



# **OAK BAY KIWANIS PAVILION FOUNDATION**

## ***Bylaws***

**TABLE OF CONTENTS**

**1 PREAMBLE.....4**

**1.1 Incorporation.....4**

**2 INTERPRETATION .....4**

**2.1 Definitions .....4**

**2.2 Grammar.....6**

**2.3 Procedures not covered in these bylaws .....7**

**3 REGISTERED OFFICE.....7**

**4 SOCIETY RECORDS .....7**

**4.1 Records to be kept.....7**

        4.1.1 Records related to the society’s formation and structure .....7

        4.1.2 Records of the society’s operations .....8

**4.2 Disposal of records .....8**

**4.3 Location of records .....8**

**4.4 Maintenance of records.....8**

**4.5 Inspection of records .....8**

        4.5.1 Directors .....9

        4.5.2 Members.....9

        4.5.3 Public.....9

**4.6 Access to the records .....9**

        4.6.1 Access by members.....9

        4.6.2 Provision, restriction, denial of access .....10

**4.7 Inspection of the registers .....10**

        4.7.1 Inspection of the register of members .....10

        4.7.2 Inspection of the register of directors .....10

        4.7.3 Copies of records.....10

        4.7.4 Distribution of Records.....11

**5 MEMBERSHIP.....11**

**5.1 Classes of membership.....11**

**5.2 Qualifying for membership .....11**

        5.2.1 Individual Members.....11

        5.2.2 Supporting Members.....11

        5.2.3 Honorary Members .....12

**5.3 Obligations of membership.....12**

        5.3.1 Membership duties.....12

        5.3.2 Membership dues .....12

**5.4 Duration of membership.....12**

        5.4.1 Individual membership .....12

        5.4.2 Supporting Members.....12

        5.4.3 Honorary Membership .....12

        5.4.4 Member not in good standing.....12

        5.4.5 Expelling a member .....13

**6 MEETINGS OF MEMBERS .....13**

**6.1 Calling General Meetings .....13**

        6.1.1 Notice of General Meetings.....13

**6.2 Conduct of General Meetings .....14**

6.2.1	Quorum for General Meetings.....	14
6.2.2	Chairing General Meetings .....	14
6.2.3	Participating in General Meetings .....	15
6.2.4	Voting at General Meetings.....	15
<b>6.3</b>	<b>Annual General Meetings .....</b>	<b>16</b>
6.3.1	Ordinary Business at an AGM.....	16
6.3.2	Proposing items for the AGM .....	16
6.3.3	Adjourning General Meetings.....	16
<b>6.4</b>	<b>Special General Meetings.....</b>	<b>17</b>
6.4.1	Called by the board.....	17
6.4.2	Requisitioned by members.....	17
6.4.3	Ordered by the court.....	18
<b>7</b>	<b>DIRECTORS.....</b>	<b>18</b>
7.1	<b>Qualifications .....</b>	<b>18</b>
7.2	<b>Election and Appointment of Directors .....</b>	<b>19</b>
7.3	<b>Terms of Office .....</b>	<b>19</b>
7.3.1	Directors .....	19
7.3.2	Officers .....	19
7.4	<b>Resignation .....</b>	<b>20</b>
7.5	<b>Removal of directors .....</b>	<b>20</b>
7.6	<b>Duty of Directors.....</b>	<b>21</b>
7.6.1	Fiduciary duties.....	21
7.6.2	Conflict of interest .....	21
7.7	<b>Protection of Directors .....</b>	<b>22</b>
7.7.1	Limits on liability.....	22
7.7.2	Indemnification.....	22
7.7.3	Insurance.....	22
7.8	<b>Remuneration.....</b>	<b>22</b>
7.8.1	Remuneration as directors .....	22
7.8.2	Contracted services .....	22
<b>8</b>	<b>BOARD .....</b>	<b>23</b>
8.1	<b>Responsibility .....</b>	<b>23</b>
8.2	<b>Committees of the Board .....</b>	<b>23</b>
8.2.1	Standing Committees.....	23
8.2.2	Ad Hoc Committees .....	24
8.3	<b>Meetings .....</b>	<b>24</b>
8.3.1	Calling Board meetings.....	24
8.3.2	Holding Board meetings.....	25
8.3.3	Quorum.....	25
8.3.4	Voting .....	25
8.4	<b>Duties.....</b>	<b>25</b>
8.4.1	President .....	25
8.4.2	Vice-President .....	25
8.4.3	Secretary .....	25
8.4.4	Treasurer .....	26
8.4.5	Past President .....	26
<b>9</b>	<b>FINANCE.....</b>	<b>26</b>
9.1	<b>Distribution of assets and income.....</b>	<b>26</b>
9.1.1	Financial year .....	26

