



ALLIANCE OF BEVERAGE LICENSEES
FOR A RESPONSIBLE LIQUOR INDUSTRY

FORM 3

[Section 3]

SOCIETY ACT

ALLIANCE OF BEVERAGE LICENSEES

CONSTITUTION

1. The name of the Society is "Alliance of Beverage Licensees".
2. The purposes of the Society are:
 - a. To establish and maintain uniform methods of operation among its members;
 - b. To acquire and disseminate useful information concerning Liquor Licence legislation and regulations;
 - c. To take part in considering and making representations with respect to legislation or regulations which may be issued by any duly constituted authority;
 - d. To confer with legislative and other public bodies, on behalf of the members, with a view to providing such bodies with the position of its members, regarding matters relating, directly or indirectly, to the beverage licensee industry;
 - e. To promote a collective alliance among all beverage licensees;
 - f. To invest its funds in securities in which trustees from time to time are authorized by law to invest; and
 - g. To do all such things as may be expedient for the protection and benefit of its members and as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Alliance.
3. The activities of the Alliance are to be carried on within the Province of British Columbia. This provision is alterable.

BYLAWS

Attached as Schedule "A" hereto, the bylaws providing for the matters referred to in section 6(1) of the *Society Act* and any other bylaws.

SCHEDULE "A"

**SOCIETY ACT
ALLIANCE OF BEVERAGE LICENSEES**

BYLAWS

1. Interpretation
2. Membership
3. Member Meetings
4. Board of Directors
5. Officers of the Board of Directors
6. Nomination and Election of Directors
7. Finances and Documents
8. Amendments to Constitution and Bylaws
9. Dissolution

BYLAW 1: INTERPRETATION

1. In these bylaws, unless the context clearly indicates otherwise:

"Alliance" means the Alliance of Beverage Licensees (ABLE BC);

"beverage licensees" means hotel licensees and non-hotelier liquor licensees that have been accepted for membership pursuant to these bylaws;

"BCHA" means the British Columbia Hotels' Association;

"Board" means the duly-elected board of directors of the Alliance for the time being;

"directors" means the directors of the Alliance for the time being;

"hotel" means all facilities of existing BCHA members commonly referred to as a hotel or a facility that regularly provides sleeping accommodation on a day-to-day basis, and provides through ownership, lease, or management contract, food and beverage services to the transient public on premise or in close proximity and which is accepted by the executive of BCHA as an appropriate facility;

"hotel licensee" means those who are accepted under definition of a "hotel" and who also own a valid Liquor Primary Licence, a Licensee Retail Store Licence or a Third Party User;

"Liquor Licensee" means a Licensed Retail Store Licensee or Liquor Primary licensee;

"non-hotelier liquor licensee" means an individual or corporation that holds a Licensee Retail Store Licence, Liquor Primary Licence or a Third Party User pursuant to the Liquor Control and Licensing Act, R.S.B.C. 1996, Chapter 267 and any amendments thereto;

"registered address" of a member means the member's address as recorded in the register of members; and

“Society Act” means the *Society Act of British Columbia* and all amendments to it.

2. The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
3. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

BYLAW 2: MEMBERSHIP

1. The membership shall be:
 - a. “members” consisting of:
 - i. Hotel licensees who hold a BCHA membership in good standing,
 - ii. Liquor licensees (i.e. “non-hotelier liquor licensees”) who have been accepted for membership pursuant to these bylaws, and
 - b. “associate members” consisting of individuals, associations, corporations or others who do not hold a Liquor Licence and have been accepted for membership pursuant to these bylaws.
2. The Board of Directors shall have the sole and absolute discretion to accept or reject candidates for memberships, excepting that:
 - a. The members may, at the next annual general meeting, overrule the decision of the board of directors to accept or reject an associate member by a majority of votes cast.
3. Membership in the Alliance shall become effective upon receipt by the Executive Director of:
 - a. The annual membership form and required documents, as determined by the Executive Director, and
 - b. Annual membership dues, as determined by the Board of Directors.
4. The membership year shall begin September 1 and end August 31 of the following calendar year.
5. Each member in good standing shall:
 - a. Be entitled to attend all general meetings of the Alliance;
 - b. Be entitled to vote on all matters coming before a general meeting of the Alliance;

