promote compliance with environmental standards in the Harbour Area.
 - (m) To promote sharing of all benefits and resources generated in the Harbour Area.



SOCIETY ACT

BYLAWS

Of

GREATER VICTORIA HARBOUR AUTHORITY

PART 1 – INTERPRETATION

1. (1) In these Bylaws, unless the context otherwise requires,
 - “**Board of Directors**” means the board of directors of the Society, comprising the individuals described in Part 5.
 - “**Chair**” means the Chair of the Board of Directors described in Bylaw 33.
 - “**Chief Executive Officer**” means the chief executive officer of the Society described in Bylaw 41.
 - “**Members**” mean the Members of the Society, comprising the persons described in Part 2 of these Bylaws who have agreed to become members.
 - “**Person**” includes an individual, partnership, unincorporated association, body corporate, public body, municipality, regional district, trade union, trustee, executor, administrator or legal representative.
 - “**Registered Address**” of a Member means his address as recorded in the register of Members.
 - “**Society**” means Greater Victoria Harbour Authority.
 - “**Society Act**” means the **Society Act** of the Province of British Columbia from time to time in force and all amendments to it.
 - “**Tourism Victoria**” means Greater Victoria Visitors & Convention Bureau.
 - “**User of the Harbour**” means a person with a direct commercial use of the harbour.
 - “**Victoria/Esquimalt Harbour Society**” means the not-for-profit society constituted under the **Society Act** for the purpose of appointing director(s) to the Board of Directors and providing direct user input to Society governance
- (2) The definitions of 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.



PART 2 – MEMBERSHIP

3. (1) The Members of the Society are the Founding Members of the Society who shall be composed of:
 - (a) The Provincial Capital Commission;
 - (b) The Corporation of the City of Victoria;
 - (c) The Corporation of the Township of Esquimalt;
 - (d) The Esquimalt Nation; and
 - (e) The Songhees Nation.
- (2) In addition to the Founding Members, the members of the Society will also include the following members:
 1. The Victoria/Esquimalt Harbour Society;
 2. Tourism Victoria;
 3. Greater Victoria Chamber of Commerce;
 4. The Capital Regional District; and
 5. such additional members as may apply for membership and be accepted by the Directors in accordance with Bylaw 6.
- (3) In order to preserve the collective memory and knowledge of the Board, a position of “life member of the Society” be made available and that Directors who retire after serving for a long period may be appointed as life members. Life members would be entitled to attend, but not vote, at meetings of the Society and may be invited to other events and discussions so that they may form, in a sense, a “council of elders”.
4. Each Member shall be represented by one (1) individual appointed by, and upon the consent of that Member with the exception of the Victoria/Esquimalt Harbour Society which shall be represented by two (2) such individuals.
5. Each Member shall uphold the Constitution and comply with the Bylaws of the Society.
6. The Board of Directors may by a resolution supported by 3/4 of the Directors present, determine to accept a proposed member as a member of the Society.
7. The amount of the first annual membership dues shall be determined by the Board of Directors and after that the annual membership dues shall be determined at the Annual General Meeting of the Society.
8. A person shall cease to be a Member of the Society
 - (a) 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;
 - (b) on his or her death or in the case of a corporation, on dissolution;
 - (c) on having been a Member not in good standing for 12 consecutive months;
 - (d) in the event that the Member no longer fulfills all of the criteria set out in these Bylaws; or

- (e) upon being expelled by a resolution of the Board of Directors supported by all Directors other than the Director appointed by the Member in question.
9. All Members are in good standing except a Member who has failed to pay any subscription or debt due and owing by him to the Society and he is not in good standing so long as the debt remains unpaid.
10. Private sector Members must be incorporated bodies who meet the following criteria:
- (a) directors of the incorporated body must be elected by the membership;
 - (b) membership must be open and available to all interested parties;
 - (c) the object of the incorporated body must be sufficiently broad to include a variety of interests but also can be clearly related to the Society and/or Society activities;
 - (d) the incorporation documents, membership lists, annual general reports, and financial statements of the incorporated body must be public information; and
 - (e) the incorporated body must be able to provide evidence that there is a reasonable expectation its membership and financial viability are sustainable in the long term.

PART 3 – MEETING OF MEMBERS

11. General meetings of the Society shall be held at the time and place, in accordance with the **Society Act**, that the Board of Directors decides and shall be publicly advertised.
12. Every general meeting, other than an Annual General Meeting, is an extraordinary general meeting.
13. The Board of Directors may, when they think fit, convene an extraordinary meeting.
14. 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.
15. 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 6 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 meeting.
17. General Meetings will be open to the public, except for those meetings or parts of meetings where the issue to be dealt with pertains to property matters, contract negotiations, or personnel matters.

