SOCIETIES ACT

BYLAWS
of
GREATER VICTORIA HARBOUR AUTHORITY

PART 1 – INTERPRETATION

1. (1) In these Bylaws, unless the context otherwise requires,

"**Board of Directors**" means the Board of Directors of the Society, comprising the individuals described in Part 5.

"**Chair**" means the Chair of the Board of Directors described in Bylaw 36.

"**Chief Executive Officer**" means the Chief Executive Officer of the Society described in Bylaw 45.

"**Person**" includes an individual, partnership, unincorporated association, body corporate, public body, municipality, regional district, trade union, trustee, executor, administrator or legal representative.

"**Registered Address**" of a Member means their address as recorded in the register of Members.

"**Society**" means Greater Victoria Harbour Authority.

"***Societies Act***" means the ***Societies Act*** of the Province of British Columbia from time to time in force and all amendments to it.

"**User of the Harbour**" means a person with a direct commercial use of the harbour.

(2) The definitions of the ***Societies Act*** on the date these Bylaws become effective apply to these Bylaws.

(3) If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

2. Words importing the singular include the plural and vice versa.

PART 2 – MEMBERSHIP

3. The Society includes both Voting Members and Non-Voting Members, collectively the "**Members**".

(1) The Voting Members of the Society shall be composed of:
- (a) The Corporation of the City of Victoria;
- (b) The Corporation of the Township of Esquimalt;
- (c) The Esquimalt Nation;
- (d) The Songhees Nation;

(e) The Victoria/Esquimalt Harbour Society;
(f) Greater Victoria Visitors and Convention Bureau doing business as Destination Greater Victoria;
(g) Greater Victoria Chamber of Commerce;
(h) The Capital Regional District; and
(i) Such additional Members as may apply for membership and be accepted by the Directors in accordance with Bylaw 7.

(2) In order to preserve the collective memory and knowledge of the Board, Directors who retire after serving two or more terms may be appointed as non-voting life members ("**Non-Voting Members**") by the Board. Non-Voting Members would be entitled to attend, but not vote, at meetings of the Members and may be invited to other events and discussions so that they may form, in a sense, a "council of elders".

4. For the purposes of a meeting of the Members, each Voting Member shall be represented by one (1) individual who shall be that Voting Member's chairperson or another individual belonging to that Voting Member who is chosen by that Voting Member (the "**Voting Member Representative**") and the individual Voting Member Representative may not be that Voting Member's Director.

5. A Voting Member Representative is entitled to speak and vote, and in all other respects exercise the rights of a Member, and that Representative shall be reckoned as a Member for all purposes with respect to a meeting of the Society.

6. Each Member shall uphold the Constitution and comply with the Bylaws of the Society.

7. The Board of Directors may by a resolution supported by 3/4 of the Directors present, determine to accept an applicant for membership to the Society as a Voting Member of the Society.

8. (1) A person shall cease to be a Member of the Society:

(a) by delivering their resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society;

(b) on their death or in the case of a corporation, on dissolution;

(c) on having been a Member not in good standing for 12 consecutive months;

(d) in the event that the Member no longer fulfills all of the criteria set out in these Bylaws; or

(e) upon being expelled by a resolution of the Board of Directors supported by all Directors other than the Director appointed by the Member in question.

(2) A resolution to expel a Member under Bylaw 8(1)(e) is subject to the following:

(a) notice of the proposed resolution must be sent to the affected Member not less than seven (7) days before the meeting at which the resolution is to be discussed; and

(b) before the resolution is voted on, the affected Member must be provided with a

reasonable opportunity to make representations to the Society respecting the proposed expulsion.

9. All Members are in good standing except a Member who has failed to pay a debt due and owing by it to the Society and the Member is not in good standing so long as the debt remains unpaid.

10. Private sector Voting Members must be incorporated bodies who meet the following criteria:

(a) directors of the incorporated body must be elected by their membership;

(b) membership must be open and available to all interested parties;

(c) the object of the incorporated body must be sufficiently broad to include a variety of interests but also can be clearly related to the Society and/or Society activities;

(d) the incorporation documents, membership lists, annual general reports, and financial statements of the incorporated body must be public information; and

(e) the incorporated body must be able to provide evidence that there is a reasonable expectation its membership and financial viability are sustainable in the long term.

PART 3 – MEETING OF MEMBERS

11. General meetings of the Society, including the Annual General Meeting shall be held at times and places, in accordance with the ***Societies Act***, that the Board of Directors decide.

