

# A GUIDE TO THE PROPOSED AMENDMENTS TO THE UNA BYLAWS

## SPECIAL RESOLUTION A: Amendments to UNA Bylaws to Implement Online Voting

*BE IT RESOLVED, as a special resolution by a majority of not less than two thirds of the members who vote at the Annual General Meeting of the Association, that the Bylaws of the Association be altered to implement online voting as per the amendments included in the notice of the Annual General Meeting.*

Earlier this year, the UNA consulted with the community regarding the possibility of amending the UNA Bylaws to move from paper ballots to electronic voting for the 2024 and subsequent UNA Director Elections.

The feedback received indicated that there is significant support for the proposed change. (You can learn more about that process and the results by visiting [myuna.ca/electronic-voting](https://myuna.ca/electronic-voting).)

In order to proceed with the change in the elections process, the UNA Bylaws need to be amended.

The proposed changes are outlined in the following documents:

**A1. Amendments to UNA Bylaws to Implement Online Voting for Directors** (see: page 4)

**A2. Marked-up Version: Amendments to UNA Bylaws to Implement Online Voting for Directors** (see: page 8)

Attachment A1 is the subject of the voting process while attachment A2 (the marked-up version) is for information only and its purpose is to show the changes proposed to be made to the current bylaws.

The following are a few comments on the proposed amendments to the UNA Bylaws to implement electronic voting:

- Apart from the switch to online voting from voting by paper ballot, the amendments do not make any major changes to the election procedure in the Bylaws.
- The requirement in current Bylaw 5.2 that notice of an election be published in a “community, local or other newspaper” is revised to recognize that a newspaper may not exist, or its publication schedule may not

coordinate well with the timeline for the receipt of nominations (see proposed Bylaw 5.5).

- Current Bylaw 5.7 could be interpreted to require that election material be mailed to members. The proposed replacement, Bylaw 5.10, provides that the material can be mailed or emailed.
- Proposed Bylaw 5.15 makes the Chief Administrative Officer responsible for the conduct of an election, except to the extent that the Board has appointed another person to be responsible.

## SPECIAL RESOLUTION B: Updates and Other Minor Amendments

*BE IT RESOLVED, as a special resolution by a majority of not less than two thirds of the members who vote at the Annual General Meeting of members of the Association, that the Bylaws of the Association be altered with the updates and minor amendments included in the notice of the Annual General Meeting.*

As a matter of good practice, the UNA has reviewed the UNA Bylaws in advance of the AGM. As a result of the review the UNA is proposing some minor changes to the bylaws.

The proposed changes are outlined in the following documents:

**B1. Updates and Minor Amendments to the UNA Bylaws** (see: page 12)

**B2. Marked-up Version: Updates and Minor Amendments to the UNA Bylaws** (see: page 15)

Attachment B1 is the subject of the voting process while attachment B2 (the marked-up version) is for information only and its purpose is to show the changes proposed to be made to the current bylaws.

The following summarizes some highlights of the proposed minor amendments to the UNA Bylaws:

- Some definitions and wordings are updated and some that are superfluous are deleted. Bylaws that are

affected by the changes in definitions/wordings are replaced for clarity and continuity.

- Some bylaws are updated to reflect current practices.
- The number of Directors set by Bylaw 6.2 is increased to seven, reflecting the Board's exercise in 2021 of its authority under Bylaw 6.3 to increase the number of Directors from six to seven.
- Bylaws 7.1 to 7.10 are primarily concerned with Director's meetings. They are updated (except that Bylaw 7.9 is replaced by a new Bylaw 7.11) to do the following:
  - Delete notice provisions that can be left to the Board Rules of Procedure.
  - Explicitly permit Board meetings to be held fully or partially electronically and make consequential changes.
  - Organize the provisions in a more logical order.
  - Remove the chair of a meeting's right to cast a second vote in the event of a tie.
  - Require a Board meeting to be convened at the request of any two directors (in place of the current bylaw, which provides that a director can convene a meeting with the consent of the Chair). While the Board Rules of Procedure already provide for this, the inclusion of the provision in the bylaws will strengthen it.
- Bylaws relating to the positions of Secretary and Treasurer are updated or deleted as they have been found superfluous. The roles assigned by the bylaws are carried out by UNA Staff.

