



CONSTITUTION AND BYLAWS

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CONSTITUTION

1. The name of the association is the Community Social Services Employers' Association of British Columbia (CSSEA).
2. The purposes of this association are:
 - (a) to co-ordinate the following with respect to the social services sector:
 - (i) compensation for employees who are not subject to collective agreements;
 - (ii) benefit administration;
 - (iii) human resource practices; and
 - (iv) collective bargaining objectives;
 - (b) to foster consultation between the association and representatives of employees in the social services sector;
 - (c) to assist the Public Sector Employers' Council established under the *Public Sector Employers Act* in carrying out any objectives and strategic directions established by the council;
 - (d) to act as bargaining agent for its members; and
 - (e) to provide services to non-members where there is a mutual interest to do so and where the parties conclude service agreements which include payments to the association at a rate determined by the association to be appropriate for the services provided.

BYLAWS

Article 1: Interpretation

1.01 In these bylaws:

"**AGM**" means annual general meeting.

"**board**" means the group of directors selected by panels and appointed by the government to form the Board of Directors of the association.

"**director**" means an [eligible member selected or appointed](#) to the board.

"**division**" means a group of members as described in Article 4.

"**electronically**" means distribution through electronic means including but not limited to email or other web-based processes.

"**FTE**" or "**full-time equivalent**" means a value of a member employee's work schedule as determined under a collective agreement in the designated one-year period before the calculation is made.

"**government member**" means a member of the association appointed under section 2.02.

"**mail**" means distribution via Canada Post.

"**meeting**" means a structured discussion taking place within a defined period, and includes discussion where members may join via telephone or other technologies approved by the board.

"**panel**" means the group of individuals designated by a division in accordance with Article 9, and "**panel member**" means one of those individuals.

1.02 The definitions in the *Public Sector Employers Act* on the date these bylaws become effective apply to these bylaws.

1.03 The definitions in the *Societies Act* on the date these bylaws become effective apply to these bylaws, except where a different definition is permitted by law and is set out in these bylaws.

1.04 The *Interpretation Act* as amended from time to time or any successor legislation applies to the interpretation of these bylaws.

Article 2: Membership

2.01 The members of the association are:

- (a) employers designated as social services sector employers pursuant to the *Public Sector Employers Act*; and
- (b) persons appointed as members under section 2.02.

- 2.02 The government may appoint a maximum of three persons as members of the association, and may remove and replace any person so appointed.
- 2.03 A person becomes a member immediately upon designation or appointment.
- 2.04 Every member must uphold the constitution and comply with the constitution and bylaws, which constitute an agreement between the members and the association.
- 2.05 Every member is a member in good standing, except a member that:
- (a) has failed to pay the member's current annual membership fee or any other fee, levy or debt owing by that member to the association, and that member is not in good standing so long as the fee, levy or debt remains unpaid; or
 - (b) the board determines is not a member in good standing under section 14.01.
- 2.06 No member may be expelled, but a member ceases to be a member when it ceases to be designated under section 2.01 or is removed or replaced under section 2.02.

Article 3: Membership Fees

- 3.01 Every member, other than a government member, must pay any annual membership fee pursuant to section 3.02, and any additional levies or other fee imposed pursuant to section 3.03.
- 3.02
- (1) The board may establish an annual membership fee.
 - (2) A general meeting may, by special resolution, establish an annual membership fee or amend a fee established by the board.
 - (3) All funds received by the association must be applied to further the purposes of the association set out in the constitution.
- 3.03 Members at an AGM may establish an additional levy by special resolution.
- 3.04 Members of a division must pay any fee or levy established under section 9.07.

Article 4: Divisions

- 4.01
- (1) The association has the following divisions:
 - (a) members primarily providing services for community living, excluding the community living authority;
 - (b) aboriginal agencies; and
 - (c) all members except those described in paragraphs (a) and (b).
 - (2) The chief executive officer must assign members to divisions in accordance with this section.

- (3) A member may not belong to more than one division, except with express approval of the board.
- (4) A member may vote on all matters arising within and applicable to the division(s) to which the member is assigned.

