



**Urban Development Institute
Pacific Region**

Constitution & Bylaws

Constitution Amended August 1994

Bylaws Consolidated 1997

Amended May 15, 2008

Amended May 17, 2012

Province of British Columbia
"Societies Act"
Constitution of
Urban Development Institute Pacific Region

1. The name of the Society is URBAN DEVELOPMENT INSTITUTE PACIFIC REGION (UDI).
2. the Objects of the Society are:
 - a) to promote well planned communities by encouraging the reasonable and unselfish use of land, resources, and buildings for residential, public, commercial, industrial and recreational purposes;
 - b) to promote high standards of competence and conduct in the practice of land and property development;
 - c) to promote co-operation and efficient relationships between all persons, firms, corporations, regulatory and governmental bodies and other agencies involved in and associated with land assembly and development;
 - d) to promote standards of land and property development consistent with full regard for the environment for people and with regard to economies for the deployment of available private and public resources;
 - e) to familiarize the public and government agencies with the problems and objectives of the development industry and to this end to establish property supervised educational programs and to counteract, where required, pressures which would unduly harm the public interests relating to land use and development.
3. The operations of the Society are to be carried on in the Province of British Columbia.
4. In the event of a winding up or dissolution of the Society the liquidator appointed shall cause all assets of the Society available for distribution to be transferred to an organization or organizations situated in British Columbia having objects of a nature similar to those of the Urban Development Institute Pacific Region, and such organization or organizations shall be determined by a majority of the members attending the first meeting called by the liquidator. This provision shall be unalterable.

Note: As amended May 17, 2012

SOCIETY ACT

BY-LAWS

OF

URBAN DEVELOPMENT INSTITUTE PACIFIC REGION

1.0 TERMS OF ADMISSION OF MEMBERS AND THEIR RIGHTS AND OBLIGATIONS

1.1 Membership

There shall be three classes of membership in the Society namely Developer, Associate and Corresponding. Developer member shall be open to any person or corporation acceptable to the members of the Society and engaged in principals in the development of land for residential, public, or commercial or industrial use.

Associate membership shall be open to any person or corporation acceptable to the members. An associate member shall not be entitled to vote at, but shall be entitled to notice of meetings of the members of the Society.

Corresponding membership shall be open to any persons or corporations whose normal place of residence or business operation is outside the lower mainland area of the province. A Corresponding member shall not be entitled to vote. No person or corporation shall hold a corresponding membership for a period of two years without the approval of the Board of Directors.

Applications for membership shall be submitted to the Board of Directors who shall bring the names of the applicants before the membership at regular intervals and upon approval of the Directors, and provided not more than 20% of the membership disapproves, the applicant shall be admitted as a member.

1.2 Dues and Fees

Developer, Associate and Corresponding members shall pay such dues and fees as may be determined by the Directors from time to time. Members shall be notified by the secretary of the dues at any time payable by them and, if any are not paid within 90 days of the date of such notice thereof, the members in default shall thereupon automatically cease to be members in good standing but any such members may, on payment of all unpaid dues or fees, be reinstated as members in good standing by unanimous vote of the Board of Directors.

1.3 Representatives

Member companies may nominate representatives from their companies, all of whom may attend general meetings and be invited to act on committees or assist in other ways. There will be only one vote per DEVELOPER member in accordance with Bylaw 3.5.

2.0 CONDITIONS UNDER WHICH MEMBERSHIP CEASES AND MANNER IN WHICH A MEMBER MAY BE EXPELLED

2.1 Membership Ceases

Members may resign by resignation in writing which shall be effective upon acceptance thereof by the Board of Directors.

In the case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Society prior to acceptance of his resignation.

A person shall cease to be a member of the Society on ceasing to be a member in good standing.

2.2 Expulsion of Member

The Board of Directors may at any time, by resolution and without notice to the member to be expelled, declare that the said member shall stand expelled from membership in the Society as and from a date stated in such resolution.