9.1.2	Banking.....	27
9.1.3	Payment authorization .....	27
9.1.4	Investments .....	27
9.1.5	Borrowing Powers.....	27
9.1.6	Financial statements.....	28
9.1.7	Audit of Accounts.....	28
<b>10</b>	<b>DISSOLUTION OF THE SOCIETY .....</b>	<b>28</b>
<b>11</b>	<b>AMENDMENTS .....</b>	<b>29</b>

## **1 PREAMBLE**

The Oak Bay Kiwanis Pavilion Foundation (“the Foundation”), referred to in this document as ‘the Society’, has as its Purpose:

To raise and manage funds in order to support the Oak Bay Kiwanis Health Care Society that operates the Kiwanis Pavilion.

The purpose of the Oak Bay Kiwanis Health Care Society is to provide compassionate residential care to persons with complex care needs in the area served by the Vancouver Island Health Authority.

The society achieves its Purpose by:

- (a) raising funds to provide an environment, services, programs, and equipment that enhance the quality of life and improve therapeutic outcomes;
- (b) enhancing the Pavilion facility in response to requests from the Oak Bay Kiwanis Health Care Society; and
- (c) supporting research and education in the area of health care.

### **1.1 INCORPORATION**

This Society was incorporated under the *Society Act* (RSBC 1996) on November 7, 1989.

That Act was replaced by the *Societies Act* on November 28, 2016.

The Society is governed by the *Societies Act* and Regulations or any act or regulation that may replace that legislation.

If there is a conflict between these bylaws and the legislation, the legislation prevails.

## **2 INTERPRETATION**

### **2.1 DEFINITIONS**

In addition to those in the Act, the following definitions apply to these bylaws.

“**Act**” or “**Societies Act**” means the Societies Act or any act that replaces that Act.

“**Annual Report**” means the report that must be filed with the Registrar within 30 days of the AGM (see section 6.3, Annual General Meetings).

“**Annual General Meeting**” (AGM) means the annual meeting of the members of the Society that the Society is required to convene once each calendar year within six months of the end of the previous financial year.

“**Board**” means the Foundation’s Board of Directors as appointed and elected in accordance with section 7.2, Election and Appointment of Directors.

“**Board report**” or “**Directors’ report**” means the report given by the President at the AGM on behalf of the Board that provides accountability on the activities of the past year and that may reflect on what is anticipated in the next year.

“**Board Resolution**” means:

- (a) a resolution that is passed at a Board meeting by a simple majority; or

(b) a resolution that has been sent in writing to all the Directors and that is consented to in writing by all the Directors with voting rights (see 'consent resolution' below).

**"Bylaws"** means these bylaws and any changes approved by the members by special resolution and registered with the Registrar.

**"consent resolution"** means a resolution that is sent to all Directors in writing and that they may approve, in counterpart, by a simple majority.

**"Constitution"** means the Constitution filed with the Registrar and any changes approved by the Members by special resolution and filed with the Registrar.

**"counterpart"** means one or more copies of a document that are considered as though they were one document.

**"Court"** means the Supreme Court of British Columbia.

**"Director"** means a member who is elected or appointed to the position in accordance with section 7.2 Election and Appointment of Directors.

**"Facility"** means any facility owned or operated by the Health Care Society;

**"General Meeting"** means a meeting of the members of the Society. There are two types of general meetings: a general meeting held in accordance with section 6.3 Annual General Meeting; and special general meetings held in accordance with section 6.4 Special Meetings.

**"mailing address"** means the registered office mailing address as set out in the society's statement of directors and registered office.

**"Material"** means in the context of:

- (a) discussing an issue, information that could alter the discussion and / or the decision;
- (b) accounting records, information that could alter the financial statements such that a reasonable person might notice the difference;
- (c) preparing a review of the financial position, information that could noticeably alter the report on the Society's financial position and / or the results of its operations;
- (d) conflict of interest for a director, a position that would render the director incapable of objectively considering the issue or incapable of voting in the best interest of the Society;
- (e) disclosure of a direct or indirect interest in a contract, transaction or matter, information that could affect the approval or rejection of a contract, transaction or matter.

