

  
CAROL PREST

## **SOCIETIES ACT**

### **BYLAWS**

**Consolidated February 21, 2020**

#### Part 1 ~ Interpretation

1. In these bylaws, unless the context otherwise requires,
  - a. “Directors” means the Directors of the society for the time being,
  - b. “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it,
  - c. “registered address” of a member means his/her address as recorded in the register of members, and
  - d. the Fernwood area is defined as that geographical area within the City of Victoria which is south of Hillside Avenue, west of Shelbourne Street, west of Chestnut Street, north of Fort Street, and east of Blanshard Street.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

#### Part 2 ~ Membership

3. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these by-laws, and, in either case, have not ceased to be members.
4. A person who resides in the Fernwood area and who has attained the age of 14 may apply to the Directors for membership in the society, and not more than thirty days later shall be admitted to membership in the society by a resolution of the Directors. The term of a membership is one year. All memberships will expire annually on December 31<sup>st</sup>. Memberships taken out between the Annual General Meeting and December 31<sup>st</sup> will expire the following year on December 31<sup>st</sup>.
5. Every member shall uphold the constitution and comply with these by-laws.
6. The annual membership dues shall be determined by the members of the Society and have been set at \$0.00.
7. A person shall cease to be a member of the Society
  - a. by delivering a resignation in writing to the Society or by mailing it to the address of the Society,
  - b. on having been a member not in good standing for one year.
8. A member may be expelled by a special resolution of the members passed at a general meeting.

- a. The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
  - b. The member who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
9. All members are in good standing except a member who has failed to pay his/her current annual membership or any other subscription or debt due and owing by him/her to the Society and he/she is not in good standing as long as the debt remains unpaid.

### Part 3 ~ Meetings of Members

- 10.
- a. General meetings of the Society shall be held at a time and place, in accordance with the Society Act, that the Directors decide.
  - b. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
11. The Directors may, whenever they think fit, convene an extraordinary general meeting.
- 12.
- a. Notice of a general meeting shall specify the place, the day and the hour of the meeting, and, in case of special business, the general nature of that business.
  - b. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
13. The first annual general meeting of the Society shall be held not more than 12 months after the date of incorporation and thereafter an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

### Part 4 ~ Proceedings at General Meetings

14. Special business is:
- a. all business at an extraordinary general meeting except the adoption of rules of order, and
  - b. all business that is transacted at an annual general meeting, except:
    - i. the adoption of rules of order
    - ii. the consideration of the financial statements
    - iii. the report of the Directors
    - iv. the report of the auditor, if any
    - v. the appointment of the auditor, if required
    - vi. such other business as, under these bylaws, ought to be transacted at an annual general meeting.

15.
  - a. No business, other than the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
  - b. If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
  - c. A quorum is 5 members.
16. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; in any other case, it shall stand adjourned to a day, time and place within 14 calendar days as set by the executive and if, at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
17. Subject to By-law 18, the Chairperson of the Society, the Vice-Chairperson or in the absence of both, one of the Directors present, shall preside over a general meeting.
18. If at a general meeting the Chairperson, Vice-Chairperson or any other Director is not present within 15 minutes after the time appointed to hold the meeting, the members present may select one of their number to chair the meeting.
19.
  - a. A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - b. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
  - c. Except as provided in this by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
20.
  - a. All resolutions proposed at a meeting must be seconded and the Chairperson of a meeting may propose a resolution.
  - b. In the case of an equality of votes, the Chairperson shall not have a casting or second vote in addition to vote to which he/she is entitled as a member and the proposed resolution shall not pass.
21.
  - a. A member in good standing present at a meeting of members is entitled to one vote.
  - b. Voting is by a show of hands or by ballot if a motion to that effect is carried.
  - c. Voting by proxy is not permitted.

Part 5 ~ Directors and Officers

- 22.
- a. The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provisions of:
    - i. all laws affecting the Society,
    - ii. these by-laws, and
    - iii. rules, not being inconsistent with these by-laws, which are made from time to time by the Society in general meeting.
  - b. No rule, made by the Society in general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- 23.
- a. The Chairperson, Vice-Chairperson, Secretary, and Treasurer shall be the officers of the Society.
  - b. The Directors shall elect the officers of the society from among their number at the first meeting of the Directors following the annual general meeting.
- 24.
- a. The number of Directors shall be not less than 5 and not more than 9.
  - b. Directors shall be nominated and elected by members at the Annual General Meeting, and those nominated and elected shall be members in good standing of the Society.
  - c. One, and only one, non-member of the Society may serve on the Board of Directors, as a voting Director, if the total of the Directors numbers seven or less. Should the total of the Directors number eight or more then a maximum of two non-members may serve on the Board of Directors as voting Directors.
  - d.
    - i. Term of office for elected Directors is from immediately after the Annual General Meeting at which they were elected until immediately after the second Annual General Meeting following election or for such shorter term as may be declared by the Directors pursuant to sub-clause (iii) of this section.
    - ii. A Director may be re-elected for further terms subsequent to an existing term of office.
    - iii. The Directors may declare that the term of office of up to one half of the elected Directors shall expire at the first Annual General Meeting following election in order that the term of office of the entire Board of Directors does not expire at the same annual general meeting.
  - e. A Director shall cease to be a Director:
    - i. by delivering a resignation in writing to the Society.
    - ii. by being removed by a special resolution.
    - iii. if the Director has been absent (without regret) from three consecutive meetings of the Directors, by a resolution of the Directors.
- 25.