Article 5: Meetings

- 5.01 (1) In order to participate in meetings of the association, a member must appoint a representative to act on its behalf in connection with meetings. The board may establish and communicate eligibility criteria for the appointment of member representatives.
- (2) An appointment pursuant to subsection (1) is effective from the time the board receives notice of appointment until notice of revocation or replacement of that representative is received by the board.
- (3) For purposes of provisions of the bylaws relating to meetings, unless the context requires otherwise, "member" means a representative appointed under this section by a member in good standing.
- 5.02 (1) Every general meeting, other than an AGM, is a special general meeting.
- (2) The board may convene a special general meeting.
- (3) On the written request of at least 10% of the members, the secretary must convene a special general meeting.
- (4) A representative appointed pursuant to subsection 5.01 (1) is a member for all purposes with respect to any special general meeting of the association.
- 5.03 (1) Notice of a general meeting must be given to every member and the auditor, and no other person is entitled to receive a notice of a general meeting.
- (2) Notice of a general meeting must specify the place, day and time of meeting and, in the case of a special general meeting, the general nature of the business to be considered at that meeting.
- (3) The accidental omission to give notice of a meeting to a member, or the non-receipt of that notice by a member, does not invalidate proceedings at the meeting.
- 5.04 An AGM of the association must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding AGM.
- 5.05 The association, in a general meeting, may make rules not inconsistent with these bylaws respecting any matter referred to in these bylaws or related to any of the purposes of the association.
- 5.06 (1) Every AGM must include a general session and divisional sessions.

- (2) (a) The chief executive officer or the designate of the chief executive officer and any director may attend the session of any division with voice but no vote.
- (b) Despite paragraph (a), a director may vote if entitled to do so as a member of a division.

Article 6: Proceedings at General Meetings

- 6.01 Where the bylaws are silent with respect to procedure at general and other meetings of the association, *Bourinot's Rules of Order* apply.
- 6.02 A special resolution is required for revocation or amendment of a board decision, for any changes to the association's constitution and bylaws, and for other purposes specified in the bylaws.
- 6.03 (1) Except for the election of a chair and the adjournment or termination of the meeting, business must not be conducted at a general meeting unless a quorum is present.
- (2) Subject to subsection (4), a quorum is 30 members.
- (3) If a quorum is not present within 30 minutes from the time appointed for a general meeting, the meeting:
- (a) is terminated if convened on the requisition of members; or
 - (b) in any other case, is adjourned until a date to be determined by the board.
- (4) If a quorum is not present at an adjourned meeting, within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- 6.04 (1) Subject to subsection (2), the chair of the board, or the vice chair in the absence of the chair, is the chair of a general meeting.
- (2) The members present at a general meeting must choose one of their number to be chair of the meeting if:
- (a) the chair and vice chair are not present at the meeting within 15 minutes after the time appointed for holding the meeting; or
 - (b) the chair and the vice chair are unwilling to act as chair.
- 6.05 The members present at a divisional session must choose one of their number to be chair of the meeting.
- 6.06 (1) A general meeting may be adjourned from time to time and from place to place, but an adjourned meeting must not transact any business other than the business left unfinished at the adjourned meeting.

- (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 subsection (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

6.07 The board, panels and members may propose resolutions to a general meeting.

- 6.08
- (1) Except for Board resolutions, a general meeting must not consider a resolution unless it was submitted in writing by a member or panel to the board 30 days or more before the commencement of the meeting.
 - (2) Despite subsection (1), an ordinary resolution submitted in writing to the chair of a general meeting by a panel or a member at the AGM may be considered; and if passed by the membership, will go to the next regular Board meeting for consideration.

Article 7: Board

7.01 Between general meetings, the board may exercise the powers and must perform the duties of the association and administer the governance and affairs of the association consistent with the *Public Sector Employers Act*, and subject to the constitution, bylaws and rules of the association.