### **Amendments to UNA Bylaws to Implement Online Voting for Directors**

**1. Bylaws 5.1 to 5.16 of the Bylaws of the University Neighbourhoods Association are replaced by the following:**

**5.1** An election of directors must be held in 2024 and in every third calendar year thereafter.

**5.2** Voting in an election is to take place online, using a secure online voting system approved by the Board.

**5.3** For a year in which an election is required, the Board shall:

- (a) set the deadline by which nominations are to be received by the Association, which deadline must be at least 15 days before the date set by the Board under Bylaw 5.3(b);
- (b) set the deadline by which the Association must, if Bylaw 5.10 applies, mail or email to members the information required by that Bylaw; and
- (c) set the voting period, which is to
  - (i) commence after the Association's annual general meeting for the year,
  - (ii) end before December, and
  - (iii) be a period of at least 21 days after the date set by the Board under Bylaw 5.3(b).

**5.4** Throughout a period of at least 14 days ending on the day set by the Board under Bylaw 5.3(a), the Association shall display on the Association website a notice of the election that includes a call for nominations and the deadlines and voting period set by the Board under Bylaw 5.3.

**5.5** At least 14 days before the day set by the Board under Bylaw 5.3(a), the Association shall notify Resident Members of the election, which notification may be given by mail or email. In addition, if a community newspaper exists and an issue of the paper will be published in the 14-day period ending on the day set by the Board under Bylaw 5.3(a), the Association shall, if possible, have the election notice published in the paper.

**5.6** Only Resident Members may be elected as directors. A Resident Member seeking to be elected as a director must be nominated by no fewer than 5 other Resident Members. Nominations must be in writing and delivered to the Association's business office by the deadline for nominations set by the Board under Bylaw 5.3(a).

**5.7** The nomination of a member who is prohibited by Bylaw 6.17 from serving an additional term is invalid.

**5.8** If, at any time after the close of nominations, the number of nominees (excluding persons who have ceased to be nominees) is equal to or less than the number of directors to be elected, the nominees are acclaimed as directors and the election ends.

**5.9** If Bylaw 5.8 does not apply and any nominee is a Director seeking to serve an additional term as permitted by Bylaw 6.18,

- (a) nominees, other than nominees who are such Directors, are acclaimed as directors, and
- (b) the election shall be limited to filling the remaining positions from among the Directors seeking to serve an additional term as permitted by Bylaw 6.18.

**5.10** For each election – other than an election for which it can be determined in sufficient time that Bylaw 5.8 applies – the Association must either mail or email, by the day set by the Board under Bylaw 5.3(b), to every person who is a member at least 7 Business Days before that day:

- (a) the name of each nominee who has not been acclaimed as a director;
- (b) a statement provided by each such nominee not exceeding 200 words; and
- (c) instructions for online voting, including the voting period set by the Board under Bylaw 5.3(c), and a password, personal identification number, or other authentication code to enable the person to vote.

**5.11** The persons eligible to vote in an election are those persons who are members 2 Business Days before the last day of the voting period set by the Board under Bylaw 5.3(c).

**5.12** Unless Bylaw 5.8 applies with respect to an election, when a person becomes a member in the period that

- (a) begins immediately after the day that is 7 Business Days before the day set by the Board under Bylaw 5.3(b), and
- (b) ends at the end of the second Business Day before the last day of the voting period set by the Board under Bylaw 5.3(c),

the Association shall give or email to the person the materials referred to in Bylaw 5.10.

**5.13** The Association shall provide at least 3 kiosks at which members can vote online during an election. The kiosks must be available on 3 or more days during the voting period set by the Board under Bylaw 5.3(c), including the last day of that period.

**5.14** The Board shall establish the rules and procedures for an election that are not provided under these Bylaws.

**5.15** The Association's senior manager is responsible for those aspects of the conduct of an election for which the Board has not appointed another person to be responsible.

**5.16** The nominees who are elected as directors are those who receive the larger number of votes until all positions are filled.

**5.17** If 2 or more nominees receive the same number of votes and, as a result, their election together with the election of nominees who receive a larger number of votes would result in more elected nominees than positions to be filled, the nominee or nominees to be elected from among the nominees who receive the same number of votes shall be determined by lot using a method analogous to that described in sections 151(a) to (c) of the Local Government Act (as it read on September 1, 2023), administered by the person responsible for the conduct of the election.