- c. Be entitled to one vote at all general meetings of the Alliance;
 - d. Be entitled to receive member benefits and services normally provided by the Alliance;
 - e. Observe and perform all policy directives published and distributed by the Board of Directors to members concerning matters relating to Beverage Licensees; and
 - f. Pay its annual dues and any fees or assessments levied by the Board of Directors in accordance with the Constitution and Bylaws.
6. Each associate member in good standing shall:
- a. Be entitled to receive associate member benefits and services as normally provided by the Alliance;
 - b. Be expected to conduct their affairs in a manner conducive to the purpose and goals of the Alliance;
 - c. Be entitled to attend but not vote at general meetings of the Alliance;
 - d. Not attend any portion of a general meeting where voting takes place, unless the members at such meeting unanimously agree to allow the associate member to attend;
 - e. Not hold, or have their representative hold, any position on the Board of Directors of the Alliance; and
 - f. Pay its annual dues as set by the Board of Directors and any fees or assessments levied by the Board of Directors in accordance with the Constitution and Bylaws.
7. Membership in the Alliance and all rights and privileges attached thereto shall cease:
- a. Upon receipt at the office of the Alliance of a written notice of resignation from the member, which shall take effect three months after such notice is received and all sums of money due to the Alliance are paid;
 - b. If a member defaults by failing to submit the annual membership form, required documents, or annual membership dues within one month of the due date set by the Board of Directors; or
 - c. After the Board passes a resolution, in accordance with bylaw 2.8, declaring the member expelled or suspended for undertaking activities inconsistent with the purpose and goals of the Alliance.

8. In the event that the Board determines a member should be expelled or suspended from membership in the Alliance in accordance with bylaw 2.7(c):
 - a. The Executive Director or such other Officer as the Board designates shall provide the member twenty one (21) days' notice of suspension or expulsion by forwarding such notice to the mail, fax, or email address in Alliance records;
 - b. The member may make written submissions to the Executive Director, or such other Officer as designated by the Board, in response to the notice received within such twenty one (21) day period;
 - c. If no written submissions are received by the Executive Director or such other Officer as designated by the Board, the Association may proceed to notify the member that the member is suspended or expelled from membership in the Alliance;
 - d. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty one (21) days from the date of receipt of the submissions;
 - e. The Board's decision shall be final and binding on the member, without any further right of appeal; and
 - f. Upon such termination, membership dues paid for the current membership year shall be forfeited.
9. Resignation, expulsion, or suspension shall not exonerate any member from liability for any indebtedness, including unpaid dues, owed to the Alliance at the date of such resignation, expulsion, or suspension.

BYLAW 3: MEMBER MEETINGS

1. A general meeting of the Alliance shall be held at such time and place as the Board of Directors decide.
2. Every general meeting other than an annual general meeting is an extraordinary general meeting.
3. The first annual general meeting of the Alliance must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the preceding annual general meeting.
4. Notices of annual general meetings shall:

- a. Be posted on the Alliance's webpage and forwarded to members via the mail, fax, or email address listed in Alliance records at least twenty-one (21) days before the meeting; and
 - b. Specify the place, date, hour, and agenda of the meeting.
5. The agenda and order of business for the annual general meeting shall be decided upon by the Board of Directors, but shall include:
 - a. Approval of the minutes of the preceding annual general meeting;
 - b. A report from the Board of Directors on activities of the preceding year;
 - c. Results of director elections;
 - d. Presentation of the Alliance's financial statements; and
 - e. New business.
6. An extraordinary general meeting may be called:
 - a. At any time by the Board of Directors, or
 - b. Upon receipt by the Executive Director of written requisitions by three members of the Alliance, and
 - c. For the transaction of only such business as is specified in the requisition, provided that additional matters may be considered if the Board of Directors so desires.
7. Notices of extraordinary general meetings shall be forwarded to members via the mail, fax, or email address on file with the Alliance at least fourteen (14) days before the meeting and shall specify the place, date, hour, and business to be transacted.
8. Accidental omission to give notice of any general meeting to any member or non-receipt by any member of any notice forwarded to that member via the mail, fax, or email address listed in Alliance records shall not invalidate any resolution or bylaw passed or any proceeding taken at such meeting.
9. Attendance of ten (10) members of the Alliance, or their duly qualified proxy holders, shall form a quorum for any general meeting of the Alliance.
10. At all meetings of the Alliance, questions shall be decided by a majority of votes casts and voting shall proceed:
 - a. In accordance with bylaw 2.5(c);

- b. By a show of hands, unless a secret ballot is requested by the majority of those present; and
- c. In the case of an equality of votes, the Chair shall have a casting vote (but shall not vote in any other circumstances).

