


CAROL PREST

Society Incorporation Number S0051769

BYLAWS

Part 1 - Interpretation

1.1 In the constitution and the bylaws:

a) "Act" means the Societies Act, and "Regulations" means any regulations enacted pursuant to the Act,

b) "ADP Panelist" means a Professional ADP Panelist or Neighbourhood ADP Panelist,

c) "Advisory Design Panel" or "ADP" means the panel established by the Official Community Plan,

d) "AGM" means an annual general meeting, e) "Area A" means the neighbourhood within the UEL that is bordered by Chancellor Boulevard, Acadia Road, University Boulevard and Wesbrook Mall,

f) "Area B" means the neighbourhood within the UEL that lies between Chancellor Boulevard and Northwest Marine Drive,

g) "Area C" means the neighbourhood within the UEL that lies between Blanca Street, 6th Avenue, Tasmania Crescent and College Highroad,

h) "Area D" means the neighbourhood within the UEL that is bordered by University Boulevard, Agronomy, Toronto and Ortona Roads, and Wesbrook Mall,

i) "Board" or "Board of Directors" means the directors of the Council for the time being, acting as a body,

j) "Council" means University Endowment Lands Community Advisory Council,

k) "Council Election" means an election for the Council and for Neighbourhood ADP Panelists which takes place in conjunction with municipal elections pursuant to the Local Government Act,

l) "director" means a director of the Council,

m) "Elector" means a person who owns property or resides in the UEL and is an "elector" as defined in the Local Government Act,

n) "general meeting" includes an AGM and a special general meeting,

o) "Local Government Act" means the Local Government Act, R.S.B.C. 1996, c. 323, as amended from time to time,

- p) "Manager" means the administrator of the UEL appointed pursuant to the University Endowment Land Act,
- q) "Member" means a member of the Council,
- r) "Minister" means that Minister of the Government of British Columbia who is responsible for the administration of the University Endowment Land Act,
- s) "Neighbourhood" means one of Areas A, B, C or D,
- t) "Neighbourhood ADP Panelist" means a person elected or appointed to the Advisory Design Panel, Filed Date and Time: July 17, 2018 04:57 PM Pacific Time Society Incorporation Number: S0051769 2
- u) "Official Community Plan" means the Official Community Plan of the UEL pursuant to the Local Government Act, as amended from time to time,
- v) "Professional ADP Panelist" means a person appointed to the Advisory Design Panel,
- w) "registered address" means a Member's address as recorded in the register of Members,
- x) "Resident Elector" means a person who has been a resident of the UEL and is a "resident elector" as defined in the Local Government Act,
- y) "University Endowment Land Act" means the University Endowment Land Act, R.S.B.C. 1996, c. 469, as amended from time to time,
- z) "University Endowment Lands" or "UEL" means the area defined in the University Endowment Land Act,
- aa) "constitution", "bylaws", "register of members", "special resolution" and "ordinary resolution" have the meaning given to them in the Act,
- bb) "written" means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, and fax, and
- cc) the singular includes the plural and vice versa.
- dd) "Community Charter" refers to the Community Charter [SBC 2003] CHAPTER 26, as amended from time to time.

1.2

- 1) The definitions in the Act on the date these bylaws become effective apply to these bylaws.
- 2) if there is a conflict between the bylaws and the Act or the Regulations, the Act or the Regulations, as the case may be, prevail.

1.3 The Council must on request provide a Member a copy of the current constitution and bylaws, without charge.

1.4 The constitution and bylaws can only be altered by special resolution.

1.5 The Council must not distribute any of its money or other property except as permitted by the Act.

1.6 The Council shall be Carried on without purpose of gain for its' Directors profits and any profits or other accretions to the Council shall be used in promoting its purposed save for the stipend referred to in Section 6.7 (2).

Part 2 - Membership

2.1 The Members of the Council are the applicants for incorporation and those persons who subsequently become Members in accordance with the bylaws and who, in either case, have not ceased to be Members.

2.2

1) There must be seven Members.

2) The Members must be elected at each Council Election.

3) A Member must own property or reside in the Neighbourhood represented by that Member.

4) Every Resident Elector has the rights to:

a) stand for election to become a Member representing the Neighbourhood in which the Elector resides or owns property, and

b) vote in each Council Election.

