

DAMA Vancouver BC, BC – Bylaws

January 2021

Version 1.03



DAMA

Vancouver, BC 

DOCUMENT CONTROL

Revision History

Date	Version	Description	Author
2020-10-09	1.0	Draft for review to establish the BC non-profit business and to get full status from DAMA International for the DAMA Vancouver BC chapter.	Leonardo Arbelaez
2020-10-20	1.01	First revision	Gordon Hamilton / Leonardo Arbelaez
2020-11-30	1.02	Mostly aimed at simplifying it, and working through what a member is and what implications does that have for voting, quorum, proxy, etc.	Gordon Hamilton
2021-1-19	1.03	Incorporated Kristina's detailed edit suggestions.	Kristina / Gordon
2021-1-27		Incorporated Jacob's suggestions on simplifying membership to exclude any mention of dues for regular membership.	Jacob / Gordon

Revision Requests

Submit all requests for revisions to this document to DAMA-Vancouver at admin@dama-Vancouver.org with a copy to president@dama-Vancouver.org

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DAMA VANCOUVER BC

BYLAWS

These Bylaws are an organization’s internal affairs guidebook that complies with the Societies Act of British Columbia. The Bylaws establish board member procedures for holding elections, organizing meetings, quorum requirements, membership structure and other essential operations of this not-for-profit organization.

Board members must use this information in conducting the business of the organization in their respective positions. These Bylaws will serve as an organizational manual and will help guide the board through orderly operation of the corporation.

I. NAME OF ORGANIZATION

1. The name of the Association is “**DAMA EDUCATION & NETWORKING VANCOUVER-BC CHAPTER SOCIETY**” doing business as “**DAMA Vancouver BC**”, and is the Vancouver, BC chapter of DAMA International. DAMA International is also known by the initials “DAMA” or by the name “Data Management Association” or by description “The Global Data Management Community”.
2. Neither the name of the Association nor its roster shall be used in any manner or for any purpose other than as authorized by the Executive Committee.

II. PURPOSE OF ASSOCIATION

DAMA Vancouver BC is a not-for-profit organization. The purposes of the organization are:

1. To promote the understanding, development and practice of managing data and information as key enterprise assets.
2. To serve as an association of technical and business professionals dedicated to advancing the concepts and practices of data management through the study and practice of DAMA DMBok (Data Management Body of Knowledge) disciplines.
3. To foster among the public in general, and the members of the Association, a better understanding of the vital business role of information management.
4. To assist in the promotion and teaching of data management.
5. To enable members to meet socially and share professional ideas.

III. MEMBERSHIP

1. **Eligibility of Membership:** Membership is open to any individual wanting to develop data and information management business skills or to bring their expertise for sharing and education. Individuals are 'members' once their name and email address are entered into the membership distribution list.
2. **Membership Types:**
 - A. **Individual Member:** An individual member is one who registers as a single person. A member '**registers**' when they ask for their email and contact information to be added manually to the distribution list, register for one of DAMA-Vancouver BC's regular events, or sign up for an event that is sponsored by DAMA-Vancouver BC but managed by another organization.
3. **Annual Dues:** DAMA-Vancouver BC will not charge annual dues for membership. There may be separate fees for specific programs such as the CDMP study group, other training groups, or special interest groups.
4. **Member Rights:** Members shall be eligible to participate in sessions and share relevant information regarding data discipline materials or opinions. Members will receive notification of all events and training sessions, and if there are any charges then members will receive member rates for admission to presentations and training sessions.
5. **Member Resignation:** Any member may withdraw from the association by sending an email to the associations' published email address and ask to be unsubscribed from the distribution list. No part of the membership fee, full or partial, will be refundable.
6. **Member Discipline:** The board shall have authority to suspend or expel any member from the Association for any one or more of the following grounds:
 - a. violating any provision of the articles, by-laws, or written policies of the Society;
 - b. carrying out any conduct which may be detrimental to the Society as determined by the board in its sole discretion;
 - c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.
7. **Member Termination:** A member can be expelled by a majority decision of the Board of Directors from the society if it is determined they are in breach of the DAMA International Code of Ethics.