11. Voting by proxy shall be permitted at any general meeting of the Alliance, provided that:

- a. The proxy holder is appointed by a member in good standing to represent the member's interests;
- b. The member informs the Executive Director in writing of the identity of their proxy holder at least 24 hours in advance of the meeting; and
- c. The proxy holder is able to present written authority from the member to the Chair at the meeting.

BYLAW 4: BOARD OF DIRECTORS

1. On behalf of the membership, the affairs of the Alliance shall be governed by a Board of Directors comprised of:
 - a. Five (5) liquor licensee members of the Alliance, elected in accordance with bylaw 6 and each representing a region of British Columbia pursuant to bylaw 4.3(b);
 - b. Five (5) representative of the BCHA, whose names shall be submitted to the Nominations Chair or such other officer as designated by the Board at least seven (7) days prior to the annual general meeting;
 - c. Up to one (1) Director-at-Large pursuant to bylaw 5.3; and
 - d. The immediate Past President.
2. The Board of Directors shall construe and enforce the provision of the Constitution and Bylaws of the Alliance and shall have power:
 - a. To appoint and delegate persons to committees for any purpose that may be desirable when the President does not use his authority in this respect;
 - b. To maintain full responsibility for all funds and securities of the Alliance and control the expenditure thereof; and
 - c. Generally to do all such things as in the opinion of the Board may be necessary or expedient to carry out the objectives of the Alliance.
3. Each of the five (5) liquor licensee directors indicated in bylaw 4.1(a) shall:

- a. Be a member of the Alliance as defined in bylaw 2.1 (a)(ii);
 - b. Represent a region of British Columbia, the boundaries of which shall be decided upon by the Board of Directors;
 - i. If one region fails to nominate a director the Board may appoint a director to represent that region, or may in accordance with bylaw 6.2(b)(vi) appoint a member from that region to serve as Interim Director, until the Nominating Committee nominates and the members elect an appropriate replacement;
 - c. Report progress at Board meetings to members in their region;
 - d. Solicit advice from members in their regions for matters to be discussed at future board meeting;
 - e. Conduct membership drives within their regions; and
 - f. Carry out such other duties as may be established by resolution at a general meeting of the membership.
4. The Board may appoint one (1) Director-at-Large to serve as a member of the Board of Directors for a one (1) year renewable term to a maximum of four consecutive terms.
 5. Excepting bylaw 5.4(a), a director shall hold office for two (2) years, commencing upon the dissolution of the annual general meeting at which a director is elected.
 6. A director may serve a maximum of four consecutive terms, except if:
 - a. The Nominating Committee is unable to locate a nominee from a particular region and exercises its authority under bylaw 6.2(b)(vi); or
 - b. The BCHA is unable to locate a suitable replacement for a director referred to in bylaw 4.1(b).
 7. If a Director is unable to complete his term for any reason, the Board:
 - a. May appoint an Alliance member in good standing to serve as Interim Director in the vacating director's stead until the next annual general meeting; and
 - b. Shall instruct the Nominations Chair to seek replacement for the director pursuant to bylaw 6.2 or 4.1(b), as the case may be.
 8. A Director shall be deemed to have vacated his/her position upon:
 - a. The Director's death, prohibition, or bankruptcy;

- b. Delivery of a letter of resignation to the President, who shall present the letter to the Board at its next meeting;
 - c. Taking up employment with the Alliance;
 - d. Ceasing to be a member in good standing in the Alliance;
 - e. The Board passing a resolution declaring the director expelled from the Board of Directors after the director is absent, without valid reason, from three consecutive Board meetings; and
 - f. The members passing, at a general meeting, a special resolution to recall the director.
9. In the event that the Board determines a director shall be expelled from the Board in accordance with bylaw 4.8(e):
- a. A notice of Intention to Expel from the Board of Directors shall be served to the director via the mail, fax, or email address listed in Alliance records at least twenty-one (21) days in advance of the Board meeting at which the expulsion shall be voted upon, and shall state the grounds of expulsion;
 - b. A Director under notice of Intention to Expel shall have the right to contest such notice at the Board meeting at which the expulsion is voted upon; and
 - c. The Board's decision shall be final and binding on the Director, without any further right of appeal.
10. The Board of Directors shall meet at least four (4) times per year and:
- a. Meetings of the Board may be called by the President or upon written request of any three board members to the Executive Director;
 - b. Notices of meetings of the Board shall specify the place, date, hour, and business to be transacted, and shall be forwarded to directors at least five (5) days before the date of such meeting;
 - c. A meeting of the Board may take place at any time without notice if all directors are present, or if those who are absent have given their consent in writing;
 - d. Quorum at Board meetings shall be six (6) Directors, excepting committees of the Board where a majority of committee members shall constitute quorum;
 - e. A director may participate in meetings of the Board or of any committee of the Board by means of telephone conference or other communications medium provided that all directors participating in the meeting can hear each other and that all directors agree to such participation;