**5.18** If the method in Bylaws 5.16 and 5.17 for determining the elected nominees would or may, before the application of this Bylaw, result in more than 3 Directors who reside in a particular Local Area or Designated Building, the following provisions apply:

- (a) each nominee whose election would result in more than 3 Directors who reside in that Local Area or Designated Building is deemed to have received fewer votes than nominees who do not reside in that Local Area or Designated Building;
- (b) in applying (a), nominees shall be assumed to be elected one after the other, in accordance with the number of votes received (starting with the nominee who received the most votes); and
- (c) if the number of nominees, other than nominees to whom (a) applies, is less than the number of positions to be filled, the remaining positions shall be filled by applying Bylaws 5.16 and 5.17 with respect to the nominees to whom (a) applies.

**5.19** For the purposes of Bylaw 5.18(a), if

- (a) 2 or more nominees who reside in the Local Area or Designated Building receive the same number of votes,
- (b) the election of all those nominees would result in more than 3 Directors who reside in the Local Area or Designated Building, and
- (c) the election of fewer than all those nominees would not have this consequence,

the nominees to whom Bylaw 5.18(a) applies shall be determined by lot using a method analogous to that described in sections 151(a) to (c) of the Local Government Act (as it read on September 1, 2023), administered by the person responsible for the conduct of the election.

**5.20** Notwithstanding anything to the contrary, if an election cannot take place in accordance with these Bylaws due to circumstances beyond the control of the Association, the Board may make alternative arrangements for the election, with such arrangements to comply as closely as possible to the requirements for elections under these Bylaws.

**2. Bylaws 6.6 and 6.7 are replaced by the following:**

- 6.6** A person elected as a director holds office for a term that
- (a) commences at the start of the first Board meeting after the last day of the voting period set by the Board under Bylaw 5.3(c) for the election, and
  - (b) ends at the start of the first Board meeting after the last day of the voting period set by the Board under Bylaw 5.3(c) for the next election of directors.
- 6.7** The Board may, from time to time, appoint a Resident Member as a Director to fill a vacancy. The term of office of a Resident Member so appointed commences on the day specified by the Board and ends at the start of the first Board meeting after the last day of the voting period set by the Board under Bylaw 5.3(c) for the next election of directors.

## Amendments to UNA Bylaws to Implement Online Voting for Directors

### 1. Bylaws 5.1 to 5.16 of the Bylaws of the University Neighbourhoods Association are replaced by the following:

**5.1** An election of directors ~~must~~ be held in 202~~4~~ and in every third calendar year thereafter.

**5.2** Voting in an election is to take place online, using a secure online voting system approved by the Board.

**5.25.3** For a year in which an election is required, the Board shall:

~~(a) at least 14 days before the date set by the Board under Bylaw 5.2(b), publish an advance notice of the election in a community, local or other newspaper, and on the Association website, which notice shall include a call for nominations and the deadlines set by the Board under this Bylaw 5.2;~~

~~(ab)~~ set the deadline by which nominations ~~are to~~ must be received by the Association, which ~~deadline must~~ be at least 15 days before the date set by the Board under Bylaw 5.3(b)2(e);

~~(be)~~ set the deadline by which the Association must, if Bylaw 5.10 applies, mail or email send ballots to members the information required by that Bylaw; and

~~(cd)~~ set the voting period, which is to deadline by which ~~completed ballots must be received by the Association, which deadline shall be~~

(i) commence after the Association's annual general meeting for the year,

(ii) end before December, and

(iii) be a period of at least 21 days after the date set by the Board under Bylaw 5.3(b)2(e).

**5.4** Throughout a period of at least 14 days ending on the day set by the Board under Bylaw 5.3(a), the Association shall display on the Association website a notice of the election that includes a call for nominations and the deadlines and voting period set by the Board under Bylaw 5.3.

**5.5** At least 14 days before the day set by the Board under Bylaw 5.3(a), the Association shall notify Resident Members of the election, which notification may be given by mail or email. In addition, if a community newspaper exists and an issue of the paper will be published in the 14-day period ending on the day set by the Board under Bylaw 5.3(a), the Association shall, if possible, have the election notice published in the paper.

