

SOCIETIES ACT

THE ASSOCIATION OF BOOK PUBLISHERS OF BRITISH COLUMBIA

BYLAWS

ARTICLE 1: DEFINITIONS

1.1 In this bylaw and all other bylaws of the Association, unless the context otherwise specifies or requires:

(a) “Act” means the Societies Act of the Province of British Columbia, from time to time in force, and every statute that may amend or be substituted therefore and, in the case of such amendment or substitution, any references in the bylaws of the Association will be read as referring to the amended or substituted provisions therefor;

(b) “bylaw” means any bylaw of the Association from time to time in force and effect;

(c) “directors” means the directors of the Association for the time being;

(d) “book” means a non-periodical printed publication of at least 49 pages, excluding covers, in either a bound format or a recognized alternative format of similar length, with the exception of children’s books which must contain at least 24 pages;

(e) “publisher” means a corporation or other entity whose primary professional activity involves the selection, development, and independent editing of manuscripts or draft manuscripts; entering into contractual agreements with authors or copyright holders; publishing books under the publisher’s own imprint, in printed or other form; and assuming the risks associated with their selection, production, sales, and marketing.

1.2 The definitions in the Societies Act apply to these bylaws.

1.3 Words importing the singular number only will include the plural and vice-versa; words importing persons will include bodies corporate, corporations, companies, partnerships, syndicates, trusts, and any number of aggregate of persons.

The headings used in the bylaws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify, or explain the effect of any such terms or provisions.

ARTICLE 2: HEAD OFFICE AND RECORDS

2.1 Head office. The directors may from time to time, by resolution, fix the location of the head office of the Association within British Columbia.

2.2 Records. All Association books and records will be kept at the head office of the Association.

ARTICLE 3: MEMBERSHIP

3.1. Admission of members. Members will be admitted to membership in the Association from time to time by resolution of the directors, subject to the provisions of the following paragraphs. Each corporate member will designate an official representative to represent the member in the conduct of the affairs of the Association.

3.2 Classes of members. There will be two classes of members of the Association, namely active and associate members.

3.3 Active members. The directors will, upon application, admit as active members any persons who:

(a) are members of one of the following associations: the Association of Canadian Publishers, the Literary Press Group, l'Association nationale des éditeurs de livres, the Association of Canadian University Presses, or another bona fide Canadian national publishing association accepted by the board of the ABPBC at the time of application;

(b) have their chief office of business in British Columbia;

(c) are Canadian citizens, or landed immigrants who have held that status for not more than 4 years; or are corporations or partnerships who are at least 75% beneficially owned by Canadian citizens, or landed immigrants who have held that status for not more than four years; or are fully owned or controlled by institutions or associations chartered in Canada which are at least 75% controlled by persons who are Canadian citizens, or landed immigrants who have held that status for not more than four years;

(d) are effectively controlled as to their managerial, editorial, and financial decisions by persons who are residents in British Columbia and are Canadian citizens, or landed immigrants who have held that status for not more than four years;

(e) publish original Canadian books as a primary not an occasional or peripheral part of their business function;

(f) have been recommended for membership in the Association by at least two active members of the Association;

(g) have in print no fewer than 7 original Canadian titles, no more than 25% of which are authored by principals, directors, or employees of the applicant firm, and, with the exception of established book grants, no more than 25% of titles may be primarily funded or otherwise primarily underwritten by authors of third-parties;

(h) in the 12-month period prior to their application, and in each subsequent 12-month period, the member must have published no fewer than 2 new original Canadian titles. Those who fail to produce 2 books in the previous year may be given one 1 year of grace before they lose their active membership status; and

(i) subscribe to and are willing to work on behalf of the objectives of the Association as set forth in the constitution.

3.4 Failure to comply with the foregoing conditions will not exclude any applicant from becoming an active member if such applicant was an active or associate member of the B.C. Publishers Group on December 31st, 1977.

3.5 Active members will be entitled to vote at all meetings of the Association and will be entitled to one vote per member at all such meetings. They will be entitled to participate in any discussion regarding distribution of the property of the Association.

3.6 Associate members. Provided that the number of active members exceeds the total number of associate members, the directors may, upon application, admit as associate members any persons which either:

(a) meet the criteria set out in paragraph 3.3 except for conditions (a), (e), (g) and (h) thereof and for which publication of original Canadian books is an important part of their business function; and who have in print at least 2 Canadian titles published within the previous 3 years no more than 25% of which titles

may be written by the publisher, employee or member of the board; or

(b) was an associate member of the B.C. Publishers Group on December 31st, 1977; and

(c) who agree to move into active membership as soon as they become eligible for such status, and will abide by all bylaws of active members (3.3 inclusive).