7.02 Without limiting the generality of section 7.01, the board may:

- (a) identify the human resource and labour relations interests and associated issues that are common to the sector, or which affect more than one division, or which are of sectoral significance;
- (b) establish the human resource and labour relations objectives and strategies pertaining to those issues, including (without limitation) objectives and strategies for collective bargaining and the administration of collective agreements, in accordance with mandates and strategic directives of the Public Sector Employers' Council;
- (c) advance those objectives and strategies in the best interests of the members in the sector and other public sector employers;
- (d) coordinate compensation for employees in the sector who are not subject to collective agreements;
- (e) ensure that divisional bargaining objectives and outcomes do not conflict with sectoral objectives or those of other divisions;
- (f) communicate the human resource and labour relations interests of the sector to the Public Sector Employers' Council and to the provincial government;
- (g) participate in the development of the Public Sector Employers' Council's strategies and mandates through the association's presence on the Council; and

- (h) develop policies as required and otherwise advance the purposes of the association as set out in the constitution.
- 7.03 The board must assist the Public Sector Employers' Council in carrying out its strategies and mandates.
- 7.04 (1) No rule or motion adopted by the association in a general meeting invalidates a prior act of the board that would have been valid if that rule or motion were not adopted.
- (2) No act or proceeding of the board is invalid by reason only of there being in office less than the total number of directors permitted by section 7.05.
- 7.05 The composition of the board of directors of the association is determined at an AGM as follows:
- (1) the community living members' panel may elect up to three directors;
 - (2) the aboriginal members' panel may elect up to two directors;
 - (3) the general members' panel may elect up to two directors;
 - (4) Community Living British Columbia may designate one director;
 - (5) the government may appoint up to three directors; and
 - (6) the board will provide the divisional chairs, prior to the AGM, with the board policy with the information on the desired mix of skills and experience to be an effective board member.
- 7.06 (1) A panel may at any time appoint a panel member as a director to fill a vacancy on the board where the vacant position was formerly occupied by a director designated by that panel.
- (2) The term of the appointment of the replacement director shall be to the end of the term of the appointment of the director who vacated the position.
- 7.07 (1) The term of office for directors, other than the directors appointed under subsection 7.05 (d) and (e), commences at the time of their election.
- (2) All directors shall be appointed for a two-year term, excluding directors appointed under section 7.06.
- (3) Directors are eligible to serve consecutive terms.
- 7.08 (1) The board must suspend any director charged with a criminal offence pending the outcome of the criminal charges where, in the board's sole discretion, the charges or the alleged offence interfere with the performance of the director's duties and thereafter may declare the position vacant depending on the disposition of the case.

- (2) The board may establish a policy on director attendance and the policy may set out a number or percentage of meetings (consecutive or otherwise) which, if missed by a director, must result in that director's position being deemed vacant.
 - (3) The board may establish a policy on who at a member organization is eligible to be selected as a director.
- 7.9 The association must not remunerate a director for being or acting as a director but may compensate directors for all expenses necessarily and reasonably incurred while engaged in the affairs of the association.
- 7.10 The board must elect a chair, vice chair and a treasurer from amongst the directors.
- 7.11 (1) The chair must preside at all meetings of the association and of the board, unless otherwise specified in the bylaws.
- (2) The chair of the board is the association's representative to the Public Sector Employers' Council.
- 7.12 The vice-chair must carry out the duties of the chair during the chair's absence.
- 7.13 The treasurer must:
- (a) oversee the financial affairs of the association; and
 - (b) report to the board and executive regarding the financial affairs of the association and other financial matters as required.
- 7.14 (1) The board must employ a person as the chief executive officer of the association, and determine his/her terms and conditions of employment.
- (2) Subject to board policy and directives, the chief executive officer must:
- (a) manage the association's general operation and administration;
 - (b) employ and retain such persons as are necessary for the proper administration and operation of the association and may delegate to them such of his or her duties and functions as he or she sees fit;
 - (c) the chief executive officer may attend panel, board and committee meetings with voice but no vote;
 - (d) negotiate service agreements with non-members, including appropriate charges for services;
 - (e) determine the appropriate allocation of staff support and assign staff to support the work of the board, panels and committees; and

- (f) assign chief spokespersons for collective bargaining, execute collective agreements approved by the members and settle issues arising from those agreements.
- (3) The chief executive officer must perform the function of secretary to the board including, without limitation:
 - (a) issuing notices of meetings of the association and board;
 - (b) keeping minutes of all meetings of the association, panels and the board;
 - (c) maintaining custody of all records and documents of the association; and
 - (d) maintaining the register of members.