PART 4 – PROCEEDINGS AT GENERAL MEETINGS

18. 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) calling the meeting to order;
 - (ii) the adoption of rules of order;
 - (iii) approving the minutes of the last general meeting;
 - (iv) the consideration of the financial statements;
 - (v) the report of the Board of Directors;
 - (vi) the report of the auditor, if any;
 - (vii) the appointment of Directors;



- (viii) the appointment of the auditor, if required;
 - (ix) adjourning the meeting; and
 - (x) 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.
19. (1) No business, other than the election of a Chair 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) The necessary quorum will from time to time be determined by the Members, and if not so determined will be a majority of the Member representatives then appointed, but a quorum must not consist of fewer than three members.
20. 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 Member representatives present constitute a quorum.
21. Subject to Bylaw 22, the Chair of the Board of Directors, or in his or her absence, one of the Directors present shall preside as chair of a general meeting.
22. If at a general meeting
- (a) There is no Chair of the Board of Directors or a Director or Officer present within 30 minutes after the time appointed for holding the meeting; or
 - (b) The Chair of the Board of Directors and the other Directors and officers present are unwilling to act as chair, the Member representatives present shall choose one of their number to be chair.
23. (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 adjournment 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.
24. (1) No resolution proposed at a meeting need be seconded and the chair of a meeting may move or propose a resolution.
- (2) In case of an equality of votes, the chair shall not have a casting or second vote in addition to the vote to which he or she may be entitled as a Member representative and the proposed resolution shall not pass.
25. (1) Each Member in good standing who is present at a meeting of Members is entitled to one vote including one vote for the Victoria/Esquimalt Harbour Society.
- (2) Voting is by show of hands.
- (3) Voting by proxy is not permitted.



- (4) Unless the **Society Act** or these bylaws otherwise provide, an action to be taken by resolution of the Members may be taken by ordinary resolution.
 - (5) At all meetings of the Members of the Society every question shall be determined by majority of votes unless otherwise specifically provide by statute or by these bylaws.
26. A Member representative 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 – DIRECTORS AND OFFICERS

27. (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 general meeting, but subject, nevertheless to,
- (i) all laws affecting the Society;
 - (ii) these Bylaws; and
 - (iii) rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in a general meeting.
- (2) No rule, made by the Society in a general meeting, invalidates a prior act of the Board of Directors that would have been valid if that rule had not been made.
- (3) The Directors may from time to time on behalf of the Society borrow money in such manner and amount, on such security, from such sources and upon such terms and conditions as they determine appropriate to further the purposes of the Society, subject to the **Society Act**.
28. The Board of Directors shall be composed of not fewer than nine (9) and not more than fourteen (14) persons.
29. (1) Each of the members described in Bylaw 3(1)(a) through (e) and (2)(a) through (d) shall appoint one (1) director to the Board of Directors, with the exception of the Victoria/Esquimalt Harbour Society, which shall appoint (2) directors.
- (2) The Directors appointed pursuant to Bylaw 29(1) shall appoint up to four (4) additional Directors having such skills or representing such constituency as the Directors consider to be in the best interests of the Society and who have responded to public advertisements for directors.
- (3) The Directors described in Bylaw 29(1) shall serve a one (1), two (2) or three (3) year term as determined by the appointing member and may serve up to a maximum of six (6) consecutive years.
- (3.1) The Directors appointed in Bylaw 29(2) shall serve one (1), two (2) or three (3) year terms as decided by the Directors and may serve up to a maximum of six (6) consecutive years.
- (4) Notwithstanding Bylaw 29(3) and 29(3.1), the Directors may, by unanimous resolution of the Directors, permit a Director to serve more than six (6) consecutive years as a Director.
- (5) Notwithstanding Bylaw 29(3), where either the Esquimalt Nation and Songhees Nation members have appointed Chiefs as a Director to the Board of Directors such Directors are permitted to serve indefinite terms as Directors.
30. (1) If a Director appointed under Bylaw 29 resigns his or her office or otherwise ceases to hold office, the Member who appointed that Director must appoint a person to take the place of the former Director.
- (2) An Act or proceeding of the Board of Directors is not invalid merely because there is fewer than the prescribed number of Directors in office.