12. The first Annual General Meeting of the Society shall be held not more than 6 months after the date of incorporation and after that an Annual General Meeting shall be held at least once in every calendar year.

13. Every meeting of the Members, other than an Annual General Meeting, is a general meeting.

14. An Annual General Meeting is deemed to have been held if:

(a) the matters that must, under the ***Societies Act*** or the Bylaws, be dealt with at that meeting, including the presentation of the financial statements and auditor's report, if any, to the Voting Members are dealt with in a resolution; and

(b) all of the Voting Members consent in writing to the resolution on or before the date by which the Annual General Meeting must be held.

15. The Board of Directors may, at any time, call a general meeting.

16. Notice of a general meeting shall specify the place, day and hour of meeting and in case of business other than ordinary business, the general nature of that business.

17. At a general meeting, the following business is ordinary business:

(a) calling the meeting to order;

(b) adoption of rules of order;

(c) approving the minutes of the last general meeting;

(d) consideration of any financial statements of the Society presented to the meeting;

(e) consideration of the reports, if any, of the Directors or auditor;

(f) appointment of an auditor, if any;

(g) adjourning the meeting; and

(h) business arising out of a report of the Directors not requiring the passing of a special resolution.

18. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the Members entitled to receive notice does not invalidate proceedings at that meeting.

19. General meetings will be open to the public, except for those parts of the meeting where the issue to be dealt with pertains to property matters, legal advice, contract negotiations, or personnel matters.

PART 4 – PROCEEDINGS AT GENERAL MEETINGS

20. (1) No business, other than the election of a Chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(3) The necessary quorum will from time to time be determined by the Voting Members, and if not so determined will be a majority of the Voting Member Representatives then appointed, but a quorum must not consist of fewer than three Voting Member Representatives.

21. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of Voting Members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Voting Member Representatives present constitute a quorum.

22. A Member Representative may participate in a meeting of the Board of Member Representatives by means of conference telephone or other communications facility by means of which all the Member Representatives participating in the meeting can hear each other and provided that all such Member Representatives agree to such participation. A Member Representative participating in a meeting in accordance with this Bylaw shall be deemed to be present at the meeting and to have so agreed and shall be counted in the quorum therefore and be entitled to speak and vote at the meeting.

23. Subject to Bylaw 24, the Chair of the Board of Directors, the Vice Chair or, in their absence, one of the Directors

present shall preside as chair of a general meeting.

24. If at a general meeting:

(a) there is no Chair of the Board of Directors or a Director or Officer present within 30 minutes after the time appointed for holding the meeting; or

(b) the Chair of the Board of Directors and the other Directors and Officers present are unwilling to act as Chair, the Voting Member Representatives present shall choose one of their number to be Chair.

25. (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(2) When a meeting is adjourned for 30 days or more, notice of the adjournment meeting shall be given as in the case of the original meeting.

(3) Except as provided in this Bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

26. (1) No resolution proposed at a meeting need be seconded and the Chair of a meeting may move or propose a resolution.

(2) At a general meeting where a Member Representative is presiding as Chair, in case of an equality of votes, the Chair shall not have a casting or second vote in addition to the vote to which they may be entitled as a Voting Member Representative and the proposed resolution shall not pass.

27. (1) Each Voting Member in good standing who is present at a meeting of Members is entitled to one vote notwithstanding the number of Directors that Voting Member is entitled to appoint under Part 5.

(2) At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the Voting Members including electronic means, except that, if before or after such a vote, one (1) or more Voting Members request a secret ballot and one or more Voting Members agree, voting must be by a secret ballot.

(3) The Chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

(4) Voting by proxy is not permitted.

(5) Unless the ***Societies Act*** or these Bylaws otherwise provide, an action to be taken by resolution of the Voting Members may be taken by ordinary resolution.

(6) At all meetings of the Members of the Society every question shall be determined by majority of votes by the Voting Members unless otherwise specifically provided by statute or by these Bylaws.

PART 5 – DIRECTORS

28. (1) The Board of Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless to,

(a) all laws affecting the Society;

(b) these Bylaws; and

(c) rules, consistent with these Bylaws, which are made from time to time by the Society in a general meeting.

(2) No rule, made by the Society in a general meeting, invalidates a prior act of the Board of Directors that would have been valid if that rule had not been made.

(3) The Directors may from time to time on behalf of the Society borrow money in such manner and amount, on such security, from such sources and upon such terms and conditions as they determine appropriate to further the purposes of the Society, subject to the ***Societies Act***.

