

RCBC**RECYCLING
COUNCIL OF
BRITISH
COLUMBIA**

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CONSTITUTION (Page 1 of 1)

- 1.0 The name of the Society is the Recycling Council of British Columbia, known hereafter as the Council.
- 2.0 The purposes of the Council are to:
 - 2.1 Maintain an association of groups and individuals interested in environmental sustainability, including waste management, recycling and pollution prevention in British Columbia and elsewhere.
 - 2.2 Promote solutions to waste management by the reduction, re-use, and recycling of waste materials.
 - 2.3 Promote solutions for environmental sustainability and pollution prevention by advocacy and education.
 - 2.4 Instigate effective environmental and waste management practices.
 - 2.5 Advocate the reduction of pre and post consumer waste.
 - 2.6 Investigate systems for the extraction and use of waste materials.
 - 2.7 Research markets for secondary resource materials.
 - 2.8 Seek domestic and industrial uses for secondary materials.
 - 2.9 Consult with government, industry, and others on initiatives for environmental sustainability including waste management, recycling and pollution prevention.
 - 2.10 Assist current, and promote new, waste reduction and environmental opportunities and endeavours in British Columbia and elsewhere.
 - 2.11 Recommend procedures compatible with environmental sustainability.
 - 2.12 Advise on fiscal, funding, and business systems to members.
 - 2.13 Provide information services.
 - 2.14 Communicate with organizations having similar purposes.
- 3.0 The Council shall conduct its affairs chiefly in the Province of British Columbia.
- 4.0 The Society shall be carried on without purpose of gain for its members, and any profits or other accretions to the Society shall be used in promoting the aims of the Society.
- 5.0 In the event of winding up or dissolution of the Society, any funds and assets of the Society remaining after satisfaction of its debts and liabilities, shall be given or transferred to such organization(s) promoting the same object of this Society, as may be determined by the members of the Society at the time of winding up or dissolution, but in the event that the foregoing provisions cannot be effected, then funds shall be given or transferred to some other organizations: provided that such organization(s) referred to in this paragraph shall be a charitable trust, recognized by the Department of National Revenue of Canada as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect.
- 6.0 Clauses 4.0 and 5.0 are unalterable in accordance with the B.C. Society Act.

BYLAWS (Page 1 of 3)

- 1.0 Membership and voting rights shall be granted to any Group or Individual agreeing to uphold the Constitution and comply with the Bylaws and, except for Honorary Members, having paid an annual membership fee.
 - 1.1.0 Following are the membership categories of the Council:
 - 1.1.1 Honorary. Individuals only, selected at the discretion of the Board in recognition of their service in promoting the goals and purposes of the Council.
 - 1.1.2 Individual. Any individual other than an individual involved in any way with a group.
 - 1.1.3 Not for profit societies, associations, hospitals, libraries, schools, colleges, universities, student associations and similar entities.
 - 1.1.4 Cities, towns, municipalities, villages, regional districts, provincial and federal ministries and agencies and similar government entities.
 - 1.1.5 For profit companies, corporations, businesses, industry associations, and similar entities.
 - 1.2 Membership in the Council shall commence immediately upon approval by the Board.
 - 1.3.0 Membership in the Council shall cease and/or members shall not be in good standing by reason of:
 - 1.3.1 Resignation.
 - 1.3.2 Non-payment of past dues prior to the Annual General Meeting.
 - 1.3.3 Expulsion, by resolution at any general meeting, after due notice has been given to all voting members, and the member has been given full right of hearing at a prior Board meeting.
 - 2.0 Meetings:
 - 2.1 Annual General Meeting of the Council shall be held in the spring.
 - 2.2 General Meetings of the Council may be held throughout the year.
 - 2.3 Special Meetings of the Council must be called by the Board upon written request of 10% of the voting members.
 - 2.4 Robert's Rules of Order shall govern conduct of all meetings.
 - 2.5 Members shall be given at least 30 days notice of a meeting, together with time, date, place, and an agenda.
 - 2.6 Passage of a resolution, at any meeting, shall require a two-thirds majority of voting members present.
 - 2.7.0 Quorums:
 - 2.7.1 At Annual, General and Special Meetings of the Council a quorum shall consist of the greater of 10, or 5% of members.
 - 2.7.2 At Board Meetings, a quorum shall consist of five members of the Board.
 - 2.8.0 Voting:
 - 2.8.1 At Council Meetings, each Member shall have one vote.
 - 2.8.2 All members may attend Council meetings and have the right to speak, but may do so at Board meetings by invitation only.
 - 2.8.3 At Board Meetings, each Board Member has one vote.
 - 2.8.4 At all meetings, proxy votes are not permitted.
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BYLAWS (continued page 2 of 3)