5) Members must be elected as follows:

a) Area A – two Members,

b) Area B – one Member,

c) Area C – one Member, and

d) Area D – three Members.

6) The normal term of a Member begins at the conclusion of the Council Election at which the Member is elected, and ends at the conclusion of the next following Council Election.

7) A Member may be re-elected.

2.3

1) Membership is not transferable.

2) There must not be any membership dues or fees.

2.4 Every Member and director must uphold the constitution, and must comply with:

- a) the Act,
- b) the bylaws,
- c) any rules, regulations and policies made by the Council, and
- d) any rules of order governing the conduct of general meetings and of meetings of the Board.

2.5 A Member ceases to be a Member on:

- a) the end of the Member's term pursuant to bylaw 2.2 (7), unless the person is reelected,
- b) having been a Member not in good standing for 30 days,
- c) ceasing to own property or reside in the Neighbourhood represented by that Member,
- d) failing to attend three consecutive meetings of the Board without the consent of the Board, which consent must not be unreasonably withheld,
- e) ceasing to be a director,
- f) being expelled,
- g) delivering a written resignation to the Council, or
- h) death.

2.6 A Member becomes a Member not in good standing on:

- a) failing to pay a debt due and owing to the Council, or
- b) being declared to be not in good standing by the Board for actions substantially contrary to the interests of the Council

2.7

- 1) A Member may be expelled by special resolution.
- 2) A notice of a special resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsions.
- 3) A Member who is the subject of a proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

2.8

- 1) If at the conclusion of a Council Election fewer Members than are required pursuant to bylaw 2.2 (5) have been elected to represent a Neighbourhood, or if, at any time between Council Elections, a Member ceases to be a Member, the Board may appoint a Member to fill the vacancy, but such a Member must be an Elector in that Neighbourhood.
- 2) The term of office of a Member appointed pursuant to bylaw 2.8 (1) ends at the conclusion of the next following Council Election, but such a Member may be re-elected.

Part 3 - Meetings of Members

3.1

- 1) General meetings must be held at the time and place, in accordance with the Act and the bylaws, that the Board determines.

2) An AGM must be held once in every calendar year. 3) Every general meeting, other than an AGM, is a special general meeting.

3.2

- 1) The Board may when it thinks fit convene a special general meeting.
- 2) The Members may requisition a general meeting pursuant to the Act.

3.3

The board may make an audio or video recording of its' regular monthly CAC special meetings open to electors and preserve them for at least three (3) years with the exception of reasonable requests to be decided by the Board's discretion by Special Resolution.

Part 4 - Notice to Members

4.1

- 1) Notice of a general meeting must:
 - a) specify the place, day and hour of the meeting,
 - b) include the text of any special resolution to be proposed at the meeting, and
 - c) state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a Member receiving the notice to form a reasoned judgment concerning that business, and
 - d) be sent to all Members not fewer than 14 days but not greater than 60 days before the meeting.
- 2) The accidental omission to send notice of a general meeting to a Member, or the nonreceipt of notice by a Member, does not invalidate any proceedings at that meeting.

4.2

- 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 any.
- 2) No other person is entitled to receive a notice of general meeting.

4.3

A notice may be given to a Member either personally, by mail, by e-mail or by other electronic means to the Member at the Member's address or e-mail address, as shown in the register of members.

4.4

- 1) A notice sent by mail from the Council's office is deemed to have been received two days after being mailed.

2) A notice sent by e-mail or other electronic means is deemed to have been received 24 hours after being sent.

4.5 A Member must promptly and in writing notify the Council of any change in the Member's name, address, e-mail address, or telephone number.

Part 5 - Proceedings at General Meetings

5.1

1) The business at an AGM is to:

- a) elect a chair, if required,
- b) determine that there is quorum,
- c) adopt rules of order,
- d) approve the agenda,
- e) consider the minutes of the last AGM and any intervening general meetings,
- f) consider the report of the Board on its activities and decisions since the last AGM,
- g) receive the financial statements for the previous financial year, and the auditor's report (if any) on them,
- h) appoint an auditor, if any,
- i) business arising out of the financial statements, the auditor's report, the report of the Board, and any matter about which notice has been given in the notice of the meeting,
- j) special resolutions, if any, of which notice has been given as required by the Act and the bylaws,
- k) any Members' proposals pursuant to section 81 of the Act, and
- l) adjourn.