**"Member"** means a person or company in accordance with section 5.2 Qualifying for membership.

**"Member in good standing"** means a member who is not in default of:

- (a) any payment to the Kiwanis Club of Oak Bay; and
- (b) their legal obligations under these bylaws.

**"Officer"** means a director who is elected by the Board to be the President, Vice-President, Treasurer, Secretary or if the past two positions are combined, Secretary-Treasurer in accordance with section 7.2 Election or Appointment of Officers.

"**Ordinary Resolution**" means a resolution that is:

- (a) passed in a general meeting by a simple majority of the votes cast in person; or
- (b) consented to in writing by 2/3 of the voting members.

"**President**" means the person elected by the Board to chair the Board of Directors.

"**Quorum**" means the minimum number of directors required to transact business at a board meeting (see section 8.3.3, Meetings, Quorum) or the minimum number of members required to transact business at a general meeting (see section 6.2.1, Quorum for General Meetings).

"**Register of Directors**" means the list of the directors including their names and contact information.

"**Registrar**" means the Registrar of Companies of the Province of British Columbia.

"**Society**" means the Oak Bay Kiwanis Pavilion Foundation.

"**Special Business**" means:

- (a) any business conducted at a Special General Meeting except adopting the rules of order; and
- (b) any business conducted at an Annual General Meeting except adopting the rules of order, considering the financial statements, hearing the Board report, hearing the auditor's report, electing directors, and appointing an auditor.

"**Special General Meeting**" means a meeting of the members of the Society that is called between Annual General Meetings in order to deal with urgent matters that require the members' approval.

"**Special Resolution**" means a resolution that is:

- (a) a resolution passed at a general meeting by at least 2/3 of the votes cast by the voting members, whether cast in person or in advance;
- (b) a resolution consented to in writing by 2/3 of the voting members; and
- (c) if the bylaws authorize indirect or delegate voting or voting by mail or another means of communication, including by fax, email or other electronic means, a resolution passed by at least 2/3 of the votes cast, in accordance with the bylaws, on the resolution.

"**Statement of directors and registered office**" means the statement filed with the Registrar that sets out:

- (a) the Directors' full names and addresses; and
- (b) the Society's delivery address and mailing address.

"**Voting Members**" means Members who have the right to vote in accordance with section 6.2.4, Voting at General Meetings.

## **2.2 GRAMMAR**

If a word is used in the singular, where it makes sense, it also means the plural.

Words importing a person include individuals as well as corporations.

### **2.3 PROCEDURES NOT COVERED IN THESE BYLAWS**

Any procedures not covered in the legislation, regulations or these bylaws are governed by Robert's Rules of Order as these apply to small organizations and by sound governance practices.

### **3 REGISTERED OFFICE**

The Society's:

- (a) registered office is at: 3034 Cedar Hill Road, Victoria, British Columbia, V8T 3J3.
- (b) delivery address is at the same location; and
- (c) mailing address is at the same location.

The Society may change those addresses by:

- (a) filing a notice of change to the Registrar; or
- (b) including the change in the annual report filed with the Registrar after the Annual General Meeting.

The change of address is effective the day after the record has been filed with the Registrar.

### **4 SOCIETY RECORDS**

#### **4.1 RECORDS TO BE KEPT**

The Society will keep two kinds of records, those that:

- (a) relate to the formation of the society, from official bodies, and the composition of the society; and
- (b) relate to the operation of the society.

##### **4.1.1 Records related to the society's formation and structure**

The Society must keep records related to its formation, registers of members and directors and records related to the Society as a whole:

- (a) the certificate of incorporation as a society;
- (b) certified copies from the Registrar of the:
  - (i) constitution;
  - (ii) bylaws;
  - (iii) statement of directors; and
  - (iv) statement of the Society's office;
- (c) copies of records from the Registrar, other than in response to a request;
- (d) orders from any:
  - (i) court or tribunal, and
  - (ii) government body, agency or official;
- (e) the register of directors with their contact information;
- (f) consents to act as director, declarations of conflict of interest and resignations;

- (g) disclosures of interest by directors;
- (h) register of members, by classes of members with contact information;
- (i) the minutes of general meetings, including the text of each resolution passed;
- (j) consents to resolutions received from members in the case of consent resolutions;
- (k) the financial statements; and
- (l) the auditor's report, if any.