31. A Member may remove a Director who that Member has appointed, before the expiration of his or her term of office, and may appoint a successor to complete the term of office.
32. (1) A Director may be remunerated for services rendered at a level to be approved by special resolution.
- (2) A Director must be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.
33. The Board of Directors shall elect one of their number to be Chair of the Board of Directors.

PART 6 – PROCEEDINGS OF DIRECTORS

34. (1) The Board of Directors shall meet together at least bi-monthly at the places they think fit to dispatch business, adjourn and otherwise regulate their meeting and proceedings, as they see fit.
- (2) All Directors meetings must be open to the public, except that
- (a) the Chair may exclude from a meeting those that the Chair considers to be improperly conducting themselves;
 - (b) the Board may exclude from the meeting, all persons other than the Directors and officers of the Society, if the Directors adopt a resolution that states that in the opinion of the Board, the public interest requires the exclusion;
 - (c) A resolution adopted under (b) requires an affirmative vote of at least a majority of the Directors present at the meeting if the resolution involves any of the following matters:
 - (i) personal matters about an identifiable individual or relations involving individuals acting as Members of the Society;
 - (ii) a financial, commercial or economic transaction of the Society, including a proposed or pending acquisition or disposition of land for the Society's purposes;
 - (iii) litigation matters and the receiving of advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
 - (d) a resolution adopted under (b) requires an affirmative vote of at least two-thirds (2/3) of the Directors present at the meeting if the resolution involves a matter that is not set out in (c); and
 - (e) a Director who cannot or does not intend to keep confidential the nature and details of the matters for which a resolution is passed under (b) through (d) is expected to defer to the decision of the majority of the Board, until the Board resolves to reveal the details or the subject matter or discusses it at a public meeting, by immediately leaving the meeting or that part of it during which those matters are under consideration.
- (3) 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.
- (4) The Chair of the Board of Directors shall chair all meetings of the Board of Directors, but if at a meeting the Chair of the Board of Directors is not present within 30 minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to chair that meeting.
- (5) A Director may at any time, and the Chief Executive Office on the request of a Director, shall convene a meeting of the Board of Directors.



- (6) A Director may participate in a meeting of the Board of Directors or of any committee of the Board of Directors by means of conference telephone or other communications facility by means of which all the Directors participating in the meeting can hear each other and provided that all such Directors agree to such participation. A Director participating in a meeting in accordance with this bylaw shall be deemed to be present at the meeting and to have so agreed and shall be counted in the quorum therefore and be entitled to speak and vote at the meeting.
35. (1) The Board of Directors may delegate any, but not all, of their powers to committees consisting of the Director or Directors as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated shall 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 to be held next after it has been done.
- (3) A committee shall 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 shall choose one of their number to be chair of the meeting.
- (4) The Members of a committee may meet and adjourn as they think fit.
36. For a first meeting of the Board of Directors held immediately following the appointment of a Director or Directors at an Annual or other general meeting 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.
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 Board of Directors, notice of which has not been given to that Director shall, if a quorum is present, be valid and effective.
38. (1) Questions arising at a meeting of the Board of Directors and committee of the Board of Directors shall be decided by a majority of votes.
- (2) In the case of an equality of votes the chair does not have a second or casting vote.
39. No resolution proposed at a meeting of the Board of Directors or committee of the Board of Directors need be seconded and the chair of a meeting may move or propose a resolution.
40. A resolution in writing, signed by all of the Board of Directors and placed with the minutes of the Board of Directors is as valid and effective as if regularly passed at a meeting of Directors.

PART 7 – DUTIES OF OFFICERS

41. (1) The Board of Directors shall appoint a Chief Executive Officer to administer the activities of the Society in accordance with policies established by the Board of Directors.
- (2) The Chief Executive Officer of the Society must supervise the other officers in the execution of their duties.

42. The Chief Executive Officer is responsible for:
- (a) preparing an annual budget for the Board of Directors,
 - (b) developing a strategic and business plan,
 - (c) developing a capital plan,
 - (d) implementing such plans as approved by the Board of Directors,
 - (e) supporting policy development by the Board of Directors,
 - (f) administering and managing the Society's lands and facilities, and
 - (g) other activities as directed by the Board of Directors.
43. The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Directors at the time of such appointment.
44. The Board of Directors shall appoint a Secretary and the Secretary shall
- (a) conduct the correspondence of the Society;
 - (b) issue notices of meetings of the Society and the Board of Directors;
 - (c) keep minutes of all meetings of the Society and the Board of Directors;
 - (d) have custody of all records and documents of the Society except those required to be kept by the Treasurer;
 - (e) have custody of the common seal of the Society; and
 - (f) maintain the register of Members.
45. The Board of Directors shall appoint a Treasurer and the Treasurer shall
- (a) Keep the financial records, including books of account, necessary to comply with the **Society Act**; and
 - (b) render financial statements to the Board of Directors, Members and others when required.
46. The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.