2) The financial statements presented to an AGM must comply with the Act.

3) The business at a special general meeting is limited to:

- a) adopting rules of order,
- b) that set out in a requisition pursuant to bylaw 3.2, if applicable, and
- c) that determined by the Board pursuant to bylaw 3.2.

5.2

1) Quorum at a general meeting is four Members present at all times.

2) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time unless a quorum of voting Members is present.

3) If at any time during a general meeting there ceases to be a quorum of voting Members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4) A person who is entitled to participate in a general meeting may do so by telephone or other communications medium if all of the persons participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each

other. The Council is not obligated to take any action to facilitate the use any communications medium at a general meeting.

5.3 If within 30 minutes from the time set for holding a general meeting a quorum of Members is not present:

a) in the case of a meeting convened on a requisition of Members, the meeting is terminated, and b) in any other case, the meeting stands adjourned to a time and place determined by the Board but not more than 14 days later, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time set for meeting, the voting Members who are present constitute a quorum for that meeting.

5.4

- 1) A general meeting can only be adjourned by ordinary resolution.
- 2) A general meeting may be adjourned from time to time and from place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 3) When a general meeting is adjourned for thirty days or more, notice of the adjourned meeting must be given as for the original meeting.
- 4) 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.

5.5

- 1) The President must chair each general meeting.
- 2) If the President is not present within 15 minutes after the time set for a meeting, or is unable or unwilling to act as chair, the Vice-President must act as President.
- 3) If neither the President nor the Vice-President is present, willing or able to act as chair, the directors who are present must elect one of the directors to be chair.

5.6

- 1) In the case of an equality of votes at a general meeting, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a Member, and the resolution fails.
- 2) A resolution proposed at a general meeting must be seconded, and the chair may move or propose a resolution.

5.7

- 1) Each Member in good standing is a voting member, and has the right to one vote at a general meeting.
- 2) A question, resolution, or motion arising at a general meeting must be decided by ordinary resolution, unless it must pursuant to the Act or bylaws be decided by special resolution, or is another resolution having a higher voting threshold than that of an ordinary resolution.

- 3) Voting must be by show of hands, except when a secret ballot is required by: a) the bylaws or Act, b) ruling of the chair, or c) ordinary resolution, voting on which must be by show of hands.
- 4) The chair must announce the outcome of each vote, which must be recorded in the minutes of the meeting.
- 5) All Members have the right to notice of, to attend and to speak at general meetings. A Member who is not in good standing cannot vote.
- 6) Proxy voting is prohibited.

5.8

- 1) Any Member or Elector may attend an AGM.
- 2) A person who is not a Member or Elector can only attend a general meeting other than an AGM if the Board permits that person to attend.
- 3) The minutes of a general meeting must be available at the Council's business office and posted to its website, and provided by such other means as the Board may determine.
- 4) The Board may in its discretion give notice of a general meeting by posting such notice to the website of the Council or by other electronic means, in public places in the UEL, in a newspaper that is distributed at least weekly in the UEL, or such other means as it deems fit.

5.9 Subject to the Act and the bylaws, a general meeting may adopt rules of order, but if it does not do so, then the most recent edition of Robert's Rules of Order must be used.

Part 6 - Board of Directors

6.1 Subject to the Act, the Regulations, the constitution and the bylaws, the Board must manage, or supervise the management of, the activities and internal affairs of the Council.

6.2

- 1) A director must, when exercising the powers and performing the functions of a director:
 - a) act honestly and in good faith with a view to the best interests of the Council,
 - b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances,
 - c) act in accordance with the Act and Regulations, and d) subject to paragraphs (a) to (c), act in accordance with the bylaws.
- 2) Without limiting subsection (1), a director, when exercising the powers and performing the functions of a director, must act with a view to the purposes of the Council.
- 3) This section is in addition to, and not in derogation of, any enactment or rule of law or equity relating to the duties or liabilities of directors of a Council.
- 4) Nothing in a contract or the bylaws relieves a director from
 - a) the duty to act in accordance with this Act and the Regulations, or

b) liability that, by any enactment or rule of law or equity, would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the Council.