#### **4.1.2 Records of the society's operations**

The Society must keep records of its operations including:

- (a) the minutes of each meeting of directors, including
  - (i) a list of the directors present, and
  - (ii) the text of each resolution passed at the meeting
- (b) a copy of each consent resolution and a copy of each of the consents;
- (c) accounting records of each transaction that materially affected the financial position; and
- (d) audit reports, if any.

#### **4.2 DISPOSAL OF RECORDS**

The Society may dispose of records that:

- (a) were created or last altered more than 10 years previously; and
- (b) are no longer relevant to the activities or internal affairs of the Society.

#### **4.3 LOCATION OF RECORDS**

The Society will keep non-electronic and electronic records at the Society's registered office.

The Directors may approve other location(s) at which some or all of the records may be kept.

If there are records that are not kept at the registered office, the Society must have a written notice at the registered office showing the location(s) and the records that are stored there.

#### **4.4 MAINTENANCE OF RECORDS**

The Society will take reasonable precautions in preparing and keeping the records to:

- (a) keep the records in a complete state;
- (b) avoid loss, destruction or damage to the records;
- (c) prevent tampering with the records; and
- (d) make access simple, reliable and prompt.

#### **4.5 INSPECTION OF RECORDS**

The directors, members and other authorized persons must be able to inspect the books and records at all reasonable times.

**4.5.1 Directors**

Directors may, without charge, inspect any Society record in section 4.1, Records to be kept.

**4.5.2 Members**

Members may, without charge, inspect:

- (a) the records listed in section 4.1.2;
- (b) Directors' disclosures of interest;
- (c) Board meeting minutes;
- (d) consent resolutions;
- (e) accounting records that affect the fiscal position; and
- (f) financial statements.

**4.5.3 Public**

A member of the public:

- (a) cannot have access to the register of members;
- (b) can request and receive a copy of the financial statements;
- (c) may, at the discretion of the Board, be permitted access to other records; and
- (d) may be required to pay a fee for accessing or receiving a copy of the records in line with the fees permitted under the Regulations.

**4.6 ACCESS TO THE RECORDS**

The Society may set:

- (a) a reasonable period of notice; and
- (b) reasonable restrictions on the times for the inspection.

**4.6.1 Access by members**

Members who want to inspect the register of members must:

- (a) apply for access in writing;
- (b) state the applicant's name; and
- (c) state that the information obtained will only be used to:
  - (i) requisition or call a general meeting;
  - (ii) seek support for a member proposal; or
  - (iii) influence the voting of members.

The Society:

- (a) will provide members access to all documents that they are entitled to see;
- (b) may impose a reasonable period of notice;
- (c) may place reasonable restrictions on the times during which the member may inspect the documents; and
- (d) will do so without charge.

**4.6.2 Provision, restriction, denial of access**

The Board:

- (a) may restrict access if it considers the release may be harmful to the Society or one or more members;
- (b) will restrict access to the Directors' register unless the information will be used solely for the Society's activities or internal affairs; and
- (c) will provide access only if the information will be used for organizational purposes.

The Society will:

- (a) respond to requests for inspection within 14 days;
- (b) provide a member with access to or a copy of the constitution, bylaws and most recent financial statements without charge; and
- (c) determine whether to charge a fee and set that fee in accordance with the Regulations.

**4.7 INSPECTION OF THE REGISTERS**

**4.7.1 Inspection of the register of members**

The Board may, by resolution, restrict members' rights to inspect the register of members if they determine that inspection would be harmful to the society or to the interests of one or more of its members.

If the rights have been restricted, a member may apply in writing to the society to inspect the register of members. The application must:

- (a) include the applicant's name, and
- (b) confirm that the information will only be used to:
  - (i) requisition or call a general meeting;
  - (ii) submit a Members' Proposal; or
  - (iii) influence the voting of members.

If the application is approved, the member may inspect the register without charge.

The Board may:

- (a) impose a reasonable period of notice; and
- (b) restrict the times during which the member may inspect the register of members.

Any member who inspects the register of directors can only use the information in connection with matters related to the Society's activities or internal affairs.

**4.7.2 Inspection of the register of directors**

The register of directors can only be used in connection with matters related to the Society's activities or internal affairs.

**4.7.3 Copies of records**

A person may request a copy of any document which they are entitled to access.

The Society:

- (a) may charge a fee unless these bylaws say that the person may receive the copy free of charge;
- (b) will provide the copy if any required fee is paid; and
- (c) will send the copy no later than 14 days after the request is received and any required fee has been paid.