3.0 MONTH FOR HOLDING ANNUAL GENERAL MEETING AND MORE OF ANY NOTICE REQUIRED FOR CALLING GENERAL AND SPECIAL MEETINGS OF THE SOCIETY AND NUMBER CONSTITUTING A QUORUM AT ANY SUCH MEETING, AND RIGHTS OF VOTING

3.1 Annual General Meetings

The Annual General Meeting shall be held once every calendar year and shall be convened at such time and place as may be decided upon by the Board of Directors, to receive reports of officers, directors and auditors, to elect directors for the ensuing year, and to appoint auditors (if any) for the ensuing year and to transact all such other business as may properly come before it. Notice of such Annual General Meeting shall be given to each member at least fifteen (15) days prior to the date of the meeting in the manner hereinafter provided.

3.2 General and Special Meetings

General and special meetings of the Society shall be held at such times and places as may be determined from time to time by the Directors of the Society, provided not less than fifteen (15) days notice of the time and place of such meetings shall be given to all members.

3.3 Notice

Any notice required or permitted to be given by these By-laws or the *Society Act* shall be deemed to be effectively given to a Member, if in writing and forwarded to the Member:

- (a) by delivery;
- (b) by prepaid mail;
- (c) by facsimile, if the Member has provided the Society with a facsimile number;
- (d) by email, if the Member has provided the Society with an email address;
or
- (e) by any other electronic means permitted under the *Electronic Transactions Act* S.B.C. 2001, Chap. 10 as amended from time to time and in effect;

at the Member's last known address as shown on the records of the Society. If it appears that the address of a Member is incorrect, no further notices are required to be given to the Member until the Member provides the Society with a new address. In the absence of a Member requesting notification by mail or any of the other means referred to above, the Society may give notice to the Member by any means referred to above in the Society's discretion. Each Member is responsible for providing the Society with the Member's current address, facsimile number or email address.

If a notice is:

- (a) delivered, or is sent by facsimile or email or other electronic means before 5 p.m. on a weekday that is not a statutory holiday in British Columbia, it is deemed to have been received on that day;
- (b) sent by facsimile or email or other electronic means after 5 p.m. or on a weekday that is statutory holiday in British Columbia or on a weekend, it is deemed to have been received on the next weekday that is not a statutory holiday in British Columbia;
- (c) sent by mail, it is deemed to have been received on the third day following the date of mailing.

3.4 Quorum

At any meeting of members of the Society the quorum shall be the greater of one-quarter of the ordinary members and 30 persons.

3.5 Voting

Each Developer member of the Society shall at all meetings of the Society be entitled to one voter and he may vote by proxy. An instrument appointing a proxy may be in the following form which the Directors shall approve.

I, _____ of _____ in the Province of British Columbia, being a Developer member of the Urban Development Institute, Pacific Region, hereby appoint _____ as my proxy to vote for me and on my behalf at the _____ (Annual General Meeting or special meeting, as the case may be) meeting of the Society to be held on _____ day of _____, 20____, and at any adjournment thereof.

Signed this _____ day of _____, 19 _____

No Developer member shall be entitled either in person or by proxy to vote at any meetings of the Society unless he has paid all dues and fees, if any, then payable by him.

At all meetings of the Society, every question shall be decided by a majority of votes of the Developer members present or represented by proxy unless otherwise required by the Bylaw of the Society, or by law. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any Developer member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the Minutes of the Society shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolutions. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the Developer members present in person or by proxy and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Society in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a casting vote.

4.0 APPOINTMENT AND REMOVAL OF DIRECTORS AND OTHER OFFICERS AND THEIR DUTIES, POWERS AND REMUNERATION

4.1 Board of Directors

The affairs of the Society shall be managed by a Board of not less than twelve (12), but not more than twenty-eight (28) Directors, at least seventy percent

(70%) of whom shall be Developer members and the others may be Associate members with the right to vote at meetings of the Board of Directors. In addition, the immediate Past-Chair of the Society, and the President of UDI Canada, whenever the President of UDI Canada is also a Member of UDI Pacific Region, the Treasurer of the Society and the Chairpersons of the Victoria and Kelowna Branches will be appointed to the Board of Directors. Every Director shall, throughout his term of office, be a Member of the Society.