Article 8: Proceedings of the Board

- 8.01 (1) The board must meet as it determines necessary or advisable to conduct business and, may regulate its meetings as it sees fit.
- (2) The board may from time to time fix the quorum necessary to transact business at a board meeting, and unless so fixed the quorum shall be a majority of the directors then in office.
- (3) The chair may at any time, and the secretary must on the request of at least three directors, convene a board meeting.
- 8.02 (1) The board may appoint standing and special committees as it deems appropriate and may delegate any (but not all) of its powers to committees.
- (2) A committee must consist of at least one director, and may include other directors and persons needed to facilitate the work of the committee.
- (3) The board must appoint the chair of all committees and the chair must be a director.
- (4) A committee must, in the exercise of any powers delegated to it, conform to the constitution, bylaws, rules and policies of the association and any directives or conditions imposed on it by the board, and must report everything done in exercise of those powers to the board.
- (5) Subject to this section, the members of a committee may establish the committee's procedures as they see fit.
- (6) A committee may make decisions respecting a matter only if the board has delegated the power to make such decisions to the committee and, despite any delegation or any other provision of the bylaws, a decision of a committee can be amended or rescinded by a decision of the board.

Article 9: Panels

9.01 At divisional sessions of the AGM, each division designates a panel as follows:

- (a) the division described in subsection 4.01(1)(a) designates the community living members' panel;
- (b) the division described in subsection 4.01(1)(b) designates the aboriginal members' panel; and
- (c) the division described in subsection 4.01(1)(c) designates the general members' panel.

9.02 The composition of each panel is determined as follows:

- (a) the members of a division may elect no more than eight panel members;
- (b) all panel members shall be elected/designated for a two-year term, excluding panel members appointed under section 9.04; and
- (c) one position per each panel election shall be reserved for a candidate who has not served on a panel for a period of at least four years.

9.03 The board must suspend any panel member charged with a criminal offence pending the outcome of the criminal charges where, in the board's sole discretion, the charges or the alleged offence interfere with the performance of the panel member's duties and thereafter may declare the position vacant depending on the disposition of the case.

9.04 (1) A panel may appoint a replacement to fill a panel vacancy.

(2) Where a replacement member will be appointed, the panel will publicize the vacancy and will invite applications for the position.

(3) The panel will select a replacement member from the list of applicants.

(4) The term of the replacement member shall be until the date of the annual general meeting following the date of the replacement appointment.

(5) Where the term of the panel member who resigned and created the vacancy extends to the annual general meeting following the date of the annual general meeting noted in subsection (4) above, the term of the position to be filled by election shall be one year.

(6) A panel may at any time determine that a panel member has become ineligible for the panel duties or is ineligible for a particular period of time. In such circumstances, a panel may with a 75% quorum of the panel remove/suspend a panel member. The impacted panel member will not be eligible to vote in these circumstances.

9.05 A person may be a panel member only if that person;

- (a) is not an employee in a bargaining unit of a member or a person otherwise directly affected by the results of the association's collective bargaining;
- (b) is willing to devote the time necessary to fully discharge the responsibilities of a panel member;
- (c) is a board member, owner or the senior management employee (that is, one of the Chief Executive Officer, Executive Director, or equivalent) of a member in the division; and
- (d) has been approved for election as a panel member by the member referred to in paragraph (c).

9.06 Subject to the constitution, bylaws, directives of the board and rules of the association, each panel is responsible for:

- (a) identifying the labour relations and human resource interests of the members of the division and acting to avoid or resolve conflicts with respect to those interests among members in the division;
- (b) determining the collective bargaining objectives and goals that apply to the division, within the parameters established by the board;
- (c) advising the board on the effectiveness of services provided by the association to members in the division, and reporting any conclusions or recommendations to the chief executive officer and the board;
- (d) establishing financial policies and operational policies for the panel;
- (e) maintaining financial and other records as may be required by board policy, and providing copies of those records to the board;
- (f) assisting the board to develop human resource analyses and strategies that affect the division; and
- (g) assisting the board in carrying out its responsibilities and in promoting the decisions and policies of the board to the division.