- f. At each meeting of the Board, each director present shall have one (1) vote on all questions put forward and:
 - i. Voting shall be by show of hands, unless a secret ballot is requested by a majority of those present;
 - 1. Secret ballot votes shall be coordinated by the Executive Director and shall be counted jointly by the Chair and the Executive Director;
 - ii. All questions shall be decided by a majority of votes cast;
 - iii. In the case of an equality of votes, the Chair shall have a casting vote (but shall not vote in any other circumstances);
 - iv. Voting by proxy shall be permitted provided that the director informs the President or the Executive Director in writing of the identity of their proxy holder at least 24 hours in advance of the meeting, and the proxy holder is a member in good standing in the Alliance;
- g. A resolution consented to by all of the directors, whether by document, facsimile, email or any method of transmitting legible recorded messages shall be as valid and effectual as if it had been passed at a meeting of the directors duly called and held.

BYLAW 5: OFFICERS OF THE BOARD OF DIRECTORS

- 1. Immediately following an annual general meeting of the Alliance, and in accordance with bylaw 4.4, the Board of Directors shall meet and elect from its members the following officers:
 - a. A President, who shall:
 - i. Preside as Chair at Board of Directors meetings and general meetings of the Alliance;
 - ii. Preserve order and decorum at all meetings of the Alliance and decide questions of order and of interpretation of these bylaws;
 - 1. Disputes arising from the Chair's interpretation of these Bylaws shall be resolved according to bylaw 5.12;
 - iii. Have the power to appoint or replace members of all committees; and
 - iv. Be an ex-officio member of all committees.

- b. A minimum of one (1) and maximum of two (2) Vice-Presidents, one of whom shall be designated 1st Vice-President who:
 - i. Shall assist the President in the performance of his duties and shall exercise all the powers of the President in the latter's absence; and
 - ii. Shall indicate an intention to succeed to the office of the President upon such office becoming vacant, provided that at that time the 1st Vice-President is properly nominated and elected to the presidency by the Board of Directors.
 - c. A Treasurer, who shall be responsible for the financial records of the Association and shall:
 - i. Ensure that all funds received are deposited in the Alliance's bank account(s), and withdrawn only under the joint authority of the President and Treasurer or such other Officers as the Board designates;
 - ii. Upon request of the Board, furnish a current statement of the Alliance's finances; and
 - iii. At each annual general meeting, present a complete, detailed, and duly audited report of all receipts and expenditures for the last fiscal year.
2. The immediate Past President shall be an Officer of the Board and shall:
- a. Sit on the Board as a voting member for two years following his last term as President;
 - b. Be Chair of the Nominating Committee in accordance with bylaw 6.
3. The Officers indicated in bylaw 5.1, with the exception of the President, shall hold office for a one (1) year renewable term.
4. The President shall hold office for a two (2) year term and shall be limited to a maximum of two (2) consecutive terms.
- a. In the event that a director is elected President in the middle of his director term (i.e. after the first year of the director's two-year term), the director must first complete his term as president before becoming eligible for re-election as a director.
5. An Executive Director shall be appointed by the Board and shall hold office until he resigns or is removed by the Board, and he shall:
- a. Be the Secretary of the Alliance and therefore:
 - i. Keep a roll of the membership;