4.2 Election of Directors

- (a) The Directors shall appoint a Nominating Committee of three (3) Directors at least one (1) month prior to the Annual General Meeting and the Nominating Committee shall nominate a slate of Directors for the following year;
- (b) Further nominations for Directors may be made by any member present at the Annual General Meeting;
- (c) Developer members shall have the right to vote on the election of all Directors who have been nominated, but Associate Members may vote only for the Associate Members who have been nominated;
- (d) Election of Directors shall be by secret ballot in such manner as the meeting may prescribe;
- (e) Each Director shall be elected to hold office until the first annual general meeting after he shall have been duly elected or until his successor shall have been duly elected and qualified. The entire Board shall be retired at each Annual General Meeting, but shall be eligible for re-election if otherwise qualified. The members of the Society may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

4.3 Directors' Powers

The Directors shall have and exercise all the powers of the Society as fully and completely as the Society could in General Meeting, subject always, however, to the provisions of the Societies Act.

4.4 Vacancies, Board of Directors

The Directors shall have power from time to time, and, at any time to appoint any other qualified person as Director either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed twenty-eight (28) Directors or the maximum number fixed by a General Meeting.

4.5 Quorum and Meetings, Board of Director

Directors' meetings may be held at such times, and at such places as the Directors may from time to time determine. A meeting of the Directors may be convened by the Chair or any two (2) Directors at any time. Notice of such meeting shall be communicated to each Director not less than two (2) days (exclusive of the day on which the notice is communicated but inclusive of the day for which notice is given) before the meeting is to take place; provided that meetings of the Directors may be held at any time without formal notice if all the 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 or irregularity in any meeting or notice thereof may be waived by any director.

A majority of the Directors shall form a quorum for the transaction of business.

Questions arising at any meeting of Directors shall be decided by a majority of votes. The Chairman shall not have a second or casting vote.

4.6 Resolution in Writing

A resolution in writing signed by all Directors personally shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.

4.7 Remuneration of Directors

Directors shall receive no remuneration for their time, but shall be entitled to reimbursement for reasonable expenses incurred on behalf of the Society and approved by the Board of Directors.

4.8 Officers of the Society

There shall be a Chair, a Vice-Chair, a Secretary and a Treasurer or in lieu of the Secretary and Treasurer a Secretary-Treasurer and such other officers as the Board of Directors may determine from time to time. The Chair of UDI Pacific Region and the Chair of any chapter established by Urban Development Institute Pacific Region shall be a representative of a developer member of the Institute. One person may hold more than one office except the offices of Chair and Vice-Chair. The Chair and Vice-Chair shall be elected by the Board of Directors from among their number at the first meeting of the Board after the annual election of such Board of Directors, provided that in default of such election the then incumbents, being members of the Board, shall hold offices until their successors are elected. The other officers of the Society need not be members of the Board and the employment of all officers shall be settled from time to time by the Board.

4.9 Duties of Officers

- (a) The Chair shall be responsible for the general supervision of the Society and shall preside at all meetings of the Society and of the Directors.

- (b) The Vice-Chair shall be responsible directly to the Chair and he shall assist the Chair in the administration of the Society and shall assume the duties of the Chair in the absence of the Chair.
- (c) As directed by the Board of Directors, the President and Chief Executive Officer, or the Secretary or Secretary-Treasurer shall keep minutes of all meetings, maintain a Constitution, maintain all records of the Society, give notice of all meetings, have custody of the seal of the Society, maintain a bank account for the Society and whenever possible make all expenditures by cheque and keep proper financial records.