3.7 Associate members will be entitled to attend meetings of the members of the Association but will not be entitled to vote.

3.8 Fees. The directors may from time to time fix annual dues or fees payable by the members according to a fee schedule which must be confirmed by a vote of the members at an annual or other general meeting of members. Membership fees are due and payable as specified in the fee schedule or as otherwise determined by the directors.

3.9 Resignation. Any member may resign from membership in the Association upon notice in writing to the secretary of the Association.

3.10 Termination of membership. The treasurer will notify the members of the dues or fees at any time payable by them and, if any are not paid within 180 days of the due date, the members in default will be deemed to have terminated their membership with the Association, but any such members may be reinstated as members by the directors upon payment of all unpaid dues or fees.

3.11 Disqualification from membership. If a question arises as to the continued qualification for membership of any person admitted to membership, the directors may instruct the secretary to write to such person advising them of the condition or conditions of eligibility at issue, and providing such person with an opportunity to make representations to the directors as to the compliance by that person with the said condition of eligibility. After consideration of such representations, if any, and any other evidence it may deem appropriate, the directors may at their discretion, if they are not satisfied that the condition of eligibility is met, declare that the person is no longer a member of the Association, or is a member of a different class, and such declaration will be final and conclusive. The secretary will so advise the person in writing and correct the membership records accordingly.

3.12 Forfeiture of interest. Any person who ceases to be a member of the Association by reason of resignation, disqualification, or otherwise will thereupon forfeit all right and claim to the return of any dues or additional assessments paid to the Association.

3.13 Suspension or expulsion. Where any member of the Association is alleged to have consistently engaged in any activity or course of conduct that is contrary to the objectives of the Association as set out in the constitution, the directors may at their discretion create a special committee to consider the allegations against such member. Where, after a fair hearing in which the member concerned has been given an opportunity to present evidence and make representations, the special committee recommends to the directors that the member be suspended or expelled, and this recommendation is confirmed by a resolution of directors approved by at least two-thirds of the votes cast, and confirmed by a special resolution of 2/3 members present at a special general meeting of members called for that purpose, the member will forthwith be suspended or expelled as the case may be. The secretary will so advise the person in writing and correct the membership records accordingly.

3.14 Amendment. Paragraphs 3.1, 3.2, 3.3, 3.4, 3.5 and 3.6 of this by-law will not be amended, repealed, or rescinded except by a by-law confirmed by a special resolution where at least three-quarters of the votes cast at a general meeting of the members duly called for that purpose.

ARTICLE 4: MEETINGS OF MEMBERS

4.1 Annual general meetings. The annual general meeting of the members will be held in British Columbia each year at a time and date set by the directors. At annual general meetings the directors will present a report of the Association's affairs as well as the auditor's report, and such other information or reports relating to the Association's affairs as is required by the Act and as the directors may determine.

4.2 Special general meetings. A special general meeting of the members of the Association may be called at any time by the directors or on a written requisition pursuant to the Act of sufficient members of the active members of the Association. In the event of a requisition, the procedures and time limits as set forth in the Act will be followed.

4.3 Notice. Notice stating the day, hour and place of the meeting and the general nature of the business to be transacted will be given to each member at least 14 days before the date of every meeting, provided always that a meeting of members may be held for any purpose at any date and time and at any place within British Columbia without notice if all the members are present in person or represented by proxy at the meeting and agree to the date of the meeting.

4.4 Omission of notice. The accidental omission to give notice of any meeting or the non-receipt of any notice by any member or members will not invalidate any resolution passed or any proceedings taken at any meeting of members.

4.5 Quorum. The presence of 7 active members will be a quorum of any meeting of members. No business will be transacted at any meeting unless the requisite quorum will be present at the commencement of such business, in which case the meeting will be adjourned. In the event that quorum is not present, the chairperson may adjourn the meeting to a fixed time, date, and location.

4.6 Chairperson. In the absence of the president or the first vice-president, the active members present shall choose another director to act as chairperson and, if no directors are present or if all the directors present decline to act as chairperson, the active members present shall choose one of the active members present to be chairperson.

4.7 Voting. Each active member will be entitled to one vote. The vote is to be exercised only by the official representative or a proxy for such member duly appointed in writing. Every question submitted to any meeting of members will be decided in the first instance by a majority of votes given on a show of hands. The chairperson does not vote, except in the event of a tie.

4.8 Proxy voting is permitted. A voting member may appoint another such member to act and vote as the member's proxy at a general meeting. A member must not hold more than 3 proxies. The instrument appointing a proxy must be in the following form, or in any other form that the Directors approve:

I, _____, of _____, hereby appoint _____, of _____, as my proxy to vote for me and on my behalf at the general meeting of the Association of Book Publishers of British Columbia on the day of _____, 20__ , and at any adjournment thereof.