**4.7.4 Distribution of Records**

**4.7.4.1 Sending of records**

The Society will provide the records by:

- (a) email, fax or mail if the recipients provides that information;
- (b) pick-up at the registered office;
- (c) delivery, at cost to the recipient, to the address provided by recipient; or
- (d) any other manner agreed to by the parties.

**4.7.4.2 Delivery and receipt of records**

A record is considered to have been received at the beginning of the:

- (a) 3rd day after the record is delivered to the delivery address;
- (b) 5th day after the record is mailed; and
- (c) 3rd day after the record is emailed or faxed.

**4.7.4.3 Records served**

The Society may be served a record if it is delivered to the registered office or to a director.

**5 MEMBERSHIP**

**5.1 CLASSES OF MEMBERSHIP**

There are three classes of members:

- (a) Individual Members;
- (b) Supporting Members; and
- (c) Honorary Members.

**5.2 QUALIFYING FOR MEMBERSHIP**

**5.2.1 Individual Members**

Individual Members are members in good standing with the Kiwanis Club of Oak Bay in the District of Oak Bay.

**5.2.2 Supporting Members**

The following may be considered for membership as a Supporting Member:

- (a) former members of the Oak Bay Kiwanis Club; and
- (b) persons who support the Purpose of the Foundation.

The Board:

- (a) may appoint other members; and
- (b) must do so in writing.

### **5.2.3 Honorary Members**

Honorary Members are:

- (a) persons who have rendered outstanding service to the Society; and
- (b) whose membership in this class has been approved by the Board.

## **5.3 OBLIGATIONS OF MEMBERSHIP**

### **5.3.1 Membership duties**

Members:

- (a) must uphold the Constitution and comply with these Bylaws;
- (b) by accepting membership, agree to be bound by decision of the Society or the Board that are made in accordance with the Constitution or these Bylaws; and
- (c) are not liable for the debts or liabilities of the Society.

### **5.3.2 Membership dues**

There are no membership dues.

## **5.4 DURATION OF MEMBERSHIP**

### **5.4.1 Individual membership**

An Individual Membership ends when the member:

- (a) ceases to be a member of the Kiwanis Club of Oak Bay;
- (b) resigns in writing;
- (c) is expelled; or
- (d) dies.

An Individual Member, upon ceasing to be a member of the Kiwanis Club of Oak Bay, may apply for a change in membership to a Supporting Member.

### **5.4.2 Supporting Members**

A Supporting Membership ends when the person resigns in writing, is expelled or dies.

### **5.4.3 Honorary Membership**

An Honorary Membership ends when the Honorary Member dies.

### **5.4.4 Member not in good standing**

The Board may:

- (a) suspend the membership of any member who is not in good standing with the Kiwanis Club of Oak Bay; and

- (b) reinstate the member when the Kiwanis Club of Oak Bay determines that the member is again in good standing.

Any member who is not in good standing is not entitled to vote.

#### **5.4.5 Expelling a member**

The Board will:

- (a) establish the grounds for expelling a member; and
- (b) stipulate the conditions under which reinstatement may be considered.

The Board, to determine the appropriate action with respect to the member, may:

- (a) hold a hearing; and / or
- (b) refer the matter to the membership.

The Board will provide:

- (a) not less than 14 calendar days' written notice of the time and place of the Board hearing;
- (b) the reason(s) for the proposed discipline; and
- (c) the opportunity for the member to speak to at the Board meeting and / or to provide a written submission before the Board votes on the resolution.

The member may appeal the decision to expel to the Membership.

The appellant:

- (a) may present a written statement (not to exceed 200 words) or may speak to the Membership; but
- (b) may not be present during the discussion or vote.

The Members:

- (a) will vote by ballot on a motion to uphold or overturn the Board's decision to revoke membership.

To pass, the motion requires a special resolution.

## **6 MEETINGS OF MEMBERS**

There are two kinds of general meetings of the Members:

- (a) the Annual General Meeting; and
- (b) Special General Meetings.

### **6.1 CALLING GENERAL MEETINGS**

#### **6.1.1 Notice of General Meetings**

For both the annual and special general meetings, the Board:

- (a) must give no more than 60 days and no less than 14 days' notice in advance of the meeting;
- (b) may waive or reduce the period by unanimous consent of the members in writing;

- (c) will select a place within British Columbia for the meeting;
- (d) will state the time and place of meeting in the notice calling the meeting; and
- (e) will attach the agenda of the business to be transacted in the notice.