IV. MEMBER EVENTS

1. **Regular Events:** The Board of Directors will determine the calendar of events including presentations each year after elections and may modify the calendar at any time as long as there is at least one presentation or event per calendar quarter.
2. **Annual Meetings:** An annual meeting of the members shall take place early in each year, preferably in the months of January or February. The specific date, time and location of the Annual General Meeting will be designated by The Board of Directors. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.
3. **Special Meetings:** Special meetings may be called by the simple majority of the board of directors at a meeting determined to have quorum.
4. **Notice of Meetings:** Notice of each meeting shall be given to each voting member, by email, not less than two weeks prior to the meeting but preferably 4-6 weeks prior.
5. **Quorum:** A quorum for a meeting of the members shall consist of at least 21 people, appearing in person or virtually.
6. **Voting:** All issues to be voted on shall be decided by a simple majority of voting members present at the meeting in which the vote takes place.

V. THE BOARD OF DIRECTORS

1. **General Powers:** The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of, and be responsible for, the management of the affairs of the Corporation. The Board of Directors serves to represent the general membership of the Chapter and is charged with the strategic and tactical management of the Chapter. Each member of the Board is responsible for their specific duties, supporting all other Board of Directors in performing their duties.
2. **Duties of Directors and Officers:**
 - a. Maintain proper attendance at all board and chapter meetings.
 - b. Be eligible to vote at all Board of Directors' meetings.
 - c. Vote on all contracts with other parties as necessary.
 - d. Sign annually and adhere to the DAMA International Code of Ethics. A copy of all signed COEs for DAMA Vancouver BC Members and Board will be kept on our shared (Google) drive.

- e. Develop the DAMA Vancouver BC program as noted in section IV, Meetings.
 - f. Always present a positive approach and professional manner when representing DAMA Vancouver BC and DAMA International.
 - g. Continually look for ways to promote information and data management - keeping the DMBok Wheel front and center for continuity.
 - h. Continually look for ways to promote DAMA Vancouver BC.
 - i. Find speakers and pass them to the Marketing officer, also find sponsors and pass them to the Treasurer.
3. **Payments to Directors and Officers:** DAMA Vancouver BC Society is a not-for-profit organization. Members of the Board of Directors shall not receive any compensation for their services. All board member positions are voluntary positions with no monetary benefits or reimbursements. Approved expenses incurred by the board members on behalf of DAMA Vancouver BC Society will be reimbursed.

VI. OFFICERS

1. President

The President is responsible for providing leadership and direction for DAMA Vancouver BC. The President is the general representative to all external organizations and bears final accountability for the continued health and wellbeing of DAMA Vancouver BC.

Roles and responsibilities:

- a. The President shall preside at all meetings of the Executive Committee.
- b. Provide leadership for current activities and long term direction for the chapter.
- c. Decide appropriate tasks and the person(s) responsible to complete those tasks within the definitions of the various offices as outlined below.
- d. Monitor completion of designated tasks through project plans, task lists and status reports.
- e. Call for and preside over all Board of Directors' meetings.
- f. Appoint committee chairpersons and oversee committees' activities for successful completion.
- g. Be eligible to serve on all committees as a non-voting member.

- h. Nominate assistants to the President, subject to final approval of the Board of Directors.
- i. Maintain the DAMA Vancouver BC Strategic Plan, as developed and updated by the DAMA Vancouver BC Board of Directors.
- j. Be eligible to vote at all Board of Directors' meetings only in case of ties among the other board members eligible to vote.

2. Secretary

The Secretary is responsible for providing, coordinating and maintaining DAMA Vancouver BC's member services. Members are those individuals and organizations who are recorded in the membership system.

Roles and responsibilities:

- a. Maintain all membership documentation and send membership list to DAMA International VP Conference Services as requested.
- b. Develop and execute member recruitment initiatives for the DAMA Vancouver BC chapter, in conjunction with the Board of Directors.
- c. Plan and package overall services and benefits for DAMA Vancouver BC, based on the member services and benefits of DAMA International.
- d. Administer member services and benefits for the chapter.
- e. Develop and distribute agendas (formal or informal) for DAMA Vancouver BC business meetings.
- f. Capture minutes of DAMA Vancouver BC chapter Board of directors meetings.
- g. Maintain the official set of books inclusive of agendas and minutes.
- h. Hold and secure the DAMA Vancouver BC Society Seal.