**5.63** Only Resident Members may be elected as directors. A Resident Member seeking to be elected as a director must be nominated by no fewer than 5 other Resident Members. Nominations must be in writing and delivered to the Association's business office by the deadline for nominations set by the Board under Bylaw 5.3(a)2(b).

**5.74** The nomination of a member who is prohibited by Bylaw 6.17 from serving an additional term is invalid.

**5.85** If, at any time after the close of nominations, ~~and on or before the date set by the Board under Bylaw 5.2(d),~~ the number of nominees (excluding persons who have ceased to be nominees) is equal to or less than the number of directors to be elected, the nominees are acclaimed as ~~D~~directors and the election ends.

**5.96** If Bylaw 5.85 does not apply and any nominee is a Director seeking to serve an additional term as permitted by Bylaw 6.18,

(a) ~~nominees, other than nominees who are such Directors, are acclaimed as directors, and~~

(b) ~~the~~an election shall be limited to filling the remaining positions from among~~shall be held in which the only candidates are~~ the Directors seeking to serve an additional term as permitted by Bylaw 6.18.

**5.107** For each election – other than an election for which it can be determined in sufficient time that Bylaw 5.85 applies – the Association must either mail or send email, by the ~~date~~ te set by the Board under Bylaw 5.3(b)2(e), to every person who is a member at least 7 Business Days before that ~~date~~ te:

(a) the name of each nominee who has not been acclaimed as ~~a D~~director;

(b) a statement provided by ~~each such~~the nominee not exceeding 200 words; and

~~(c) a ballot; and~~

~~(d)~~ instructions for online voting, the completion and return of the ballot, including the voting period~~date~~ set by the Board under Bylaw 5.3(c)2(d), and a password, personal identification number, or other authentication code to enable the person to vote.

~~5.8 Each member eligible to vote in an election is entitled to complete and return one ballot in accordance with the instructions provided by the Association.~~

~~5.9 Ballots shall be secure, secret, and in a form that the Board approves.~~

**5.1140** The persons eligible to vote in an election are those persons who are members 2 Business Days ~~prior to~~before the last day of the voting period~~date~~ set by the Board under Bylaw 5.3(c)2(d).

**5.12** Unless Bylaw 5.8 applies with respect to an election, when Any a person becomesing a member in the period that

(a) beginsing immediately after the day that is 7 Business Days before the ~~date~~ te set by the Board under Bylaw 5.3(b)2(e), and

- (b) ending at the end of the second Business Day before the last day of the voting period~~date~~ set by the Board under Bylaw 5.3(c)~~2(d)~~.

~~the Association shall give or email to the person the materials referred to in Bylaw 5.10 shall be provided with the materials referred to in Bylaw 5.7 at the time of becoming a member, unless it has been determined that Bylaw 5.5 applies with respect to the election.~~

5.13 The Association shall provide at least 3 kiosks at which members can vote online during an election. The kiosks must be available on 3 or more days during the voting period set by the Board under Bylaw 5.3(c), including the last day of that period.

5.1441 The Board shall establish all the rules and procedures for ~~the conduct of~~ an election that are not provided under these Bylaws.

5.15 The Association's senior manager is responsible for those aspects of the conduct of an election for which the Board has not appointed another person to be responsible.

5.1642 The nominees who are elected as Directors are those who receive the larger number of votes until all positions are filled.

5.1743 If 2 or more nominees receive the same number of votes and, as a result, their election together with the election of nominees who receive a larger number of votes would result in more elected nominees than positions to be filled, the nominee or nominees to be elected from among the nominees who receive the same number of votes shall be determined by lot using a the method analogous to that described in sections 151(a) to (c) of the Local Government Act (as it read on September 1, 2023 at the time of adoption of these Bylaws), administered by the person responsible for the conduct of the election.