The Board may:

- (a) send the notice to the members' email addresses;
- (b) request that the notice be published in the Kiwanis Club of Oak Bay newsletter; and
- (c) may request that the notice be posted on the Oak Bay Kiwanis Club website.

A member:

- (a) may waive his or her entitlement to be notified of a general meeting; and
- (b) is deemed to have waived entitlement to notification if the member:
  - (i) is present at the meeting; unless
  - (ii) he or she is there to object that the meeting is not lawfully called.

## **6.2 CONDUCT OF GENERAL MEETINGS**

### **6.2.1 Quorum for General Meetings**

Quorum for general meetings is the lesser of 15 members or 1/3 of the membership.

If there is no quorum:

- (a) within 30 minutes from the time the meeting was set to start, the meeting:
  - (i) is terminated if it was requisitioned; or
  - (ii) stands adjourned if it was called until the same day in the next week, at the same time and in the same place
- (b) within 30 minutes of the start time for the adjourned meeting:
  - (i) the voting Members will constitute quorum for that meeting; and
- (c) at any time during a general meeting:
  - (i) business in progress is suspended until quorum is again present; and
  - (ii) after 15 minutes, the meeting is terminated if it was requisitioned; or
  - (iii) after 15 minutes, the meeting stands adjourned if it was called until the same day in the next week, at the same time and in the same place.

### **6.2.2 Chairing General Meetings**

The President will preside over the general meetings.

If the President is unable to preside, the meeting will be chaired by:

- (a) the Vice-President;
- (b) a director if the Vice-President is unable to preside; or
- (c) if none of these is available within 15 minutes of the time set for the meeting, the members present will elect a member to preside.

### **6.2.3 Participating in General Meetings**

All Members:

- (a) have the right to attend all general meetings; and
- (b) may participate in the proceedings.

All Voting Members:

- (a) may also vote on all matters if the member is in good standing.

Members may participate in a general meeting:

- (a) in person;
- (b) by telephone; or
- (c) using any electronic communication medium as long as all meeting participants are able to communicate with each other.

### **6.2.4 Voting at General Meetings**

Each Voting Member:

- (a) has only one vote;
- (b) may exercise that vote on every matter; and
- (c) may only vote if they are in good standing.

The Chair does not have a second or casting vote.

If a vote is tied, the proposed resolution does not pass.

#### **6.2.4.1 Voting methods**

Members vote by:

- (a) show of hands, oral vote or any other method as long as the voters' intent is clear;
- (b) ballot,
  - (i) if the motion is with respect to an identifiable company or individual;
  - (ii) before or after a vote conducted as in (a) above, if the members present at the meeting vote by simple majority in favour of a ballot; or
  - (iii) at the direction of the chair;
- (c) in advance of the meeting if they have submitted their vote to the Secretary at least 48 hours in advance of the meeting; or
- (d) mail, fax, email or other electronic means.

#### **6.2.4.2 Advance voting**

Members:

- (a) may choose to vote in advance of a general meeting;
- (b) may indicate their votes on some or all of the motions being proposed;
- (c) must submit their vote in writing; and
- (d) must ensure that the Secretary receives their vote(s) at least 48 hours before the meeting in order to be valid.

#### **6.2.4.3 Proxy voting**

Voting by proxy is not permitted.

#### **6.2.4.4 Voting results**

The chair must announce the outcome of each vote.

The Secretary will record the motion and results in the minutes of the meeting.

### **6.3 ANNUAL GENERAL MEETINGS**

The Board :

- (a) must call an Annual General Meeting to be held no later than six months after the end of the financial year; and
- (b) must submit the Annual report to the Registrar within 30 days of the AGM.

#### **6.3.1 Ordinary Business at an AGM**

Ordinary business at the Annual General Meeting is the:

- (a) adoption of the rules of order;
- (b) consideration of the financial statements;
- (c) consideration of any reports from the directors;
- (d) business arising out of any directors' report that does not require a special resolution;
- (e) consideration of any auditors reports;
- (f) election and appointment of directors; and
- (g) appointment of an auditor, if required.

#### **6.3.2 Proposing items for the AGM**

Members may propose items to be included in the agenda for an Annual General Meeting.

The proposal must:

- (a) be submitted by a minimum of 10% of the voting Members;
- (b) include the names and signatures of the members making the proposal;
- (c) include one statement in support of the proposal to be included in the meeting notice;
- (d) include a description on the proposal that together with the statement for the notice does not exceed 200 words; and
- (e) not be substantially the same as a proposal considered at a general meeting in either of the two previous calendar years.