3. Treasurer

The Treasurer of DAMA Vancouver BC is responsible for maintaining DAMA Vancouver BC's financial and legal records including the accounting for all revenues and disbursement of all funds in a responsible and controlled manner.

Roles and responsibilities:

- a. Direct the preparation of the annual DAMA Vancouver BC budget.

- b. Track and report actual revenues and expenses compared to the annual budget.
- c. Coordinate financial accounting and reporting (keep an accurate ledger).
- d. Perform, or have performed, an audit on a regular basis.
- e. Maintain bank accounts according to generally accepted accounting principles.
- f. Process payments of all bills and vouchers in a timely manner.
- g. Maintain DAMA Vancouver BC incorporation status.
- h. Manage the preparation of provincial tax reports.
- i. Assist President with contract negotiations for conference partners, vendors, and other parties as necessary.
- j. Monitor financial performance of all contracts.
- k. Maintain financial reports.

4. Education Director

The Education director is responsible for managing DAMA Vancouver BC educational activities. This position serves as the resource for all matters concerning certification, student / university alliances, and other educational initiatives of the DAMA Vancouver BC chapter.

Roles and responsibilities:

- a. Serve as the liaison with all certifying bodies to ensure that DAMA Vancouver BC members have access to all appropriate certifications appropriate for data management professionals. This includes managing the delivery of any examinations and appropriate study sessions for chapter members.
- b. Share certification information from DAMA International VP of Education.
- c. Ensure that chapter meetings include communication of educational components and that chapter members' desires for education are addressed to the extent possible.
- d. Work with local colleges and universities to develop awareness of DMBOK and the data management profession and career possibilities; form student chapter groups; provide speaking opportunities for appropriate faculty, etc.
- e. Coordinate with the Marketing Director to ensure that marketing and communications efforts reach the local college / university markets.

- f. Serve as liaison with DAMA International VP of Education to support DAMA International educational activities.

5. Marketing Director

The Marketing Director is responsible for providing DAMA Vancouver BC with marketing and publicity, and is the primary contact between DAMA Vancouver BC and both individuals and organizations that can provide publicity for, and raise awareness of, DAMA International and DAMA Vancouver BC.

Roles and responsibilities:

- a. Promote a positive image of DAMA International, DAMA Vancouver BC and DAMA related organizations.
- b. Promote the publishing of information and data management communication pieces in industry publications with references to DAMA Vancouver BC, DAMA International and its principles.
- c. Coordinate and administer marketing and publicity efforts through various technologies.
- d. Ensure that the content of the DAMA Vancouver BC website is current, to adhere to the DAMA International Affiliation Agreement requirement and to provide timely information to DAMA Vancouver BC members and prospective members.
- e. Provide timely, pertinent information to all DAMA Vancouver BC members concerning DAMA Vancouver BC events, education and other information and data management related information.
- f. Develop and execute member recruitment initiatives for the DAMA Vancouver BC chapter.
- g. Maintain the public facing and membership social media.

6. Director at Large

All Board of Directors collectively operate DAMA Vancouver BC and perform duties as agreed to which may include activities laid out in a named position.

Roles and responsibilities:

- a. Participate in all DAMA Vancouver BC business meetings.
- b. Support and fill in as required for other board members.

VII. DIRECTORS AND THEIR TERMS

1. Membership on the Board of Directors

Each elected member of the Board of Directors will be an Officer of the Association. All Officers of DAMA Vancouver BC must sign annually and adhere to the DAMA International Code of Ethics.

2. Term of Office

Each Officer, whether elected, appointed, or nominated, shall be expected to serve a minimum of one two-year term, and may be re-elected, reappointed or re-nominated, depending on the office, to no more than a total of three consecutive two-years terms for a single tour of office, as long as they continue to be a member in good standing and have successfully fulfilled all duties during their previous two-year term.