Signed at this day of _____, 20__ .

A proxy must be received no fewer than 15 minutes before the time set for the start of a general meeting. A proxy is only valid for the meeting for which the proxy is given, and any adjournment of that meeting.

4.9 Special resolution. Where a special resolution of a meeting of the members of the Association is required, unless otherwise provided herein, a special resolution will require a majority of 2/3 of the members present at such meeting.

ARTICLE 5: DIRECTORS

5.1 Powers. The affairs of the Association will be managed by a board of directors which may exercise all such powers and do all such acts and things as may be exercised or done by the Association subject to:

- (a) all laws affecting the Association;
- (b) these bylaws; and
- (c) policies, not being inconsistent with these bylaws, which are made from time to time by the Association.

5.2 Number and composition of the board of directors. The number of directors must be at least 5 members, and will consist of the following persons, who, except for those designated under clause (c) below, will be elected at the annual general meeting:

- (a) the president, the first vice-president, the second vice-president, the secretary, and the treasurer;
- (b) at the discretion of the membership at each annual general meeting, up to 4 qualified members may be elected 'members at large';
- (c) the designated representative of any association of publishers recognized by the Association.

5.3 Vacancies. If a director resigns their office or otherwise ceases to hold office, the remaining directors may appoint a member to take the place of the former director. A director so appointed holds office only until the conclusion of the term of the director who resigned, or otherwise ceased to hold office.

5.4 Removal of director. The active members of the Association may, by resolution passed by at least two-thirds of the votes cast at a general meeting of where notice specifying the intention to pass such resolution has been given, remove any director before the expiration of their term of office and may, by a majority of the votes cast at such meeting, elect any person in their stead for the remainder of that director's term.

5.5 Remuneration of directors. No director shall be remunerated for being or acting as a director but a director may be reimbursed for expenses necessarily incurred while engaged in the affairs of the Association.

ARTICLE 6: MEETINGS OF DIRECTORS

6.1 Meetings. The directors will meet at least 4 times annually.

6.2 Place of meetings. Meetings of the directors and of the management committee may be held at any place within British Columbia.

6.3 Notice. A meeting of directors may be convened any time by the president or a vice-president or any 2 directors and the secretary.

Notice of any meeting of directors stating the day, hour, and place of meeting will be given to each member of the board of directors at least 5 business days before the meeting is to take place; provided always that meeting of the directors may be held at any time without formal notice if all the members of directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence. Notice of any meeting of any irregularity in any meeting or in the notice thereof may be waived by any member of directors and such waiver may be validly given either before or after the meeting to which such waiver relates.

If a meeting of the board of directors is held immediately after a new director has been elected at a general meeting or appointed to fill a vacancy on the board, the meeting can proceed without the new director receiving advance notice of the meeting providing that a quorum of directors is present.

6.4 Quorum of directors. A quorum of the board of directors will consist of a majority of the directors present where at least two are officers.

6.5 Recognized associations of publishers. Where a national, regional, or provincial group or association of publishers has been formed which supports the objectives of the Association and which entrenches such objectives in its constitution, the directors may recognize such association for the purposes of liaison with this Association. Any recognized association may attend meetings of the directors, but may not vote.

6.6 Minutes. At the start of each meeting someone will be appointed to take minutes of the meeting.

ARTICLE 7: NOMINATIONS

7.1 Nominating committee. At least 2 months prior to the annual general meeting of members of the Association, the directors will appoint a nominating committee to be made up of 3 or more members of the Association.

ARTICLE 8: OFFICERS

8.1 Election of officers. As provided in paragraph 5.2 the president, the first vice-president, the second vice-president, the secretary, and the treasurer will be elected at the annual general meeting. The offices of secretary and treasurer may, if so determined by the directors, be held by the same person.

8.2 Delegation of duties of officers. In case of the absence or inability to act of the president, vice-president or any other officer of the Association or for any other reason that directors may deem sufficient, the directors may delegate all or any of the powers of such officer to any other officer or to any director for the time being.

8.3 Members at large. Directors who are elected or appointed to positions on the board in addition to the positions described in these bylaws are elected or appointed as members at large.

8.4 Role of president. The president is responsible for supervising the other directors in the execution of their duties and for acting as chairperson of general meetings.

8.5 Role of vice-president. The vice-president is responsible for carrying out the duties of the president if the president is unable to act.

8.6 Role of secretary. The secretary is responsible for making the necessary arrangements for the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) keeping the records of the Association in accordance with the Act;
- (c) conducting the correspondence of the board;
- (d) filing the annual report of the Association and making any other filings with the registrar under the Act.