29. The Board of Directors shall be composed of not fewer than nine (9) and not more than thirteen (13) persons.

30. (1) Each of the Voting Members described in Bylaw 3(1)(a) and (b) and (e) through (i) shall nominate a minimum of two (2) nominees for a single seat for Director to the Board of Directors. Voting Member Victoria/Esquimalt Harbour Society shall nominate a minimum of two (2) nominees for each of their two seats for Director to the Board of Directors, for a total of at least four (4) different nominees. The Board of Directors, in its sole discretion, may, subject to the requirements in Bylaw 31, interview the nominees and accept the most qualified nominee. Upon being accepted by the Board of Directors, that nominee shall become a Director, effective on the date named by the Board of Directors at the time of the appointment.
(update approved by special resolution October 23, 2026. Effective January 1, 2027.

(2) Each of the Voting Members described in Bylaw 3(1)(c) and (d) shall either appoint their Chief as a Director or nominate one (1) Director to the Board of Directors and the Board of Directors, in its sole discretion, subject to the requirements in Bylaw 31, may accept the nominee and upon being accepted by the Board of Directors, that nominee shall become a Director.

(3) Notwithstanding subsections (2) and (6), where either the Esquimalt Nation or Songhees Nation Members have appointed their Chief as a Director to the Board of Directors, such Director becomes a Director upon appointment and is permitted to serve an indefinite term as Director for so long as the Director is a Chief, subject to the requirements in Bylaw 31.

(4) The Directors accepted under Bylaw 30(1) and (2) are the "**Members Directors**". The Members Directors shall appoint up to four (4) additional Directors having such skills or representing such constituency as the Directors consider to be in the best interests of the Society (the "**Independent Directors**").

(5) Subject to Bylaw 30(3), the terms for Directors are four (4)- years.

(6) Subject to Bylaws 30(3) and 30(8), Members Directors may serve up to two (2) additional consecutive four (4)- year terms as determined by the nominating Voting Member unless otherwise precluded by a Voting Member's governing regulations or legislation.

(7) Subject to Bylaw 30(8), an Independent Director may serve up to two (2) additional consecutive four (4)-year terms as decided by the Board of Directors.

(8) Subject to Bylaw 30(3), no Person appointed to serve as a Director may serve as a Director for longer than twelve (12) consecutive years unless the Board of Directors, by a 2/3 majority vote of those Directors present, excluding the Director who is subject to the vote, permits a Person to serve as a Director for up to an additional four (4) years.

(9) A Director's Term or a Director's years of service are consecutive unless the Director has ceased to act as a Director for at least twelve (12) months.

(10) Except for Directors appointed under Bylaw 30(3), the expiry of a Director's term is on December 31st in the final year of the Director's term.

31. (1) If a Director resigns as a Director or otherwise ceases to be a Director, the Voting Member who nominated that Director or the Board of Directors who appointed that Director will nominate or appoint, as applicable, a new person to complete the remainder of the term of the former Director and that person becomes a Director upon being appointed or, if nominated by the Voting Member, upon being accepted by the Board of Directors, subject to the requirements in Bylaw 32.

(2) An act or proceeding of the Board of Directors is not invalid merely because there are fewer than the prescribed number of Directors in office.

32. A nominee or appointee cannot be a Director unless:

(a) the person is qualified to be a Director under the ***Societies Act****;* and

(b) the individual consents in writing to be a Director; or

(c) the individual is present at the meeting where the nomination is accepted or the appointment is made and the individual does not refuse, at the meeting, to be a Director.

33. A Director who ceases to be qualified to act as a Director must promptly resign.

34. (1) A Voting Member may remove a Director who that Voting Member has nominated, before the expiration of that Director's term as Director, and may nominate a new Director to the Board of Directors. The Board of Directors, in its sole discretion, may accept, subject to the requirements in Bylaw 32, the nominee as a Director to complete the Director's term and that nominated Director becomes a Director upon being accepted by the Board of Directors.

(2) A Director may be removed as a Director by special resolution of the Voting Members.

35. (1) A Director may be remunerated for serving as a Director at the level approved by the Voting

Members in 2023, as recorded in the minutes from the Annual General Meeting on September 25, 2023. For each subsequent year, the Board of Directors may adjust the Director remuneration, and any such adjustment shall not result in a cumulative percentage increase in remuneration since 2023 that exceeds the cumulative percentage increase in staff compensation since 2023.