6.3

- 1) There must be seven directors.
- 2) A person becomes a director on being elected as a Member, and ceases being a director on ceasing to be a Member.
- 3) A director must:
 - a) be qualified to be a director pursuant to section 44 of the Act,
 - b) be 18 years of age or older, and
 - c) consent to the election, in writing or in person.
- 4) The terms of the directors are as set out in Part 2.

6.4 A director ceases to be a director on ceasing to be a Member pursuant to bylaw 2.5.

6.5 No act or proceeding of the Board is invalid only by reason that there are fewer than seven directors.

6.6 The Members may, by special resolution, remove a director before the expiration of the director's term of office, and may elect a successor to complete the term of office.

6.7

- 1) A Director will be reimbursed for all expenses reasonably and necessarily incurred while engaged in the affairs of the Council.
- 2) That a monthly stipend be paid to each Director with an additional monthly stipend paid to the Chair adjusted annually at the rate of the consumer price index as set out by the Inflation Calculator – Bank of Canada, with the approval of our governing bodies.

6.8 A director and the Manager must comply with the provisions of the Act with regard to disclosure and to conflicts of interest.

6.9

- 1) A director must not be an employee or contractor of the Council for one year after ceasing to be a director.
- 2) An employee or contractor of the Council must not be a director for one year after ceasing to be an employee or contractor.

Part 7 - Proceedings of the Board

7.1

1) The Board may meet together at the places it thinks fit to dispatch business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit.

2) Quorum at a meeting of the Board is a simple majority of the directors then in office, but must not be fewer than three.

3) A meeting of the Board may be called by:

a) the President, or

b) any three directors, or

c) resolution of the Board.

4) Notice of a meeting of the Board is sufficient if properly addressed to every director, and sent by Canada Post or e-mail. Except where notice is waived by all directors, notice of a meeting of the Board must be given not fewer than 48 hours before the meeting.

5) The accidental omission to give notice of a meeting of the Board to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at that meeting.

7.2 When a meeting of the Board is held immediately following the election or appointment of a director or directors, it is not necessary to give notice of the meeting to the new directors for the meeting to be constituted, if a quorum is present.

7.3 A director may waive in writing notice of any meeting or meetings of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn:

a) no notice of meetings of the Board need be sent to that director, and

b) all meetings of the Board, notice of which have not been given to that director are, if a quorum is present, deemed to be valid and effective.

7.4

1) Except where otherwise required, a question arising at a meeting of the Board or a committee must be decided by a majority of votes.

2) A resolution proposed at a meeting of the Board or a committee need not be seconded, and the chair of such a meeting may move or propose a resolution.

3) In the case of an equality of votes at a meeting of the Board or a committee, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a Member, and the motion or resolution is defeated.

7.5 A resolution in writing, signed by all the directors, is as valid and effective as if regularly passed at a Directors' meeting.

7.6

1) The Board may as it thinks fit delegate any, but not all, of its powers to a committee, and appoint the members and chair of the committee.

2) The Board must by resolution determine the names, chair, members, authority and responsibilities of a committee.

3) A committee must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of its powers to the next following meeting of the Board.

7.7 Subject to the Act and the bylaws, the Board may adopt rules of order, but if it does not do so then the most recent edition of Robert's Rules of Order must be used.

7.8 If a society has fewer voting Directors than the quorum provides for in the bylaws, the quorum for the transaction of business is all of the voting Directors.

Part 8 - Officers

8.1

1) The Board must at its first meeting following each Council election elect from amongst the directors a President, a Vice-President, a Secretary and a Treasurer, who are the elected officers, and may elect or appoint such other officers as it deems necessary.

2) The Board may:

- a) dismiss an elected officer at any time, and elect another director to take that person's place, and
- b) elect a director to take the place of an elected officer who has ceased to hold office for any reason.

3) An elected officer ceases to be an elected officer on:

- a) ceasing to be a director,
- b) being dismissed pursuant to bylaw 8.1 (2)(a), or
- c) resigning in writing.

8.2 The President:

- a) must supervise the other officers in the execution of their duties,
- b) must chair all meetings of the Board and all general meetings, and c) has the powers and duties generally pertaining to the office of President, subject to resolution of the Board.