In the absence of the secretary from a meeting, the board will appoint another individual to act as secretary at the meeting.

8.7 Role of treasurer. The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) keeping accounting records in respect of the Association's financial transactions;
- (b) preparing the Association's financial statements and presenting them to the board;
- (c) making the Association's filings respecting taxes;

ARTICLE 9: FINANCE

9.1 Borrowing. For the purpose of carrying the objectives of the Association the directors may borrow or raise or secure the payment of money in such manner as they think fit, and such funds required by the Association will be disbursed at their discretion.

9.2 Indemnification of directors and officers. Subject to the provisions of the Societies Act, each director and each officer of the Association will be indemnified by the Association against all costs, charges, and expenses reasonably incurred in connection with any claim, action, suit or proceeding to which that person may be made a party by reason of being or having been a director or officer of the Association.

9.3 Indemnification of past directors and officers. To the extent permitted by the Societies Act, the Association will indemnify and hold harmless every person heretofore now or hereafter serving as a director or officer of the Association and that person's heirs and personal representative.

9.4 Advancement of expenses. To the extent permitted by the Societies Act, all costs, charges and expenses incurred by a director or officer with respect to any claim, action, suit or proceeding may be advanced by the Association prior to the final disposition thereof, in the discretion of the board, and upon receipt of an undertaking satisfactory in form and amount to the board by or on behalf of the recipient to repay such amount unless it is ultimately determined that the recipient is entitled to indemnification hereunder.

9.5 Approval of court and term of indemnification. The Association will apply to the court for any approval of the court which may be required to ensure that the indemnities herein are effective and enforceable. Each director and each officer of the Association on being elected or appointed will be deemed to have contracted with the Association upon the terms of the foregoing indemnities.

9.6 Indemnification not invalidated by non-compliance. The failure of a director or officer of the Association to comply with the provisions of the Societies Act, or of the constitution or these bylaws, will not invalidate any indemnity to which they are entitled under this part.

9.7 Purchase of insurance. The Association may purchase and maintain insurance for the benefit of any or all directors, officers, employees, or agents against personal liability incurred by any such person as a director, officer, employee, or agent.

ARTICLE 10: NOTICES

10.1 Service. Any notice to be given to any member, director, or auditor will be served either personally or by sending it by regular mail or electronically.

ARTICLE 11: AUDITOR

11.1 This section applies only where the Association is required or has resolved to have an auditor. The auditor will be appointed in a manner consistent with the Societies Act. No director and no employee of the Association will be auditor. The auditor may attend general meetings.

ARTICLE 12: ACCESS TO RECORDS

12.1 On being admitted to active membership, the Association will provide every member, without charge, a copy of the constitution and bylaws of the Association.

12.2 Any member may, without cost, inspect the following:

- (a) the Association's certificate of incorporation;
- (b) each certified copy, furnished to the Association by the registrar, of the following records:
 - (i) the constitution of the Association;
 - (ii) the bylaws of the Association;
 - (iii) the statement of directors and registered office of the Association;
- (c) each confirmation, other certificate or certified copy of a record furnished to the Association by the registrar, other than in response to a request;
- (d) a copy of each order made in respect of the Association by
 - (i) any court or tribunal, in Canada or elsewhere, or
 - (ii) federal, provincial or municipal government body, agency or official, including the registrar;
- (e) the Association's register of directors, including contact information provided by each director;
- (f) each written consent to act as director referred to in section 42 (4) (a) of the Societies Act and each written resignation of a director;
- (g) a copy of each record described in section 56 (3) (c) or 62 (3) (c) of the Societies Act evidencing a disclosure by a director or senior manager;
- (h) the Association's register of members, organized by different classes of member if different classes exist, including contact information provided by each member;
- (i) the minutes of each meeting of members, including the text of each resolution passed at the meeting;
- (j) a copy of each ordinary resolution or special resolution, other than a resolution included in the minutes referred to in paragraph (i), and, in the case of a resolution consented to in writing by the voting members, a copy of each of the consents to that resolution;
- (k) the financial statements of the Association required under section 35 of the Societies Act and the auditor's report, if any, on those financial statements.

12.3 The directors may restrict access to any other official records requested by a member, director, or

other person at their sole discretion.

12.4 These bylaws will not be altered or added to except by special resolution.

ARTICLE 13: OTHER PROVISIONS

13.1 The Association is a not-for-profit organization and is not to be carried on for profit or gain.

13.2 In the event of the Association being wound up or dissolved any net assets are to be distributed to one or more recognized not-for-profit organizations in Canada.

Approved by the membership on April 28, 2017