9.07 If necessary in order to pay the reasonable expenses of a panel:

- (a) the panel may establish a fee or levy on members of the division, provided that no member is required to pay more than six dollars per FTE per year; or
- (b) the division's members may establish such fee or levy as they see fit, by resolution at the division's session during the AGM, and the Schedule applies to the vote.

9.08 Each panel must elect a chair, vice-chair and treasurer, as necessary, from amongst the panel members and may regulate its meetings as it sees fit.

Article 10: Bargaining Agency

- 10.01 The association is the bargaining agent for the members.
- 10.02 Each member agrees with each other member and with the association that it will not do or omit to do any act or thing which would be or constitute a breach of this [article section](#) and agrees that the obligations in this [article section](#) are enforceable against it by injunction at the instance of the association or any other member.
- 10.03 A member must not communicate with any union or association of unions that is the certified bargaining agent for the employees of any member in relation to any matter for which the association is the bargaining agent, except as provided for in the bylaws or as may be permitted by the board.
- 10.04 (1) The board may delegate to a committee, a member, or to a panel or group of members the right to negotiate all or part of a collective agreement and the right to interpret provisions and resolve disputes with respect to a collective agreement.
- (2) Where the board delegates these rights, it may prescribe directions or conditions, including (without limitation) a requirement for board ratification.
- (3) The board may withdraw the delegation or amend a direction or condition at any time.
- (4) During a strike or lockout, the board may require a member affected by the strike or lockout to take any action that, in the sole discretion of the board, is required in order to promote the members' interests in the outcome of the strike or lockout.
- 10.05 The chief executive officer must appoint the chief spokespersons for all collective bargaining - whether the bargaining is conducted on behalf of a member, a division or other group of members, or the entire membership - and the chief executive officer may assign other staff resources to bargaining committees as he/she determines appropriate.

Article 11: Financial Administration

- 11.01 The funds and other assets of the association must be used for carrying out the purposes of the association in accordance with the constitution and bylaws.
- 11.02 The association is a reporting society.
- 11.03 (1) The association must comply with the provisions of Parts 3 and 4 of the *Societies Act* with respect to accounting records, inspection by members and financial statements.
- (2) The association must maintain an accounting system in accordance with generally accepted accounting principles.
- (3) All records and accounts must be open for inspection of the Auditor General and the Comptroller General.

- 11.04 The fiscal year end of the association is March 31.
- 11.05 (1) The board must adopt an annual budget before September 15 of each year to which the budget applies.
- (2) Each budget must set out all of the revenue the board anticipates that the association will receive in the current fiscal year, and any surplus accumulated from preceding years.
- (3) Each budget must set out all of the expenses the board anticipates that the association will incur in the current fiscal year.
- 11.06 (1) The association must comply with Part 9 of the *Societies Act*.
- (2) An individual must not be appointed auditor for more than five consecutive years.
- 11.07 (1) With the prior approval of the Minister of Finance and Corporate Relations, the board, on behalf of the association, may enter into agreements to borrow and repay money.
- (2) The board must not issue a debenture without approval of a general meeting by special resolution.
- (3) A general meeting may further restrict the borrowing powers of the board by special resolution, but the restriction expires at the next AGM.

Article 12: Notices

- 12.01 In this section, “notice” includes notices of meetings, ballots and other documents exchanged between the association and its members.
- 12.02 Notices required by or given in accordance with these bylaws must be given in accordance with this section.
- 12.03 A notice may be given by personal delivery, mail, facsimile or electronically, and where mailed, must be addressed to the member’s address in the register or to the address of the head office of the association as the case may be.
- 12.04 Where notice is given by mail, it is deemed to be received on the fourth day, excluding Saturday, Sunday and holidays. Where notice is given electronically or by fax, it is deemed to be received within 24 hours of the time sent, excluding Saturday, Sunday and holidays.
- 12.05 A notarized statement by the chair, vice chair or chief executive officer that a notice was addressed in accordance with section 12.03 and that it was mailed, sent electronically or faxed on a certain date is conclusive evidence of those facts.

Article 13: Voting

- 13.01 Where a member is entitled to vote, every member has one vote except where it is stated that the Schedule applies.