8.3 In the absence or inability of the President, the Vice-President must perform the duties of the President.

8.4 The Secretary is responsible for doing, or making the necessary arrangements for:

- a) issuing notices and taking minutes of general meetings and Board meetings,
- b) keeping the records and documents of the Council in accordance with the Act,
- c) conducting the correspondence of the Council, and d) filing the annual report and making any other filings with the Registrar pursuant to the Act.

8.5 In the absence of the Secretary from a meeting, the Board must appoint another individual to act as Secretary.

8.6 The Treasurer is responsible for doing, or making the necessary arrangements for:

- a) receiving and banking all monies received by the Council,
- b) keeping accounting records in respect of the Council's financial transactions,
- c) preparing the Council's financial statements, and
- d) making the Council's filings with respect to taxes.

8.7 The offices of the Secretary and Treasurer may be held by one person, titled the Secretary-Treasurer.

Part 9 - Financial

9.1

- 1) The Council may by resolution of the Board borrow money, and issue bonds, debentures, notes or other evidence of debt obligations.
- 2) A resolution of the Board to borrow money must be approved by a special resolution of which not fewer than five Members are in favour, before any money can be borrowed or any security provided.

9.2 The Board must only invest the funds of the Council in investments in which a prudent investor might invest.

9.3

- 1) A Member may without charge inspect a record that the Council is required to keep pursuant to section 20 of the Act.
- 2) The Board may by resolution restrict the Members' rights to inspect the register of members, pursuant to section 25 of the Act.
- 3) A director may without charge inspect a record of the Council that the Council is required to keep pursuant to section 20 of the Act.
- 4) A person other than a Member or director cannot inspect the records of the Council, except as required or permitted by resolution of the Board, the bylaws, the Act, or another statute.

9.4

- 1) The Board must determine, by resolution, the signing officers of the Council, and their authority.
- 2) The fiscal year of the Council ends on March 31st.
- 3) The Council must, on or before December 31st, submit a budget for the following fiscal year to the Manager. The Manager may approve the budget, or require that the Council amend it.

Part 10 - Auditor

10.1 This Part applies only where the Council is required or has resolved to have an auditor.

10.2 At each AGM the Council may appoint an auditor to hold office until the auditor is reelected or a successor is elected at the next AGM, and determine the terms of engagement of the auditor, including whether the auditor will perform an audit, a review engagement, or another form of review.

10.3 An auditor may be removed by ordinary resolution.

10.4 An auditor must be promptly informed in writing of appointment or removal.

10.5 The auditor may attend general meetings.

10.6 The Board must fill all vacancies arising in the office of auditor between AGMs.

Part 11 - Advisory Design Panel

11.1 The Board must:

- a) appoint Professional ADP Panelists pursuant to the Official Community Plan,
- b) appoint a qualified Elector to fill the position of a Neighbourhood ADP Panelist when that position is not filled at a Council Election, and
- c) appoint a qualified Elector to replace a Neighbourhood ADP Panelist who ceases to hold office before the end of that Panelist's term.

11.2 The Board may remove a Neighbourhood ADP Panelist for cause, and appoint a qualified Elector to take the place of that person.

11.3 The Board must take such other actions with respect to the Advisory Design Panel as are required of the Council by the Official Community Plan, and the Advisory Design Panel Terms of Reference pursuant to the Official Community Plan.

Part 12 - Duty to Identify and Deal with Conflicts of Interest

12.1

(1) A director must comply with all of the Sections and provisions in the British Columbia Community Charter as they apply to Conflicts of Interest.

(2) Disclosure of conflict This section applies to Council Directors in relation to

(a) Council meetings,

(b) Council committee meetings, and (c) meetings of any other UEL of government body as it relates to CAC, ADP or Community business.

(3) If a Council Director attending a meeting considers that he or she is not entitled to participate in the discussion of a matter, or to vote on a question in respect of a matter, because the Director has

(a) a direct or indirect pecuniary interest in the matter, or

(b) another interest in the matter that constitutes a conflict of interest, the Director must declare this and state in general terms the reason why the Director considers this to be the case.