After fulfilling the maximum three consecutive two-year terms with a single office, the Officer must step down for a minimum of one two-year term, after which, they will be eligible to run for an additional tour of the same office, subject to another maximum of three consecutive two year terms. During this “by” term, the Officer is eligible to serve any office for which they are qualified, except the office for which they just served.

The President will automatically assume the office of Past President at the end of their service. Past Presidents may be elected to other Board positions after their term as Past President has been served.

If an individual has served the maximum number of term limits and there is no one to take over the office, including President, with the Board of Director’ approval and majority vote of the voting officers, the incumbent may continue to hold the office until such time as a replacement can be found.

All members of the Board of Directors serve two-year terms, except for the Past President, who automatically serves until there is a new Past President to inherit the title and position.

3. Calendar Term

Each Officer’s term of office will begin at the Annual General Meeting (AGM).

4. Removal from Office

For any cause, an Officer may be removed from office by a two-thirds vote by the Officers of the Board of Directors. Causes that may precipitate such action include but are not limited to:

- a. Violation of ethical standards,
- b. Non-performance of the duties of their office,
- c. Violation of federal, provincial, or local laws, or other reasonable and documented causes (as determined by a majority vote of the remaining Officers).

5. Mid-Term Vacancy of Board Position

A vacancy in a position on the DAMA Vancouver BC will be filled by appointment as determined by majority vote of the DAMA Vancouver BC Board of Directors. The individual filling the mid-term vacancy will hold that position only for the remainder of the year and until the regularly scheduled election for Board of Directors occurs.

6. Officer Position Changes

Officer positions may be added, removed or changed by revision to the Bylaws, review by the Executive Committee, and majority vote by the entire voting-eligible Board of Directors. Amendment to these Bylaws must reflect any changes to the Officer positions.

VIII. DIRECTORS AND THEIR ELECTIONS

1. Eligibility for Board of Directors' Office

- a. Candidates must currently be a member of DAMA Vancouver BC and DAMA International in good standing (full payment of dues and signing of DAMA International Code of Ethics).
- b. Candidates must be prepared to make a significant commitment in time, energy and talent. They must be willing to follow through on commitments made to complete the obligations of the office to which they have been elected / appointed.
- c. An elected officer who becomes ineligible or unable to complete their duties during their term will vacate their office at a date determined by a majority vote of the Board of Directors.
- d. Directors should attend the majority of regularly scheduled meetings of the DAMA Vancouver BC Board of Directors. "Proper attendance" is defined to

mean that a board member/officer attends at least 2/3 of the meetings held during a calendar year.

2. Nominations and Elections

- a. The President serves as chairperson of the Elections Committee. Should the President be unable to serve in this role, the Board of Directors will appoint a substitute to administer the election. Once a Past President is named, the Past President shall serve as chairperson of the Elections Committee.
- b. The AGM will have an agenda item for Board of Director elections.
- c. A nominee may seek a maximum of one office in any one election. The Secretary will certify the nominee's eligibility (chapter membership, platform and profile, etc.). Once an election cycle has been completed, and the Society has 'past' board members to convene a Privacy, Ethics & Governance (PEG) committee, the PEG will have the responsibility to certify the nominee's eligibility.
- d. Any member of the Board of Directors who wishes to run for another office does not have to resign their current position until they are elected to a new position. If they are elected to a new position, the new board will appoint a person to fill the vacancy for one year.
- e. If no nominations are received, the Board of Directors will seek volunteers to fill the open positions.

3. Balloting Section

- a. If there are no contested positions, (positions for which more than one person is nominated), no balloting is required. The nominees will automatically take office at the following AGM.
- b. If more than one nomination for a position is received, the choice among nominees will be put to a vote of the DAMA Vancouver BC members as follows:
 - An election will be held at the AGM.
 - Each DAMA Vancouver BC member may submit only one signed ballot and one for each proxy they hold.
 - Those elected will be the nominees receiving a majority of the votes.

- In case of a tie, the winner will be determined by majority vote of all the elected officers present.
- Positions will be assigned and agreed to by the elected board after the AGM.
- Any office that is left vacant after the election process will be filled by appointment by the elected Board of Directors.