4.10 Manager of Board of Managers

The Board of Directors may from time to time appoint an President and Chief Executive Officer, or a Board of Managers, or both President and Chief Executive Officer and a Board of Mangers some of whom may, but need not be Directors of the Society and may delegate him or them fully authority to manage and direct the business and affairs of the Society (except such matters and duties as by law must be transacted or performed by the Board of Director or by the members in general meeting) and to employ and discharge agents and employees of the Society, or may delegate to him or them any less power. Such President and Chief Executive Officer, Board of Managers, or President and Chief Executive Officer and Board of Managers, shall confirm to all lawful orders given to him or them by the Board of Directors of the Society and shall at all reasonable times give to the Directors or any of them all information they may require regarding the affairs of the Society. The President and Chief Executive Officer or Board of Managers shall be responsible to the Board of Directors through the Chair of the Board of Directors. The remuneration and terms of employment of the President and Chief Executive Officer or Board of Managers shall be determined by the Board of Directors.

4.11 Removal of Officers and Others

All Officers, President and Chief Executive Officer, members of the board of managers, agents, and employees shall be subject to removal from office or employment by the Board of Directors at any time with or without cause and with or without notice to the person so removed.

4.12 Execution of Documents, Seal Clause

Deeds, transfers, licenses, contracts and engagements on behalf of the society shall be signed by either the Chair or Vice-Chair and by the Secretary or President and Chief Executive Officer, or by any two directors, and the Secretary or President and Chief Executive Officer shall affix the seal of the Society to such instruments as require the same.

5. EXERCISE OF BORROWING POWERS

5.1 Borrowing

The Board of Directors may from time to time borrow money on the credit of the Society and in such amounts as they may think proper, provided that this power shall not be exercised for an amount in excess of Five Thousand Dollars (\$5,000) without the sanctions of a special resolution of the ordinary members, and may cause to be executed mortgages and pledges of the real and personal property and rights of the Society and may cause to be signed bills, notes, contracts and other evidence of securities for money borrowed or to be honoured, such monies to be borrowed from any person, firm or corporation or bank, on such terms as the lender may be willing to advance the same provided further that debentures shall not be issued without the sanction of a special resolution of the Society.

6. AUDITS OF ACCOUNT

The accounts of the Society may at the discretion of the Board of Directors, be audited annually prior to the Annual General Meeting by an auditor appointed by the directors and, if the accounts are so audited, the auditor's report shall be read to the Annual General Meeting. The auditor shall receive such remuneration as the directors may determine.

7. CUSTODY AND USE OF THE SEAL OF THE SOCIETY

The Secretary, or Secretary-Treasurer or the President and Chief Executive Officer, as determined by the board of Directors, shall have custody of the seal of the Society which shall be of such form and device as may be adopted by the Directors.

8. ALTERNATION OF BY-LAWS BY SPECIAL RESOLUTION, STATING

8.1 Requisite Majority

The by-laws of the Society shall not be altered or added to except by a special resolution of the Society.

For all purposes of the Society "special resolution" shall mean a resolution passed by a majority of such members entitled to vote as are present in person or by proxy (where proxies are allowed) at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given, such majority being three-fourths.

9.0 PREPARATION AND CUSTODY OF MINUTES OF PROCEEDINGS OF MEETINGS OF THE SOCIETY AND OF THE DIRECTORS, AND OTHER BOOKS AND RECORDS OF THE SOCIETY

9.1 Books and Records

The Directors shall see that all necessary books and records of the Society required by the Bylaws of the Society or by any applicable statute or law are regularly and properly kept.

9.2 Books of Account

The books of account shall be kept at such place in British Columbia as the Directors think fit, and shall at all times be open to inspection by the Directors.

9.3 Fiscal Year

The fiscal year of the Society shall terminate on a day in each year to be fixed by the Board of Directors and the financial statements of the Society's affairs for presentation to the members at the Annual General Meeting shall be made up to that date.

10.0 TIME AND PLACE (IF ANY) AT WHICH THE BOOKS AND RECORDS OF THE SOCIETY MAY BE INSPECTED BY THE MEMBERS

The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of members not being directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Society except as conferred by law or authorized by the Directors or by resolution of the members, whether previous notice thereof has been given or not.

11.0 BRANCH SOCIETY

The society may establish and maintain one or more branch societies which shall have such powers, not excluding the powers of the Society, as the Society may from time to time confer, provided that no such powers are prohibited by or in conflict with the constitution or by-laws of the Urban Development Institute Pacific Region.