5.1844 If the method in Bylaws 5.1642 and 5.1743 for determining the elected nominees would or may, before the application of this Bylaw, result in more than 3 Directors who reside in a particular Local Area or Designated Building, the following provisions apply:

- (a) each nominee whose election would result in more than 3 Directors who reside in that Local Area or Designated Building is deemed to have received fewer votes than nominees who do not reside in that Local Area or Designated Building;
- (b) in applying (a), nominees shall be assumed to be elected one after the other, in accordance with the number of votes received (starting with the nominee who received the most votes); and
- (c) if the number of nominees, other than nominees ~~with respect to whom~~ (a) applies, is less than the number of positions to be filled, the remaining positions shall be filled by applying Bylaws 5.1642 and 5.1743 with respect to the nominees to whom (a) applies remaining nominees.

5.1945 For the purposes of Bylaw 5.4418(a), if

- (a) 2 or more nominees who reside in the ~~particular~~ Local Area or Designated Building receive the same number of votes,

- (b) the election of all those nominees would result in more than 3 Directors who reside in the ~~particular~~ Local Area or Designated Building, and
- (c) the election of ~~some but not fewer than~~ all ~~of~~ those nominees would not have this consequence,

the nominees ~~with respect~~ to whom Bylaw 5.1418(a) applies shall be determined by lot using ~~the~~ method ~~analogous to that~~ described in sections 151(a) to (c) of the Local Government Act (as it read ~~on September 1, 2023 at the time of adoption of these Bylaws~~), administered by the person responsible for the conduct of the election.

**5.2046** Notwithstanding anything to the contrary, ~~in the event that if~~ an election cannot take place in accordance with these Bylaws due to circumstances beyond the control of the Association, the Board may make alternative arrangements for the election, with such arrangements to comply as closely as possible to the requirements for elections under these Bylaws.

## 2. Bylaws 6.6 and 6.7 are replaced by the following:

- 6.6** A person elected as a ~~D~~irector holds office for a term that
- (a) commences at the start of the first Board meeting after the ~~date~~last day of the ~~voting period~~ set by the Board under Bylaw 5.3(c)2(~~d~~) for the election, and
  - (b) ends at the start of the first Board meeting after the ~~date~~last day of the ~~voting period~~ set by the Board under Bylaw 5.3(c)2(~~d~~) for the next election of directors.
- 6.7** The Board may, from time to time, appoint a Resident Member as a Director to fill a vacancy. The term of office of a Resident Member so appointed commences on the day specified by the Board and ends at the start of the first Board meeting after the ~~date~~last day of the ~~voting period~~ set by the Board under Bylaw 5.3(c)2(~~d~~) for the next election of directors.

## Updates and Minor Amendments to UNA Bylaws

The following amendments are made to the Bylaws of the University Neighbourhoods Association:

1. The definition of “Faculty and Staff Housing” in Bylaw 1.1 is deleted.
2. The definition of “Land Use Plan” in Bylaw 1.1 is replaced by the following:  

**Land Use Plan** means the land use plan for the UBC Point Grey campus, deemed adopted by section 37(1) of the *Municipalities Enabling and Validating Act (No. 3)*, SBC 2001, c 44, as amended or replaced from time to time.
3. The definition of “Local Areas” in Bylaw 1.1 is replaced by the following definition of “Local Area”:  

**Local Area** means an area designated on a land use map in the Land Use Plan as a neighbourhood, neighbourhood housing area, or area similarly described.
4. The definition of “Student Housing” in Bylaw 1.1 is replaced by the following:  

**Student Housing** means a primarily residential building that contains housing purpose-built for students of UBC or UBC’s affiliated theological colleges, including students visiting from other educational institutions.
5. The definition of “Treasurer” in Bylaw 1.1 is deleted.
6. Bylaw 2.2 is replaced by the following:
  - 2.2. To be eligible to be a member, a person must
    - (a) be at least 18 years of age, and
    - (b) except for persons who are members pursuant to Bylaw 2.1(b), reside in a Local Area (other than in Student Housing) or in a Designated Building.
7. Bylaw 4.14 is replaced by the following:
  - 4.14 Voting on ordinary resolutions at a general meeting shall be by show of hands. Voting on special resolutions at a general meeting shall be by ballot provided that at any meeting the members may agree by ordinary resolution to vote by a show of hands on a special resolution. Every ballot cast upon a poll and every proxy appointing a proxyholder who casts a ballot upon a poll shall be retained by the Association for a period of 3 months after the general meeting and shall be subject to inspection by a member at the business office of the Association during normal business hours.