The incoming President of the Board of Directors will announce the composition of the Board of Directors within two weeks of the closing of the Election process. At that time a communication showing all board members' names, their office and a short profile of each officer will be sent to each DAMA Vancouver BC member and announced through other media as appropriate.

IX. BOARD OF DIRECTORS MEETINGS

- A. The President will convene DAMA Vancouver BC Board of Directors' meetings at least quarterly each year, or more frequently as agreed to by the Board of Directors. In person versus virtual will be determined by all members of the board.
- B. The date and time of the next Board of Directors' meeting will be confirmed at the end of each Board of Directors' meeting.
- C. The quorum for a DAMA Vancouver BC Board of Directors' meeting will be one more than one half (e.g. 4 of 7) of the eligible voting members of the Board of Directors as long as at least one of President, Treasurer, or Secretary is also present. Members of the Board of Directors may be represented in person or by proxy at a Board of Directors' meeting. A voting board member may hold no more than one proxy for other Board members, and a proxy does not count toward the quorum.
- D. A member of the Board of Directors may appoint another DAMA Vancouver BC board member as their proxy for purposes of exercising their right to vote at any Board of Directors' meeting. Any proxy appointment must be filed with the Secretary before the appointed time of the Board of Directors' meeting. This does not have to be a formal document as long as the intention is clear, for example, a clear email.
- E. The President will determine the agenda for the Board of Directors' meetings with input from the other directors. Tentative meeting agendas will be distributed to the Board of Directors' members at least two weeks prior to the scheduled meeting. Any DAMA Vancouver BC Board of Directors' member may initiate Board of Directors' agenda items by notifying the President.

- F. All Board of Directors' votes will be decided by the simple majority vote of the members, including proxies, attending the scheduled meeting unless otherwise specified in these bylaws.
- G. The Secretary will record and publish minutes of all Board of Directors' meetings for DAMA Vancouver BC.

X. ANNUAL GENERAL MEETING

- A. The President should convene the DAMA Vancouver BC AGM within 60 days of the year end.
- B. The date and time of the next AGM meeting will be confirmed at the end of the current AGM meeting and included in the current meeting's minutes. A reminder of the upcoming meeting including the tentative agenda will be emailed 21 days prior to the meeting date.
- C. Only members in good standing may attend the AGM or have another member be their proxy.
- D. The quorum for an AGM meeting will be one more than 20 members. Members may be represented in person or by proxy at an AGM meeting. If the meeting is virtual (e.g. through a tool like Zoom) then each person must show their live video screen in order to be considered for voting.
- E. The President will determine the agenda for the annual general meeting. Tentative meeting agendas will be distributed to the members at least six weeks prior to the scheduled meeting via email. Any DAMA Vancouver BC member may initiate an agenda item by emailing the President 30 days before the planned meeting date. A topic and clear statement must be supplied at the time of request.
- F. All votes will be decided by the simple majority vote of the attending members, including proxies, attending the scheduled meeting.
- G. The Secretary will record and publish minutes for the Annual General Meeting.

XI. SPECIAL GENERAL MEETING

- A. The President will convene a DAMA Vancouver BC Special Meeting within 60 days of a proposed resolution having been presented to the Board of Directors.
- B. A resolution may be formed by the Board of Directors who may determine its relevance, or importance, deem it necessary to be brought to the membership before the next AGM.

- C. Any member may request a resolution be presented to the membership via a special meeting. The resolution must make a clear proposal, have a supporting argument, and have signatures from 10% of the membership supporting the resolution being presented. The Board of Directors may request clarity and additional documentation, giving reason, before calling the Special General Meeting.
- D. Only members in good standing, as defined earlier, may attend a Special General Meeting or have another member be their proxy.
- E. The quorum for a Special General Meeting will be one more than 20 attending members. Members may be represented in person or by proxy at an AGM meeting. Any proxy appointment must be filed with the Secretary before the start of the meeting.
- F. The agenda is to present and determine the outcome of the resolution that necessitated the Special Meeting. The resolution with supporting documentation will be distributed to the members at least 4 weeks prior to the scheduled meeting along with the meeting details of date, time, and locations. Members will receive the details via email.
- G. The vote will be decided by the simple majority of the members, including proxies, attending the scheduled meeting.
- H. The Secretary, or their delegate, will record and publish minutes for the Special General Meeting.