(2) A Director must be reimbursed for all expenses necessarily and reasonably incurred by the Director in performing their duties as a Director of the Society in accordance with the terms for expense reimbursement approved by the Board of Directors.

36. The Board of Directors shall elect one Director to be the Chair and one Director to be the Vice Chair of the Board of Directors on terms to be established by the Board of Directors at the time of the election.

PART 6 – PROCEEDINGS OF DIRECTORS

37. (1) The Board of Directors shall meet together at the times and places they think fit to dispatch business, adjourn and otherwise regulate their meeting and proceedings, as they see fit.

(2) The Board of Directors may from time to time fix the quorum necessary to transact business, and unless so fixed, the quorum shall be a majority of the Directors then in office.

(3) The Chair of the Board of Directors shall chair all meetings of the Board of Directors, but if at a meeting the Chair or the Vice Chair of the Board of Directors is not present within 30 minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to chair that meeting.

(4) A Director may, with either the Chief Executive Officer or the Board Chair, convene a meeting of the Board of Directors.

(5) A Director may participate in a meeting of the Board of Directors or of any committee of the Board of Directors by means of conference telephone or other communications facility by means of which all the Directors participating in the meeting can hear each other and provided that all such Directors agree to such participation. A Director participating in a meeting in accordance with this Bylaw shall be deemed to be present at the meeting and to have so agreed and shall be counted in the quorum therefore and be entitled to speak and vote at the meeting.

38. (1) The Board of Directors may delegate any, but not all, of their powers to committees consisting of Directors and non-Directors as they think fit.

(2) A committee so formed shall in the exercise of the powers delegated by the Board of Directors conform to any rules imposed on it by the Board of Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Board of Directors to be held next after it has been done.

(3) The Board Chair shall appoint Directors, including the Board Chair, to standing committees.

(4) The Board of Directors may appoint a non-Director to a standing committee or establish by a charter the non- Director membership of a standing committee.

(5) The Board Chair shall appoint a standing committee chair.

(6) A special committee may be established by resolution of the Board of Directors to provide advice and make recommendations to the Board of Directors in accordance with the charter as set out by the Board of Directors.

(7) A special committee may include non-Directors, provided however the majority of its members are Directors.

(8) The Board of Directors shall appoint the chair of the special committee. Only a Director may serve as the chair of a special committee.

(9) The members of a committee may meet and adjourn as they think fit.

39. For a first meeting of the Board of Directors held immediately following the appointment of a Director or Directors at an Annual or other general meeting of Members, or for a meeting of the Board of Directors at which a Director is appointed to fill a vacancy in the Board of Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present.

40. (1) Questions arising at a meeting of the Board of Directors and committee of the Board of Directors shall be decided by a majority of votes.

(2) In the case of an equality of votes the chair does not have a second or casting vote.

41. No resolution proposed at a meeting of the Board of Directors or committee of the Board of Directors need be seconded and the chair of a meeting may move or propose a resolution.

42. (1) A resolution in writing (consent resolution), approved by 90% of the Board of Directors (12 out of 13 Directors) and placed with the minutes of the Board of Directors is as valid and effective as if regularly passed at a meeting of Directors.

(2) A Director may abstain from voting on a consent resolution by expressly stating such abstention in writing. An abstention shall not be deemed a vote in favor or against the resolution but shall be noted in the records. If one-third or more of the Directors abstain from voting, the motion does not pass and it will be addressed at the next regularly scheduled meeting or at a specially convened meeting of the Directors.

43. In addition to its regular meetings, the Board of Directors may hold public consultation sessions to allow the community at large to participate in discussions and provide input to the Board of Directors ("**Public Consultation Sessions**").

44. Notice of the Public Consultation Sessions will be posted on GVHA's website not less than 30 calendar days in advance of the Public Consultation Session.

PART 7 – DUTIES OF OFFICERS

45. The Board of Directors shall appoint a Chief Executive Officer to administer the activities of the Society in accordance with the ***Societies Act*** and policies established by the Board of Directors.

46. The Chief Executive Officer is responsible for:

(a) preparing an annual budget for the Board of Directors;

(b) developing a strategic and business plan;

(c) developing a capital plan;

(d) implementing such plans as approved by the Board of Directors;

(e) supporting policy development by the Board of Directors;

(f) administering and managing the Society's lands and facilities;

(g) administering and supporting activities of the Secretary and Treasurer; and

(h) other activities as directed by the Board of Directors.