- ii. Issue notices calling for meetings;
 - iii. Keep the records of the Alliance up-to-date and available for inspection by members; and
 - iv. Be an ex-officio member of the Board of Directors and all committees;
 - b. Attend and record minutes of all meetings of the members and Board of Directors;
 - c. Keep the books of the Alliance and the accounts of all members;
 - d. Collect all membership dues and assessments and report same to the Treasurer;
 - e. Prepare monthly financial statements and an annual financial report for approval by the Treasurer;
 - f. Handle all correspondence addressed by and to the Alliance;
 - g. Cooperate closely with the President and other Officers of the Board in all matters of interest to the Alliance;
 - h. Retain custody of the corporate seal;
 - i. Administer the general affairs of the Alliance in accordance with these Bylaws;
 - j. Unless otherwise indicated by the Board of Directors, sign all contracts, documents, or other instruments in writing requiring the approval of the Alliance, excepting those indicated in bylaw 5.1(c)(i);
 - k. Be a non-voting Officer of the Board; and
 - l. Be responsible for any other duties assigned by the Board of Directors
6. At any meeting of the Board, the Board may recall any Officer of the Board from their Officer position by passing a resolution to recall.
7. In the event that the President vacates his office for any reason before the expiration of his term, the 1st Vice-President shall succeed to the office of Interim-President to complete the vacating President's term:
- a. If the first Vice-President is unable or unwilling to accept this position, the Board may elect another Vice-President to the office of Interim-President to complete the vacating President's term;

- b. If no other Vice-President is able or willing to be elected Interim President, then the Board shall elect from its members an Interim President to complete the vacating President's term.
- 8. In the event that a Vice-President or the Treasurer vacates his office for any reason before the expiration of his term, the Board shall elect from its members a director to complete the vacating-officer's term and to serve a further one (1) year term immediately thereafter.
- 9. In the event that the Past President vacates his office for any reason before the expiration of his term, the position shall remain vacant until the current President becomes the Past President and assumes the office.
- 10. Outgoing Officers of the Alliance shall turn over all books and records of the Alliance to the newly appointed Officers.
- 11. The maximum honoraria, if any, to be paid to any Officers of the Alliance shall be fixed at an annual general meeting.
- 12. Unless otherwise established in these bylaws, any disputes about the Chair's interpretation of bylaws at any meeting of the Alliance shall be resolved immediately by the Officers of the Alliance, whose decision shall be final and binding without further right of appeal.

BYLAW 6: NOMINATION AND ELECTION OF DIRECTORS

- 1. At least 90 days prior to an annual general meeting, the Board shall appoint a Nominations Committee comprised of:
 - a. The Past President, who shall chair the Committee;
 - i. If the Past President is unable or unwilling to chair, or if the Past President position is vacant, the Board shall appoint another Director to chair the Committee;
 - b. One (1) director who is not seeking nomination; and
 - c. One (1) Alliance member who is not on the Board and is not seeking nomination.
- 2. In each region where a director position referred to in 4.1(a) is available, the Nominating Committee shall seek nominees for available director positions and shall oversee the following nominations process:
 - a. At least 60 days prior to the annual general meeting, notice of nominations shall be posted on the Alliance's webpage and/or will be sent to the mail, fax, or

email address on record with the Alliance of all applicable voting members in each applicable region;

- i. Any liquor licensee member in good standing, or a representative of a liquor licensee member firm, company, or partnership, is eligible to be nominated for the director positions identified in 4.1(a);
 - ii. Such notice must explain the nomination procedures as set by the Nominating Committee, including that nomination must be in writing and must contain the written consent of the nominee;
- b. At least 30 days prior to an annual general meeting, the Nominations Committee shall send to each voting member in each applicable region one Director Election Ballot for every Liquor License the voting member owns or represents that is listed in Alliance records and is in good standing, according to the following general provisions:
- i. Only non-hotelier liquor licensee members as indicated in 2.1(a)(ii) shall be eligible to vote for director positions identified in 4.1(a);
 - ii. Members are entitled to one vote for every Liquor License they own or represent that is a member in good standing in the Alliance;
 1. Members are responsible for ensuring that Alliance records are up-to-date in this regard;
 - iii. Each ballot shall list every nominee for director in the regional election and shall list the name, job title, establishment name, and liquor license number of the applicable voting member;
 1. No ballot may contain more than one Liquor License number;
 2. Listing the same license number on multiple ballots will invalidate all ballots containing that license number;
 - iv. Voting by proxy is not allowed;
 - v. In cases where only one person has been nominated for director in any one region, that nominee shall be deemed elected by acclamation;
 - vi. If no member is nominated from a particular region, the Nominating Committee may recommend a candidate to the Board or may recommend that the Board exercise its authority under 4.3(b)(i) at the first Board meeting following the annual general meeting;
 1. In such cases, the Nominating Committee may disregard bylaw 4.5;