- 13.02 Where the bylaws refer to a special resolution, the resolution requires for approval:
- (a) at a general meeting, a majority of not less than 75% of the votes cast; or
 - (b) in a vote conducted by mailed ballot, except a ratification vote, a majority of not less than 75% of the votes cast.
- 13.03 (1) A member is entitled to vote at general meetings, including sessions of the division to which the member belongs, in accordance with this section.
- (2) Unless a ballot is demanded by a member, voting must be by show of hands.
- (3) Where any member requests before a vote on a resolution that the vote be taken by ballot, the vote must be taken by ballot. Where a vote's outcome cannot be conclusively determined by a show of hands at a general meeting, the chair may direct that voting occur by ballot by members in attendance at the meeting.
- 13.04 (1) Each member voting in an election must vote for the same number of candidates as there are positions to be filled by the election, or the ballot is spoiled.
- (2) Where there are more candidates than there are positions to be filled by the election, the positions are filled by the candidates who receive the most votes, whether or not those candidates receive 50% of the votes cast.
- (3) If the vacant position cannot be filled through election or acclamation, then it shall be filled through the process outlined in subsection 13.04(2).
- (4) An election must be by ballot except in case of acclamation.
- (5) Schedule 1 applies to voting in an election.
- 13.05 The following paragraphs govern ratification of proposed collective agreements:
- (a) only members who would be bound by the agreement if ratified are entitled to vote on it, subject to subsection (d);
 - (b) the Schedule 1 applies;
 - (c) if more than 50% of the votes cast are in favour of ratification, the proposed agreement is ratified by the members subject to subsection (d); and
 - (d) where the board has determined that it must also ratify a proposed agreement, the agreement is subject to board ratification.
- 13.06 (1) In a vote conducted by mail, the board must provide notice in accordance with Article 12 to all members entitled to vote, and in this section "mail" includes personal delivery, facsimile and electronically.

- (2) In order to be counted in a vote conducted by mail, the ballot must be received at the head office of the association not later than 5:00 p.m. local time in Vancouver on the date established by the board and communicated to the members at or before the members' receipt of the ballot.
- (3) The accidental omission to give a ballot to a member entitled to receive one or the non-receipt of a ballot given to a member does not invalidate the outcome of the vote.

13.07 No staff person including the chief executive officer is entitled to vote at any board, panel or committee meeting.

Article 14: Proceedings Against Members of the Association

14.01 (1) In addition to any other powers the board has under the *Societies Act*, the *Public Sector Employers Act* or these bylaws, the board may take action against a member if the member acts in a manner that is contrary to the constitution and bylaws of the association or has otherwise acted in a manner detrimental to the interests of the association.

(2) If the board has reason to believe that a member may have given reason for action under subsection (1), the board must investigate the reason for concern and must provide the member with an opportunity to respond in accordance with the principles of natural justice.

(3) Where the board is satisfied that the member has acted in a manner contrary to the member's obligations set out in subsection (1), the board may do one or more of the following:

- (a) issue a warning to the member;
- (b) impose a fine on the member;
- (c) bar the member or the member's representative from meetings or membership on committees;
- (d) determine that the member is not in good standing for the period the board considers appropriate; or
- (e) advise any ministry or authority responsible for a member's service contract that the member is not in good standing

and the board must give written reasons for any action taken under this subsection.

(4) Where the board has taken action against a member under this section, the member may appeal the board's decision by submitting the dispute to the process established under the *Commercial Arbitration Act*.

- (5) The association may take the action it considers appropriate to collect any fine imposed under this section including, without limitation, bringing an action in a court of competent jurisdiction to recover the debt.
- 14.02 (1) Where a member believes that the association has been arbitrary, discriminatory or has acted in bad faith in the representation of the member, the member may seek a remedy by way of an application to the board.
- (2) Where the board receives an application under subsection (1), it must investigate the member's concern and, unless the matter is resolved, the board must set up a process to adjudicate the issue in a fair and timely manner.
- (3) If either the member or the board is dissatisfied with the result of the adjudication pursuant to subsection (2), the member or the board may refer the dispute to the arbitration process established in the *Commercial Arbitration Act*.
- (4) A member must not take any legal action against the association except as provided by this section.

Article 15: Schedules

15.01 The Schedules appended to these bylaws form part of the bylaws for all purposes.

Article 16: Amendment of Constitution and Bylaws

16.01 Subject to the consent of the Minister responsible for the Public Sector Employers' Council, the association may amend the constitution and the bylaws by special resolution at a general meeting.