#### **6.3.3 Adjourning General Meetings**

The Chair:

- (a) may adjourn a meeting; and
- (b) must adjourn a meeting if so-directed by a simple majority of the voting members present.

The business at an adjourned meeting is restricted to the unfinished business from the adjourned meeting.

Unless the meeting is adjourned for 30 days or more, the Board does not have to give notice of the:

- (a) adjourned meeting; or
- (b) the business to be transacted at the adjourned meeting.

## **6.4 SPECIAL GENERAL MEETINGS**

### **6.4.1 Called by the board**

The Board:

- (a) may call a general meeting at any time;
- (b) must provide notice of the meeting no more than 60 days before and no less than 14 days before the meeting;
- (c) must send the notice of the meeting to all voting members in accordance with section 6.1.1 Notice of General Meetings; and
- (d) may send the notice by email.

The proceedings at the meeting are valid even if the Board accidentally omits to send the notice to a voting member or if the member does not receive the notice.

Acts that were valid at the time they were taken remain valid and cannot retroactively be deemed invalid.

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.

#### **6.4.1.1 General order of business**

The order of business is:

- (a) the election of a chair if necessary;
- (b) determining that there is a quorum;
- (c) approval of the agenda; and
- (a) dealing with special business included in the notice calling the meeting; and
- (b) adjourning the meeting.

#### **6.4.2 Requisitioned by members**

Voting Members may requisition a general meeting.

The requisition:

- (a) must be submitted by at least 10% of the voting members;
- (b) must show the names and signatures of the requisitionists;
- (c) must state the business to be discussed in no more than 200 words, including any special resolution the requisitionists wish to have considered;
- (d) may be made in a single record or may be several records in similar form;
- (e) must be delivered to the Society's registered address; and

- (f) must be sent to all directors.

The Board:

- (a) must call the meeting within 21 days of receiving the requisition or, failing to do so, the majority of the requisitionists may call the meeting;
- (b) must hold the meeting within no more than 60 days after receiving the requisition;
- (c) must send the notice in the same manner as if they had called the meeting; and
- (d) must conduct the meeting for the sole purpose stated in the requisition.

The Society will reimburse the requisitionists for actual costs reasonably incurred unless the members vote not to do so by an ordinary resolution at the meeting.

### **6.4.3 Ordered by the court**

The Court may order that a general meeting be held:

- (a) at the request of a voting member or a director; or
- (b) for any reason the court considers appropriate.

The Court:

- (a) will direct how the meeting will be called, held and conducted;
- (b) will specify the notice, date, time, location and manner; and
- (c) may order that the quorum be varied or dispensed with at the meeting.

## **7 DIRECTORS**

### **7.1 QUALIFICATIONS**

Directors must be Individual Members who:

- (a) are at least age 18;
- (b) have not been found to be incapable of managing his or her own affairs by any court in Canada or elsewhere;
- (c) are not an undischarged bankrupt;
- (d) have not been convicted in any jurisdiction of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless:
- (i) the court orders otherwise
  - (ii) 5 years have elapsed since the last to occur of
    - the end of the period set for suspension of the passing of sentence without a sentence having been passed,
    - the imposition of a fine,
    - the end of the term of imprisonment, and
    - the end of the term of any probation, or
  - (iii) a pardon was granted or issued, or a record suspension was ordered, under the Criminal Records Act (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect:

- (e) have agreed in writing to serve on the Board; and
- (f) are elected or appointed in accordance with these bylaws.

**7.2 ELECTION AND APPOINTMENT OF DIRECTORS**

At the Annual General Meeting, the Members:

- (a) will elect a sufficient number of Directors such that there are between nine and 12 Directors on the Board.

The Past-President serves *ex officio* so is in addition to this number.

**7.3 TERMS OF OFFICE**

**7.3.1 Directors**

In order to operate effectively, the Board:

- (a) will be structured such that 1/3 of the Directors' terms of office will end at each Annual General Meeting; and
- (b) may establish this pattern by varying the terms of office such that some may serve an initial 1-year, 2-year, or 3-year term.

Directors:

- (a) are elected by the members at the Annual General Meeting;
- (b) hold office for three years;
- (c) may not serve for more than two consecutive terms of office; and
- (d) may stand for election or be appointed to fill a vacancy after a break in service of at least one year.