XII. FINANCIAL AFFAIRS

1. Banking & Finance:

- a. The funds of the Association shall be deposited in such Chartered Bank or Banks or other financial institutions as may be approved by the Board of Directors from time to time.
- b. The funds of the Association shall not be disbursed if they are not greater than the threshold approved by the board, otherwise, they should be approved by the Board of Directors and then only upon vouchers submitted by the Director responsible for the activity involved.
- c. All cheques, e-payments or e-transfers drawn upon the funds of the Association shall require the signatures of any two officers of the Association as designated by the Board of Directors from time to time.
- d. A board member cannot approve or participate in the approval of his/her own expenses.

2. **Auditing the Books:** Each year, prior to the Annual General Meeting, the Board will solicit volunteers from the association membership to serve on the audit committee. The audit committee will audit the accounts of the association and prepare a statement to be read at the Annual General Meeting.
3. **Borrowing Money:** The Association will not have the right to borrow funds in the course of Association business. The exception to this rule is the expenses incurred by board members in the startup phase of the Association. Examples include incorporation fees, website hosting fees, and business cards as promotional materials for the association.
4. **Inspecting Books:** The Books and other records kept by the Association shall be made available for member review each year for the duration of the Annual General Meeting. The Secretary will be responsible for maintaining the minute books of the society meetings as well as the Directors' meetings.
5. **The Seal of the Association:** The Seal will be kept by the Secretary for the purpose of affixing the seal to official documents of the Association. For example, if the society decides to issue a Membership card annually to members in good standing of the Society.

XIII. AMENDMENT OF BYLAWS

1. Amendments to these bylaws may be submitted as agenda items to DAMA Vancouver BC for consideration at an AGM. Submission is made via email to the Secretary at least one month in advance of the AGM for inclusion in the meeting's agenda.
2. Amendments may be adopted or rejected by a 75% vote of the voting members of the DAMA Vancouver BC Board of Directors.
3. A record of amendments must be recorded in these Bylaws as described in the section "Amendments".

XIV. AMENDMENTS

Amendments to these Bylaws must be approved by a majority vote of the DAMA Vancouver BC Board of Directors and must be recorded in this section – no overwriting of the changed section is permitted once the Bylaws have been approved. Also, changes must be recorded in the Document Control section of this document.

Amendment Revision History

Date	Section	Description	Author
20210119	All	Created based on Calgary's version	Leo
20210127	All	Modifications documented in the Google Docs version history.	Kristina, Jacob, Gordon
20210209	XV	Added directors home addresses	Gordon

XV. BYLAW DOCUMENT SIGNATURES

We, the undersigned, are all of the initial directors or incorporators of this corporation, and consent to, and hereby do, adopt the foregoing Bylaws, consisting of these 19 pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this ____ day of ____ 2021

Name	Address	Designation	Signature	Witness
Jacob Kuijpers	13681 228 Street Maple Ridge, BC V4R 0B5	President DAMA Vancouver BC Society		
Leonard Arbelaez	Unit 213 2958 Silver Springs Blvd Coquitlam, BC V3E 3R9	Treasurer DAMA Vancouver BC Society		
Gordon Hamilton	104-1175 Heffley Cres Coquitlam, BC V3B 7J2	Secretary DAMA Vancouver BC Society		
Marcelo Malheiros	TBD	Education Director DAMA Vancouver BC Society		
Richard Kachur	1-13975 70 Avenue Surrey, BC V3W 0J7	Marketing Director DAMA Vancouver BC Society		
Ella Young	3671 Pandora St. Vancouver, BC V5K 1X1	VP of Events DAMA Vancouver BC Society		
Kristina Harvey	PO Box 64002 RPO Clarke Road Coquitlam, BC V3J 7V6	VP of Membership DAMA Vancouver BC Society		