(4) After making a declaration under subsection 12.1 (2), the Council Director must abstain from all Council votes, discussions and involvement in the matter

(5) As an exception to subsection 12.1 (3), if a Council Director has made a declaration under subsection 12.1 (2) and, after receiving legal advice on the issue, determines that he or she was wrong respecting his or her entitlement to participate in respect of the matter, the Director may (a) return to the meeting or attend another meeting of the same body, (b) withdraw the declaration by stating in general terms the basis on which the Director has determined that he or she is entitled to participate, and (c) after this, participate and vote in relation to the matter.

(6) For certainty, a Council Director who makes a statement under subsection 12.1 (4) remains subject to section 12.2 [*restrictions on participation if in conflict*].

(7) When a declaration under subsection (12.1 (2)) or a statement under subsection (12.1(4)) is made:

(a) the person recording the minutes of the meeting must record

(i) the Director's declaration or statement,

(ii) the reasons given for it, and

(iii) the time of the Director's departure from the meeting room and, if applicable, of the Director's return, and

(b) unless a statement is made under subsection (12.1 (4)), the person presiding at that meeting or any following meeting in respect of the matter must ensure that the Director is not present at any part of the meeting during which the matter is under consideration.

12.2 Restrictions on participation if in conflict:

(1) This section applies if a Council Director has a direct or indirect pecuniary interest in a matter, whether or not the Director has made a declaration under section 12.1(2)

The Council Director must not

(a) remain or attend at any part of a meeting referred to in section 12.1 (1) during which the matter is under consideration,

(b) participate in any discussion of the matter at such a meeting,

(c) vote on a question in respect of the matter at such a meeting, or

(d) attempt in any way, whether before, during or after such a meeting, to influence the voting on any question in respect of the matter.

(3) A person who contravenes this section is disqualified from holding office as described in section

12.8 *[disqualification for contravening conflict rules]* unless the contravention was done inadvertently or because of an error in judgment made in good faith.

12.3 Restrictions on inside influence:

(1) A Council Director must not use his or her office to attempt to influence in any way a decision, recommendation or other action to be made or taken

(a) at a meeting referred to in section 12.1 (1) *[disclosure of conflict]*,

(b) by an officer or an employee of the UEL Office, or

(c) by a delegate under a delegation under Council authority; the ADP, if the Director has a direct or indirect pecuniary interest in the matter to which the decision, recommendation or other action relates.

(2) A person who contravenes this section is disqualified from holding office *[disqualification for contravening conflict rules]* unless the contravention was done inadvertently or because of an error in judgment made in good faith.

12.4 Restrictions on outside influence:

(1) In addition to the restriction under section 12.3, a Council Director must not use his or her office to attempt to influence in any way a decision, recommendation or action to be made or taken by any other person or body, if the Director has a direct or indirect pecuniary interest in the matter to which the decision, recommendation or other action relates.

(2) A person who contravenes this section is disqualified from holding office *[disqualification for contravening conflict rules]* unless the contravention was done inadvertently or because of an error in judgment made in good faith.

12.5 Exceptions from conflict restrictions:

(1) Sections 12.1 to 12.3 do not apply if one or more of the following circumstances applies:

(a) the pecuniary interest of the Council Director is a pecuniary interest in common with electors of the UEL generally;

(b) in the case of a matter that relates to a local service, the pecuniary interest of the Council Director is in common with other persons who are or would be liable for the local service tax;

(c) the matter relates to remuneration, expenses or benefits payable to one or more Council Directors in relation to their duties as Council Directors;

(d) the pecuniary interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Directors in relation to the matter;

(e) the pecuniary interest is of a nature prescribed by regulation.

(2) Despite sections 12.1 to 12.4, if a Council Director
(a) has a legal right to be heard in respect of a matter or to make representations to Council, and
(b) is restricted by one or more of those sections from exercising that right in relation to the matter,
the Council Director may by special resolution be allowed to appoint another person as a representative to exercise the Director's right on his or her behalf.

12.6 Restrictions on accepting gifts:

(1) A Council Director must not, directly or indirectly, accept a fee, gift or personal benefit that is connected with the Director's performance of the duties of office greater than \$250.00 in total annually.
(2) Subsection (1) does not apply to
(a) a gift or personal benefit that is received as an incident of the protocol or social obligations that normally accompany the responsibilities of office,
(b) compensation authorized by law, or
(c) a lawful contribution made to a Director who is a candidate for election to a local government.
(3) A person who contravenes this section is disqualified from holding office as described in section 108.1 [*disqualification for contravening conflict rules*] unless the contravention was done inadvertently or because of an error in judgment made in good faith.