**8. Bylaws 6.2 and 6.3 are replaced by the following:**

**6.2** The number of directors is 7.

**6.3** [Deleted]

**9. Bylaw 6.12 is replaced by the following:**

**6.12** The annual amount of the stipend for 2023 is \$6,944 for service as a director other than the Chair and \$10,416 for service as the Chair. The annual amount of the stipend for each subsequent year shall be determined by multiplying the annual amount of the stipend for the preceding year by the ratio of the Consumer Price Index for that preceding year to the Consumer Price Index for the year that is two years preceding. For this purpose, the Consumer Price Index for a year is the annual average all-items Consumer Price Index for the year for British Columbia, not seasonally adjusted, as determined by Statistics Canada.

**10. Bylaws 7.1 to 7.10 are replaced by the following:**

**7.1** The Board must meet at least 6 times in each calendar year.

**7.2** A Board meeting may be an electronic meeting (as defined in the Societies Act).

**7.3** The Chair is to determine the dates and times of regular Board meetings, and the location of the meetings at which Directors must or may participate in person.

**7.4** At the request of two or more Directors, the senior manager (or delegate) must convene a Board meeting.

**7.5** The quorum for a Board meeting is a majority of the Directors at the time of the meeting.

**7.6** Except as otherwise provided in this Bylaw, the Chair is to chair a Board meeting. If the Chair is not present (in person or electronically) within 30 minutes after the time for the start of the meeting, if the Chair has given notice that he or she will not attend the meeting, or if there is no Chair, the Directors present shall choose a Director to chair the meeting. If the Directors elect a Chair at a Board meeting, the Chair shall thereupon commence to chair the meeting.

**7.7** The chair of a Board meeting may make or second a motion.

**7.8** Except as otherwise provided in rules of procedure adopted by the Board, a motion is carried only if a majority of the votes cast are in favour of the motion. In the case of an equality of votes, the chair does not have a second vote.

**7.9** The Board may establish rules of procedure for Board meetings. A rule that is inconsistent with these Bylaws is ineffective to the extent of the inconsistency.

**7.10** If a Board meeting includes an open session, residents of the Local Areas and Designated Buildings must be permitted to attend the session.

**11. Bylaw 7.11 is renumbered as 7.12 and the following Bylaw 7.11 is added:**

**7.11** The Directors may adopt a motion without meeting by consenting in writing to the motion unanimously (excluding abstentions). For greater certainty, writing includes email.

**12. The heading to Bylaws 8.1 to 8.8 is replaced by “UBC MEMBERS”.**

**13. The portion of Bylaw 8.2 before paragraph (a) thereof is replaced by the following:**

**8.2** The Board may, by resolution, exclude the UBC Members from attending the portion of a closed or restricted closed session of a Board meeting that involves consideration of a matter for which it can reasonably be concluded that UBC may be adverse in interest to the Association, but only if the UBC Members are

**14. Bylaw 9.1 is replaced by the following:**

**9.1** The officers of the Association consist of a Chair and a Secretary. An officer holds his or her office until the earlier of the election of a successor or the time at which the officer ceases to be a Director.

**15. Bylaws 9.3 and 9.4 are deleted.**

**16. The following Bylaw 9.3 is added:**

**9.3** The Board may, from time to time, appoint a Director to act in place of the Chair while the Chair is absent or otherwise unable to perform his or her functions.

**17. Bylaws 17.1 to 17.6 and the heading to them are deleted.**

## Updates and Minor Amendments to UNA Bylaws

The following amendments are made to the Bylaws of the University Neighbourhoods Association:

1. The definition of “Faculty and Staff Housing” in Bylaw 1.1 is deleted.

The term “Faculty and Staff Housing” is unnecessary. See the comments on the definition of the new term “Local Area”.

2. The definition of “Land Use Plan” in Bylaw 1.1 is replaced by the following:

Land Use Plan means the land use plan for the UBC Point Grey campus, ~~of UBC~~ deemed adopted by section 37(1) of the Minister of Community and Rural Development in accordance with the Municipalities Enabling and Validating Act (No. 3), Part 10–2010, SBC 2001, c 44, as amended or replaced from time to time.

The addition of “or replaced” extends the definition to include replacement plans. This amendment is necessary because UBC is proposing to replace its current Land Use Plan with a new land use plan. The other amendments are non-substantive; they provide a more precise reference to the relevant legislation.