- c. At least seven (7) days prior to an annual general meeting, each completed ballot must be returned to the Nominations Committee via the Alliance's office and must be held securely in a manner approved by the Board until a Motion to Destroy is passed by members;
- d. The Nominations Committee shall then tabulate the ballots for the elected director positions;
 - i. A nominee is entitled, by making a written request to the Nominations Chair at least seven (7) days prior to the annual general meeting, to attend the tabulation of ballots for their region;
 - ii. In the event of a tie in the election of any directors, the tie shall be decided by the toss of a coin between the persons who are tied, or by a mutually agreed upon representative, provided such coin toss is completed in the presence of the Nominations Chair;
- e. All duly cast ballots must be available for inspection at the annual general meeting where the results are announced;
- f. The Nominations Chair shall announce the results of the election and appointment of directors at the next annual general meeting;
- g. If a member believes the election results to be inaccurate, the member may, at the annual general meeting where results are announced, request a recount of ballots cast, in which case:
 - i. The recount shall be conducted immediately;
 - ii. The votes will be counted and verified by the Chair of the Nominations Committee, the President, and the Executive Director;
 - iii. The nominee requesting the recount shall be entitled to attend the recount, and;
 - iv. If an error in counting is discovered and the validity of the election is in doubt, the Board shall hold an inquiry and shall decide whether the election of the member is valid and, if an election is found by the Board to be invalid, shall order a new election.

BYLAW 7: FINANCES AND DOCUMENTS

1. The Alliance's fiscal year end shall be determined by the Board of Directors.
2. When authorized by special resolution at a general meeting, the Board of Directors shall have power to borrow on behalf of the Alliance and to secure the repayment thereof

and may make, draw, accept, or endorse promissory notes or other negotiable instruments.

3. The Board shall have the power to make and complete all necessary banking arrangements on behalf of the Alliance.
4. The Board may appoint an auditor to examine all books, vouchers, and accounts of the Alliance, and shall report the result of such examination at each annual general meeting.
5. Any three (3) members of the Alliance may require an audit of the books of the Alliance by delivering to the Board of Directors or to the Executive Director a written request signed by all three members:
 - a. On receipt of the said notice, the Board of Directors shall requisition an audit of the Alliance's books;
 - b. Such audit shall be completed within ninety (90) days of the receipt of said notice; and
 - c. The expense of the audit shall be borne by those members requesting the audit.
6. The Alliance may, on the authority of an ordinary resolution, acquire by purchase, donation, lease, or otherwise land and personal property, and may sell, exchange, mortgage, lease, let, improve, and develop the same and may erect and maintain any necessary buildings.
7. The Board of Directors may make donations and may invest the funds of the Alliance in such securities as it deems advisable.
8. All minutes and records of the Alliance shall be kept at such location as stipulated by the Board of Directors and may be inspected by the members at any time during ordinary business hours.

BYLAW 8: AMENDMENT OF CONSTITUTION AND BYLAWS

1. The constitution or bylaws of the Alliance may be amended by special resolution at an extraordinary or annual general meeting of the Alliance provided that:
 - a. Notice specifying the place, date, hour, and intention to propose such special resolution is forwarded to members via the mail, fax, or email address listed in Alliance records at least twenty one (21) days before the meeting; and,
 - b. The resolution is passed by at least 75 per cent of all votes cast at the meeting.

BYLAW 9: DISSOLUTION OF THE ALLIANCE

1. Dissolution of the Alliance shall be proposed by the Board of Directors only under two conditions:
 - a. Where the Alliance is no longer financially viable and it has been determined by the Board of Directors that financial viability will not be restored by ordinary means within a reasonable length of time;
 - b. Where the mission of the Alliance is deemed no longer viable and the Board of Directors has determined that there is no appropriate alternative mission.
2. At such time as the Board of Directors has deemed continuance impossible under the conditions stated in bylaw 9.1, the Board shall call an extraordinary meeting of the members to consider a Resolution to Dissolve, which shall state:
 - a. The reason for dissolution; and
 - b. Plans for the distribution of any remaining assets.
3. Dissolution of the Alliance requires the Resolution to Dissolve be approved by at least 75 per cent of votes cast at the meeting.
4. Distribution of remaining assets shall be those which are residual after the payment of all outstanding liabilities, including tangible and monetary assets.
5. Distribution of fixed assets shall only be to another organization in the community, which is registered under the Societies Act of British Columbia or has charitable status as determined by Federal statute.