- 3.0.0 Officers, Directors, and the Board of Directors (Board):
- 3.1.0 The Offices and Directors shall:
- 3.1.1 Except for the Past Chair, be nominated after a notice requesting names and biographies is mailed to members 90 days prior to the Annual General Meeting. Each member shall be mailed a ballot listing the nominees at least 60 days prior to each Annual General Meeting, which may be returned by mail or fax 30 days prior to the Annual General Meeting.
- 3.1.2 Be elected for a two (2) year term. In even-numbered years, elections shall be held in the industry and government sectors, and in odd-numbered years, elections shall be held in the individuals and non-profit sectors.
- 3.1.3 Hold office until the installation of Officers and Directors at the subsequent Annual General meeting, according to bylaw 3.1.2.
- 3.1.4 Be elected from persons in any class of membership.
- 3.1.5 Serve without remuneration except for out of pocket expenses.
- 3.1.6 Be removed from office by a three-quarter vote of the Board for due cause, such as missing three (3) consecutive Board meetings, or for conduct prejudicial to the Constitution or Bylaws.
- 3.1.7 Consist of a minimum of three (3) and a maximum of three (3) Board members each from industry, governments, individuals, and non-profits and, in addition, consideration shall be given to geographic distribution for areas Vancouver Island, Lower Mainland, Southern Interior, and Northern for Board Members.
- 3.2.0 The Officers of the Council and their duties shall be:
- 3.2.1 Chair. Chairs all meetings of the Council and the Board. Be ex-officio, a member of all Committees. Co-ordinates the duties of the Officers, Directors, Committees and Staff.
- 3.2.2 Past Chair. Performs duties as directed by the Board.
- 3.2.3 Vice Chair. Acts in the absence of, or at the request of the Chair, and performs duties as directed by the Board.
- 3.2.4 Secretary. Records minutes of all Council and Board meetings. Conducts the correspondence of the Council. Issues notice of all meetings. Safeguards the non-fiscal records and documents of the Council.
- 3.2.5 Treasurer. Keeps, maintains, and safeguards the Council's financial accounts, books, and records. Renders financial statements for all meetings.
- 3.3.0 The Directors of the Council and their duties shall be:
- 3.3.1 Directors at Large: Elected to a maximum of 7 (seven) whom shall perform duties as directed by the Board.
- 3.4.0 The Board of Directors (Board) shall:
- 3.4.1 Be comprised of a maximum of 12 (twelve) Officers and Directors at Large as named in 3.2.1 to 3.2.5 and 3.3.1.
- 3.4.2 Have full authority to conduct all of the affairs of the Council.
- 3.4.3 Meet at least every three months.
- 3.4.4 Fill vacancies on the Board from members.
- 3.4.5 Appoint committees with terms of reference.
- 3.4.6 Establish Offices as required.
- 3.4.7 Set memberships and other fees, honorariums, salaries and grants.
- 3.4.8 Raise, borrow, loan and repay funds subject to the B.C. Society Act.

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- 3.4.9 Appoint each year, either an auditor, or two members, other than the Treasurer, to audit the accounts.
 - 3.4.10 Require, from each Director and/or committee Chair, a budget for approval, prior to expending funds.
 - 3.4.11 Delegate duties which from time to time may be required.
 - 3.4.12 Designate at least two signing Officers/Directors for all cheques.
 - 3.4.13 Appoint to the Board a non-voting Executive Director to whom duties may be delegated.
- 4.0 General:
- 4.1 Amendments to the Constitution and/or Bylaws must be submitted, in writing, to the Board for consideration.

Certified by the Registrar of Companies on August 28, 2012