3. The definition of “Local Areas” in Bylaw 1.1 is replaced by the following definition of “Local Area”:

Local Area means an area designated on a land use map in the Land Use Plan as a neighbourhood, neighbourhood housing area, or area similarly described.

The definition of “Local Areas” refers to a specific schedule in the land use plan. That reference will cease to be valid if UBC’s proposed land use plan is approved.

The definition of “Local Areas” states that it excludes Student Housing but does not exclude Faculty and Staff Housing. Neither statement is included in the definition of “Local Area”. The only place where the exclusion for Student Housing is relevant is in Bylaw 2.2, which sets out the eligibility conditions for residents to become UNA members. An exclusion for residents of Student Housing is added to that bylaw. The statement that Faculty and Staff Housing is not excluded is superfluous; there is nothing in the definition that would otherwise exclude such housing.

4. The definition of “Student Housing” in Bylaw 1.1 is replaced by the following:

Student Housing means a primarily residential building that contains housing purpose-built for students~~institutional accommodation units, townhouses, apartments and housing used exclusively or primarily by students~~ of UBC or UBC’s affiliated theological colleges, including students visiting from other educational institutions.

The amendments to this definition make it closer to the definition of “Student Housing” in UBC’s draft land use plan.

5. The definition of “Treasurer” in Bylaw 1.1 is deleted.

See the explanation of the amendment to Bylaw 9.1.

6. Bylaw 2.2 is replaced by the following:

2.2. To be eligible to be a member, a person must

- (a) be at least 18 years of age, and
- (b) except for persons who are members pursuant to Bylaw 2.1(b), reside in a Local Area (other than in Student Housing) or in a Designated Building.

This is a consequential amendment, made because the new definition of “Local Area” does not exclude Student Housing.

7. Bylaw 4.14 is replaced by the following:

4.14 Voting on ordinary resolutions at a general meeting shall be by show of hands. Voting on special resolutions at a general meeting shall be by ballot provided that at any meeting the members may agree by ordinary resolution to vote by a show of hands on a special resolution. Every ballot cast upon a poll and every proxy appointing a proxyholder who casts a ballot upon a poll shall be retained by the ~~Secretary~~ Association for a period of 3 months after the general meeting and shall be subject to inspection by a member at the business office of the Association during normal business hours.

It has not been the UNA's practice for the Secretary to retain ballots and proxy forms.

8. Bylaws 6.2 and 6.3 are replaced by the following:

6.2 ~~Subject to Bylaw 6.3, t~~he number of directors is 7.

6.3 ~~[Deleted]The Board may increase the number of directors to 7. Once it has set the number of directors at 7 it may not lower the number.~~

The Board increased the number of directors to 7 at its meeting on May 18, 2021.

9. Bylaw 6.12 is replaced by the following:

6.12 The annual amount of the stipend for 2023 is ~~\$6,944,271~~ for service as a director other than the Chair and ~~\$10,4169,406~~ for service as the Chair. The annual amount of the stipend for each subsequent year shall be determined by multiplying the annual amount of the stipend for the preceding year by the ratio of the Consumer Price Index for that preceding year to the Consumer Price Index for the year that is two years preceding. For this purpose, the Consumer Price Index for a year is the annual average all-items Consumer Price Index for the year for British Columbia, not seasonally adjusted, as determined by Statistics Canada.

The 2020 stipends are replaced with the stipends for 2023, which are equal to the 2020 stipends increased for inflation.