47. The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Directors at the time of such appointment.

48. The Board of Directors shall appoint a Secretary responsible for:

(a) conducting the correspondence of the Society;

(b) issuing notices of meetings of the Society and the Board of Directors;

(c) keeping minutes of all meetings of the Society and the Board of Directors;

(d) having custody of all records and documents of the Society except those required to be kept by the Treasurer;

(e) having custody of the common seal of the Society; and

(f) maintaining the register of Members.

49. The Board of Directors shall appoint a Treasurer responsible for:

(a) keeping the financial records, including books of account, necessary to comply with the ***Societies Act***; and

(b) rendering financial statements to the Board of Directors, Members and others when required.

50. The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.

PART 8 – CONFLICTS OF INTEREST

51. For the purposes of Part 8 of these Bylaws, "director" means a Director of the Board of Directors or the Chief Executive Officer, or other senior manager of the Society.

52. In addition to the provisions in sections 56 to 58 of the ***Societies Act***, Directors' Conflicts of Interest, the following provisions apply:

(a) Related Party with respect to a Director means:

(i) a spouse, child, sibling or parent;

(ii) a relative of a Director, or a Director's spouse, residing with the Director;

(iii) a corporation, partnership, trust or other entity controlled by the Director, the Director's spouse, sibling, child, parent or any combination thereof; or

(iv) a partner acting on behalf of a partnership in which the Director is a partner.

(b) A Director will not allow the interests of a Related Party to conflict with or give rise to the appearance of a conflict with the duties and responsibilities of the Director to the Society or the interests of the Society;

(c) Without restricting the foregoing, the following will give rise to a conflict or the appearance of a conflict:

(i) a Director or a Related Party engages in any activity, or has a material interest in any person which engages in an activity, which is in competition or could reasonably be expected to be in competition with the Society's present or proposed activities;

(ii) a Director or a Related Party has a material interest in a User of the Harbour;

(iii) a Director or a Related Party owes material obligations to the Society or to a User of the Harbour, other than in connection with the duties of the Director arising from their position with the Society;

(iv) a Director or a Related Party conducts business with the Society or with a User of the Harbour;or

(v) a Director or a Related Party holds a material interest in a person which conducts business with, or acts as a consultant or advisor to, the Society or a User of the Harbour with respect to a particular contract, lease, obligation, business, interest or other matter under

consideration by the Board of Directors.

53. A Director will not allow their personal interest or the personal interests of a Related Party to conflict with or to give rise to the appearance of a conflict with the duties and responsibilities of the Director to the Society or the interests of the Society.

54. (1) Written disclosure of a conflict or an appearance of conflict shall be made to the Board of Directors by a Director forthwith after the Director becomes aware of the conflict or the appearance of conflict.

(2) Any Director or Related Party who conducts business with the Society or with a User of the Harbour or holds a material interest in a person who conducts business with, or acts as consultant or advisor to the Society must conduct all negotiations through the Director's independent agent.

55. Upon receiving written disclosure pursuant to the Act, the Board of Directors shall determine if the requirements of the Act have been met and whether to request the Director to resign.

56. The Board of Directors shall provide a Director with an opportunity to be heard in connection with a determination made pursuant to Bylaw 55.

57. No Director shall offer gifts to or accept gifts from users or potential Users of the Harbour without the prior written consent of the Board of Directors, unless the gift has a value of less than $500.00 and has been accepted or offered as an incident of the protocol or social obligations that normally accompany the responsibilities of a Director.

58. No Director will use any information obtained in connection with their position with the Society for personal benefit or for the benefit of any other person unless such information has been disclosed to the public or has been made available to the public. Without limiting the generality of the foregoing, a Director who has knowledge of a proposed action or decision by the Society shall not purchase or sell assets or shares or advise any other party to purchase or sell assets or shares the value of which could be expected to be materially affected by the proposed action or decision until such time as the proposed action or decision has been announced or has been made available to the public.

PART 9 - SEAL

59. The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

60. The common seal must be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the Chair and Secretary or Chair and Secretary-Treasurer.

PART 10 – NOTICES TO MEMBERS

61. A notice may be given to a Member, either personally, by mail, or by electronic mail to the Member at the Member's Registered Address.

62. A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

63. A notice sent by electronic mail is deemed to have been given on the day the notice is sent, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and sent by the sender.

64. (1) Notice of a general meeting must be given to every Member shown on the Register of Members on the day notice is given.

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