12.7 Disclosure of gifts:

(1) This section applies if
(a) a Council Director receives a gift or personal benefit referred to in section 12.6 (2) (a) that exceeds \$250 in value, or
(b) the total value of such gifts and benefits, received directly or indirectly from one source in any 12-month period, exceeds \$250.

(2) In the circumstances described in subsection (1), the Council Director must notify the Directors, as soon as reasonably practicable, a disclosure statement indicating
(a) the nature of the gift or benefit,
(b) its source, including, if it is from a corporation, the full names and addresses of at least 2 individuals who are directors of the corporation,
(c) when it was received, and
(d) the circumstances under which it was given and accepted.

(3) A person who contravenes this section is disqualified from holding office as described in section 12.9 (1) [*disqualification for contravening conflict rules*] unless the contravention was done inadvertently or because of an error in judgment made in good faith.

12.8 Disclosure of contracts with Council Directors and former Council Directors:

(1) If the UEL enters into a contract in which
(a) a Council Director, or
(b) a person who was a Council Director at any time during the previous 6 months, has a direct or indirect

pecuniary interest, this must be reported as soon as reasonably practicable at a Council meeting that is open to the public.

(2) In addition to the obligation under section 12.1 [*disclosure of conflict*], a Council Director or former Council Director must advise the corporate officer, as soon as reasonably practicable, of any contracts that must be reported under subsection (1) in relation to that person.

(3) A person who contravenes subsection (2) is disqualified from holding office as described in section 12.10 [*disqualification for contravening conflict rules*] unless the contravention was done inadvertently or because of an error in judgment made in good faith.

12.9 Restrictions on use of insider information:

(1) A Council Director or former Council Director must not disclose or use information or a record that
(a) was obtained in the performance of the Director's office, and
(b) is not available to the general public.

(2) A person who contravenes this section is disqualified from holding office as described in section 12.10.1 [*disqualification for contravening conflict rules*] unless the contravention was done inadvertently or because of an error in judgment made in good faith.

12.10 Disqualification from office for contravening conflict rules:

(1) A person disqualified from holding office under this Division is disqualified from holding office on either
(a) the CAC
(b) on the ADP
until the next general local election.

12.11

(1) If a Council Director or former Council Director has
(a) contravened this Division, and
(b) realized financial gain in relation to that contravention,
the UEL office, Provincial Government or an elector may be able to apply to the Court for an order under this section.

Section 13 - Term Limits

13.1 Subject to bylaw 13.2, a director shall not be eligible for election as a Director for more than two (2) consecutive terms. Upon application, the Directors may by special resolution permit an elected director to seek re-election for one further term.

13.2 A partial term as a director served by a Director who has been elected or appointed to fill a vacancy which arose mid-term, shall not be counted as a term for the purposes of bylaw 13.1

14 - Oath of Office

14.1 Director must swear the Oath of Office, within 45 days after the date of taking office

14.2 If a UEL CAC Director referred to in subsection does not make the required oath or solemn affirmation of office within the time limit established by that subsection, the person is disqualified from being a Director of the CAC until the next election.

14.3 The Council has, by bylaw, established the oath or solemn affirmation of office for the purposes of this section as follows;

I,[name of person elected or appointed]....., do [swear] [solemnly affirm] that: I am qualified to hold the office of Director for the UEL Area ___ to which I have been [elected] [appointed]; I have not, by myself or any other person, knowingly contravened the any regulations or Acts respecting vote buying or intimidation in relation to my election to the office; [not applicable to persons who have been appointed]. I will faithfully perform the duties of my office, and will not allow any private interest to influence my conduct in public matters; as required by the Community Charter of British Columbia, I will disclose any direct or indirect pecuniary interest I have in a matter and will not participate in the discussion of the matter and will not vote in respect of the matter.

14.4 The oath or solemn affirmation of office must be made before a justice of the peace, or commissioner for taking affidavits for British Columbia, the corporate officer or the chief election officer.

14.5 The Council Director, the person must produce the completed oath or affirmation, or a certificate of it, to the corporate officer within 45 days of taking office and will be reimbursed for all costs to enact this Oath.