**10. Bylaws 7.1 to 7.10 are replaced by the following:**

- 7.1 The Board must meet at least 6 times in each calendar year.
- 7.2 A Board meeting may be an electronic meeting (as defined in the Societies Act).
- 7.3 The Chair is to determine the dates and times of regular Board meetings, and the location of the meetings at which Directors must or may participate in person.
- 7.4 At the request of two or more Directors, the senior manager (or delegate) must convene a Board meeting.
- 7.5 The quorum for a Board meeting is a majority of the Directors at the time of the meeting.
- 7.6 Except as otherwise provided in this Bylaw, the Chair is to chair a Board meeting. If the Chair is not present (in person or electronically) within 30 minutes after the time for the start of the meeting, if the Chair has given notice that he or she will not attend the meeting, or if there is no Chair, the Directors present shall choose a Director to chair the meeting. If the Directors elect a Chair at a Board meeting, the Chair shall thereupon commence to chair the meeting.
- 7.7 The chair of a Board meeting may make or second a motion.
- 7.8 Except as otherwise provided in rules of procedure adopted by the Board, a motion is carried only if a majority of the votes cast are in favour of the motion. In the case of an equality of votes, the chair does not have a second vote.
- 7.9 The Board may establish rules of procedure for Board meetings. A rule that is inconsistent with these Bylaws is ineffective to the extent of the inconsistency.
- 7.10 If a Board meeting includes an open session, residents of the Local Areas and Designated Buildings must be permitted to attend the session.

These provisions are generally similar to current Bylaws 7.1 to 7.10 (except that Bylaw 7.9 is replaced below by a new Bylaw 7.11 below). The amendments do the following:

- Delete notice provisions that can be left to the Board Rules of Procedure
- Explicitly permit Board meetings to be held fully or partially electronically and make consequential changes.
- Organize the provisions in a more logical order.
- Remove the chair of a meeting's right to cast a second vote in the event of a tie. All directors are equal. No director's view should carry more weight in a vote than the views of other directors. To allow one director to cast two votes is undemocratic.
- Require a Board meeting to be convened at the request of any two directors (in place of the current bylaw, which provides that a director can convene a meeting with the consent of the Chair). While the Board Rules of Procedure already provide for this, the inclusion of the provision in the bylaws will strengthen it.

**11. Bylaw 7.11 is renumbered as 7.12 and the following Bylaw 7.11 is added:**

7.11 The Directors may adopt a motion without meeting by consenting in writing to the motion unanimously (excluding abstentions). For greater certainty, writing includes email.

This is a slightly reworded version of current Bylaw 7.9, with the addition of the statement regarding emails.

**12. The heading to Bylaws 8.1 to 8.8 is replaced by “UBC MEMBERS”.**

The current heading is “UBC OBSERVERS”. As the UBC Members can participate in Board meetings, it is not appropriate to refer to them as “observers”.

**13. The portion of Bylaw 8.2 before paragraph (a) thereof is replaced by the following:**

8.2 The Board may, by resolution, exclude the UBC Members from attending the portion of a closed or ~~in camera~~ restricted closed session of a Board meeting that involves consideration of a matter for which it can reasonably be concluded that UBC may be adverse in interest to the Association, but only if the UBC Members are

Under the Board Rules of Procedure, a meeting is comprised of one or more of an open session, a closed session, and a restricted closed session. The amendment makes the bylaw consistent with the Rules of Procedure.

**14. Bylaw 9.1 is replaced by the following:**

9.1 The officers of the Association consist of a Chair, and a Secretary, ~~Treasurer and such other officers as the Directors elect from time to time from among themselves~~. An officer holds his or her office until the earlier of the election of a successor or the time at which the officer ceases to be a Director.

The position of Treasurer is superfluous. The UNA has a Finance Manager, and the Board has a Finance & Audit Committee with a director appointed as chair of the committee. The role assigned by the bylaws to the Treasurer is carried out by the Finance Manager and the committee.

The provision for the Board to elect other officers of the UNA is deleted because it has never been used and there is no conceivable situation where other officers would be required.

**15. Bylaws 9.3 and 9.4 are deleted.**

Bylaw 9.3 specifies activities that are to be undertaken by the Secretary, either directly or by delegation. In practice, the activities have been carried out by UNA staff without any involvement of the Secretary.

Bylaw 9.4 requires the Treasurer to oversee the UNA's financial affairs. This function is carried out by the UNA's Finance Manager and the Board's Finance and Audit Committee.

**16. The following Bylaw 9.3 is added:**

9.3 The Board may, from time to time, appoint a Director to act in place of the Chair while the Chair is absent or otherwise unable to perform his or her functions.

This new bylaw enables the Board to appoint an acting Chair.

**17. Bylaws 17.1 to 17.6 and the heading to them are deleted.**

These bylaws contain transition provisions that were applicable with respect to the change in 2020 to an all-elected Board of Directors. The provisions no longer serve any purpose.