PART 8 – CONFLICTS OF INTEREST

47. In these Bylaws, "Related Party" means with respect to a Director of the Society:
- (a) a spouse, child, brother, sister or parent of such Director,
 - (b) a relative of such Director, or of his or her spouse, who resides with the Director,
 - (c) a corporation, partnership, trust or other entity which is directly or indirectly controlled by such Director or by a spouse, child, brother, sister or parent of such Director or any combination of such persons, and
 - (d) a partner of such Director acting on behalf of a partnership of which the Director is a partner.
48. A Director will not allow his or her personal interest or the personal interests of a Related Party to the Director to conflict with or to give rise to the appearance of a conflict with the duties and responsibilities of the Director to the Society or the interests of the Society.
49. Without restricting the generality of Bylaw 48, the following will give rise to a conflict or the appearance of a conflict on the part of a Director:
- (a) a Director or a Related Party of a Director engages in any activity, or has a material interest in any person which engages in an activity, which is in competition or could reasonably be expected to be in competition with the Society's present or proposed activities;

- (b) a Director or a Related Party of a Director:
 - (i) has a material interest in a user of the harbour,
 - (ii) owes material obligations to the Society or to a user of the harbour, other than in connection with the duties of the Director arising from his or her position with the Society
 - (iii) conducts business with the Society or with a user of the harbour, or
 - (iv) holds a material interest in a person which conducts business with, or acts as a consultant or advisor to, the Society or a user of the harbour with respect to a particular contract, lease, obligation, business, interest or other matter under consideration by the Board of Directors; and
 - (c) a Director:
 - (i) is a party to a material contract or proposed material contract with the Society, or
 - (ii) is a Director of or has a material interest in any person who is a party to a material contract or proposed material contract with the Society with respect to such material contract or proposed material contract.
50. Written disclosure of a conflict or an appearance of conflict shall be made to the Board of Directors by a Director forthwith after the Director becomes aware of the conflict or the appearance of conflict.
51. A Director, who has disclosed a conflict pursuant to Bylaw 50, shall not participate in discussions or vote on any decision of, or provide recommendations to the Board of Directors on any matter related to the conflict. Notwithstanding the foregoing, a Director may participate in, vote on and provide recommendations to the Board of Directors respecting any matter related to:
- (a) a personal interest of the Director or Related Party that is an interest held in common with members of the general public, or in common with the appointing body,
 - (b) remuneration or expenses payable to one or more directors in relation to their duties as directors, or
 - (c) a personal interest of the Director or Related Party that is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Director in relation to the matter.
52. Upon receiving written disclosure pursuant to Bylaw 50, the Board of Directors shall determine:
- (a) whether the Director is in conflict under Bylaws 48 and 49.
 - (b) whether the conflict has been or will be satisfactorily addressed through:
 - (i) disclosure by the Director,
 - (ii) The Director abstaining from voting or participating in discussion of a matter related to the conflict pursuant to Bylaw 51, or
 - (iii) the Director undertaking other action;
 - (c) whether to request the Director to resign.
53. The Board of Directors shall provide a Director with an opportunity to be heard in connection with a determination made pursuant to Bylaw 52.



54. No Director shall offer gifts to or accept gifts from users or potential users of the harbour without the prior written consent of the Board of Directors, unless the gift has a value of less than \$500.00 and has been accepted or offered as an incident of the protocol or social obligations that normally accompany the responsibilities of a Director.
55. No Director will use any information obtained in connection with his or her position with the Society for personal benefit or for the benefit of any other person unless such information has been disclosed to the public or has been made available to the public. Without limiting the generality of the foregoing, a Director who has knowledge of a proposed action or decision by the Society shall not purchase or sell assets or shares or advise any other party to purchase or sell assets or shares the value of which could be expected to be materially affected by the proposed action or decision until such time as the proposed action or decision has been announced or has been made available to the public.

PART 9 - SEAL

56. The Directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
57. 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 10 – NOTICES TO MEMBERS

58. A notice may be given to a Member, either personally or by mail to the Member at the Member's registered address.
59. 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.
60. (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.

Date of last revision: July 29, 2009