Schedule 1

1. For purposes of ratification of a collective agreement, “FTEs” means the FTEs who would be bound by the proposed agreement.
2. For purposes of voting for panel members, “FTEs” means bargaining unit FTEs who are providing services within the jurisdiction of a division.
3. For purposes of voting at AGMs, “FTEs” means bargaining unit FTEs.
4. For any ratification vote and election, the board must determine the number of FTEs for each member entitled to vote. The board may require members to provide information necessary for that purpose before a deadline established by the board. Where a member fails to provide the necessary information before the deadline, the board may deem the FTEs for that member to be less than 15, or more than 15 but not more than a number the board reasonably believes is the maximum number of the employer’s actual FTEs.
5. The board will determine the vote entitlement of the members entitled to vote according to the following table, where column A is the number of FTEs of a member, and column B is the number of votes to which the member is entitled.

Column A: FTEs	Column B: No. of Votes
Up to 15	1
15 to 49	2
50 to 99	3
100 to 149	4
150 to 249	5
250 to 349	6
350 to 449	7
450 and over.....	8

Amended Bylaws

Amendments in Red/Defeated Amendments in Blue

2018 October 8, AGM

Amended Bylaw 6.08

- 6.08 (1) Except for Board resolutions, a general meeting must not consider a resolution unless it was submitted in writing by a member or panel to the board 30 days or more before the commencement of the meeting.
- (2) Despite subsection (1), **an ordinary resolution submitted in writing to the chair of a general meeting by a panel or a member at the AGM may be considered; and if passed by the membership, will go to the next regular Board meeting for consideration.**

Amended Bylaw 7.05

- 7.05 The composition of the board of directors of the association is determined at an AGM as follows:
- (1) the community living members' panel may elect up to three directors;
 - (2) the aboriginal members' panel may elect up to two directors;
 - (3) the general members' panel may elect up to two directors;
 - (4) Community Living British Columbia may designate one director;
 - (5) the government may appoint up to three directors; and
 - (6) **the board will provide the divisional chairs, prior to the AGM, with the board policy with the information on the desired mix of skills and experience to be an effective board member.**

Bylaw 7.10 – Amendments Defeated, no changes made. Proposed amendments in blue.

- 7.10 (1) The board must elect a chair, vice chair and a treasurer from amongst the directors.
- (2) **Despite subsection (1), before taking office the person elected as chair must be confirmed by the Minister.**
- (3) **The Minister may either confirm that person or appoint another person.**
- (4) **Where the Minister appoints another person to be chair, the Minister may appoint someone who is not a current director.**
- (5) **Where the Minister appoints someone to be chair who is not an employee of a CSSEA member, the Minister may require that CSSEA remunerate him or her in line with Treasury Board's Guidelines for Appointees to Ministry and Crown Agency Boards.**

- (6) Pending the Minister's confirmation of the person elected as the chair or the Minister's appointment of another, the incumbent chair remains in office.

Amended Bylaw 7.14

- 7.14 (1) The board must employ a person as the chief executive officer of the association, and determine his/her terms and conditions of employment.
- (2) Subject to board policy and directives, the chief executive officer must:
- (a) manage the association's general operation and administration;
 - (b) employ and retain such persons as are necessary for the proper administration and operation of the association and may delegate to them such of his or her duties and functions as he or she sees fit;
 - (c) ~~attend panel meetings;~~ the chief executive officer may attend panel, board and committee meetings with voice but no vote.

Amended Bylaws

Amendments in Red/Defeated Amendments in Blue

2023 October 25, AGM

Amended Bylaw 9.05

- 9.05 A person may be a panel member only if that person;
- (a) is not an employee in a bargaining unit of a member or a person otherwise directly affected by the results of the association's collective bargaining;
 - (b) is willing to devote the time necessary to fully discharge the responsibilities of a panel member;
 - (c) is a board member, owner or the senior management employee (that is, one of the Chief Executive Officer, Executive Director, or equivalent) of a member in the division; and
 - (d) has been approved for election as a panel member by the member referred to in paragraph (c).