- a. The Directors may, by a special resolution of the Directors, appoint a member to occupy the position of Director.
  - b. The appointed Director, unless he/she ceases to be a Director for any reason, shall serve as a Director until the following annual general meeting, when he/she may stand for election.
- 26.
- a. An officer may be removed at any time
    - i. by a resolution of the Directors, or
    - ii. by a special resolution of the membership.
  - b. No act or proceeding of the Directors is invalid by reason of there being less than the prescribed number of officers in office.
27. The Directors may at any time and from time to time appoint a Director to fill an officer's vacant position.

#### Part 6 ~ Proceedings of the Directors

- 28.
- a. The Directors shall meet at least four times per year at such places as they think fit for the dispatch of business, adjourn and otherwise regulate the meetings and proceedings as they see fit.
  - b. The quorum necessary for the transaction of business of the Directors shall be a majority of the Directors.
  - c. The Chairperson shall preside at all meetings of the Directors, but if at any meeting the Chairperson is not present within 15 minutes after the time appointed for holding the meeting, the vice-Chairperson shall act as Chairperson.
  - d. The secretary, on the request of a Director, shall convene a meeting of the Directors.
29. For a first meeting of the Directors held immediately following the election of Directors, it is not necessary to give notice of the meeting to the newly-elected or appointed Directors for the meeting to be duly constituted, if a quorum of Directors is present.
30. A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, telex, or cable, of any meeting of the Directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn,
- a. no notice of meetings of Directors shall be sent to that Director, and
  - b. any and all meetings of the Directors of the Society, notice of which has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective.
- 32.
- a. Questions arising at any meeting of the Directors shall be decided by a majority of votes.
  - b. In case of an equality of votes the Chairperson does not have a second or casting vote and the proposed resolution shall not pass.

33. All resolutions proposed at a meeting of the Directors require a seconder and the Chairperson may name or propose a resolution.
34. A resolution in writing shall be valid and effectual as if passed at a meeting of the Directors duly called and constituted, provided that:
- a. the Executive Director had notice of the resolution and had the opportunity to comment on it to the Directors,
  - b. all Directors have been provided with a print or electronic copy of the resolution; and,
  - c. a majority of Directors have communicated in writing, or by electronic mail, their affirmative vote for the resolution.
35. The Directors shall control the spending of the Society unless restricted by a special resolution at a general meeting.

#### Part 7 ~ Duties of Officers

- 36.
- a. The Chairperson shall preside at all meetings of the Society and of the Directors.
  - b. The Chairperson is the chief officer of the Society and shall supervise the other officers in the execution of their duties.
37. The Vice-Chairperson shall carry out the duties of the Chairperson in his/her absence.
38. The secretary shall:
- a. Conduct the correspondence of the Society,
  - b. Issue notices of meetings of the Society and Directors,
  - c. Keep minutes of all meetings of the Society and Directors,
  - d. Have custody of all records and documents of the Society except those required to be kept by the treasurer,
  - e. Have custody of the common seal of the Society, and
  - f. Maintain the register of members.
39. The treasurer shall:
- a. Keep such financial records, including books of account, as are necessary to comply with the Society Act, and
  - b. Render financial statements to the Directors, members and others when required.
40. In the absence of the secretary from a meeting, the Chairperson shall appoint another person to act as secretary at the meeting.

#### Part 8 ~ Seal

41. The Directors may provide a common seal for the Society and shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

42. The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons described in the resolution or if no persons are prescribed, in the presence of the Chairperson and secretary or Chairperson and treasurer.

#### Part 9 ~ Borrowing

43. In order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and in particular but without limiting the foregoing, by the issue of debentures.
44. The members may by special resolution restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.

#### Part 10 ~ Notice to Members

45. Notice of any meeting shall be deemed to be given to every member if mailed, handed or communicated electronically to every member.
46. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.
47. Notice of a general meeting shall be given to:
- Every member shown on the register of members on the day the notice is given.
  - The auditor, if applicable.

#### Part 11~ By-laws

48. On being admitted to membership, each member is entitled to, and the Society shall give him, upon request, without charge, a copy of the Constitution and Bylaws of the Society.
49. These by-laws shall not be altered or added to except by special resolution with prior notice.

#### Part 12 ~ Finances

50. The fiscal year of the Society shall be from April 1<sup>st</sup> to March 31<sup>st</sup>.

#### Part 13 ~ Provisions from the Pre-Transition Constitution

51. The Society shall be a non-profit organization and its business shall be carried on without purpose of financial gain for its members and all revenues to the Society shall be used for promoting its objectives. **This provision was previously unalterable.**
52. The guiding principle in the fulfillment of the purpose of the Society shall be community development to cooperate with and to utilize the resources of existing private and public agencies to the end that there is a maximum coordination and communication. **This provision was previously unalterable.**

- 53.
- a. In the event of a special resolution of dissolution, all assets of the Society after all liabilities have been settled shall be redistributed as decided by the Society to other non-profit, charitable, registered associations within the community known as Fernwood.
  - b. In the event that no association qualifies under sub paragraph 5a, then the residual assets may be distributed to any other non-profit, charitable, registered association as decided by the society.
  - c. **This provision was previously unalterable.**
54. The directors shall serve without remuneration, and the directors shall not receive, directly or indirectly, any profits from their positions as directors but may be paid reasonable expenses incurred by them in the performance of their duties. **This provision was previously unalterable.**
55. The Society shall not dispose of its assets to a member of the Society without receiving full and valuable consideration. **This provision was previously unalterable.**
56. Notwithstanding Article 5 of this Constitution, upon the dissolution of the Society and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to qualified donees described in subsection 149.1(1) of the *Income Tax Act*. This clause is alterable.