A Director ceases to hold office when:

- (a) the director's term of office expires;
- (b) the director is removed from office by the members
- (c) resigns or is deemed to have resigned; or
- (d) dies.

A position is filled:

- (a) by the members at the under Annual General Meeting when the term expires;
- (b) by the members at the special general meeting at which the members remove the director from office; and
- (c) by the Board if the Director resigns, is deemed to have resigned, or dies.

**7.3.2 Officers**

The Officers are the:

- (a) President;
- (b) Vice-President;
- (c) Past President;
- (d) Secretary; and

(e) Treasurer.

The Board elects the Officers:

- (a) from among the directors who ideally have served at least one term on the Board;
- (b) at the first meeting after the Annual General Meeting;
- (c) to hold office for one year or until their successor has been elected.

An Officer position becomes vacant when:

- (a) the officer's term of office expires;
- (b) the officer resigns or is deemed to have resigned from the board;
- (c) the Board removes the director from office;
- (d) ceases to be a member of the society; or
- (e) dies.

#### **7.4 RESIGNATION**

A Director is deemed to have resigned from the Board if he or she does not attend:

- (a) three consecutive meetings without a reason acceptable to the Board; or
- (b) 75% of the board meetings in any consecutive 12-month period.

A Director who intends to resign:

- (a) must do so in writing; and
- (b) must stipulate if the resignation is effective
  - (i) when the Society receives the resignation;
  - (ii) on a specified date; or
  - (iii) on the occurrence of a specified event.

The Board, at their discretion, may appoint another member to fill the vacant office until:

- (a) the end of the term of the original Director; or
- (b) the next Annual General Meeting.

#### **7.5 REMOVAL OF DIRECTORS**

The members can remove a Director from office by special resolution:

- (a) for conduct which, in the Members' sole discretion, is inimical to the interests of the Society; and
- (b) may, by ordinary resolution, elect another member to serve as director for the balance of the term of the removed director.

The Board must give the Director in question:

- (a) not less than 14 calendar days' written notice of the time and place of the general meeting at which the vote is to be taken;
- (b) the reason(s) for the proposed expulsion; and
- (c) the opportunity to speak to at the general meeting and / or provide a written submission before the Members votes on the resolution.

The Director:

- (a) may appeal the Board's decision to the Members;
- (b) must present a written statement (not to exceed 200 words) or may speak to the Membership; but
- (c) may not be present during the discussion or vote.

The Members:

- (a) will vote by ballot.

## **7.6 DUTY OF DIRECTORS**

### **7.6.1 Fiduciary duties**

The Directors must:

- (a) act honestly and in good faith with a view to the best interests of the society;
- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances; and
- (c) act in accordance with this Act and the regulations; and
- (d) subject to paragraphs (a) to (c), act in accordance with these bylaws.

Without limiting the above, Directors must act with a view to the Society's Purpose.

Nothing in a contract or the bylaws of a society relieves a Director from:

- (a) the duty to act in accordance with this Act and the regulations; or
- (b) liability for any negligence, default, breach of duty or breach of trust.

### **7.6.2 Conflict of interest**

A conflict of interest could arise if a Director has a direct or indirect material interest in:

- (a) an actual or proposed contract or transaction; or
- (b) a matter under consideration that could result in a duty or interest that materially conflicts with the person's duty or interest as a director.

The Director:

- (a) must disclose fully and promptly to the other directors the nature and extent of the interest;
- (b) abstain from voting on the contract, transaction or matter under consideration;
- (c) leave the directors' meeting, if any, when the issue is discussed
- (d) may be present to provide information; and
- (e) must not act in any way to influence the discussion or vote.

The conflict of interest must be recorded in:

- (a) the minutes of the Board meeting where the conflict of interest was disclosed; or
- (b) the consent resolution of directors with respect to the conflict of interest.

A Director found to be in conflict of interest must pay an amount equal to any profit unless after disclosure, the contract or transaction is approved by:

- (a) a Board resolution, or
- (b) a special resolution by the members.

## **7.7 PROTECTION OF DIRECTORS**

### **7.7.1 Limits on liability**

A Director of a society is not liable for the consequences of any decision or action if he or she:

- (a) carried out the duties reasonably and in good faith; and
- (b) relied on:
  - (i) the financial statements;
  - (ii) audit report;
  - (iii) written report from a qualified professional;
  - (iv) a statement of fact from another director, or
  - (v) any information a court considers provides reasonable grounds for the actions.

### **7.7.2 Indemnification**

The Society:

- (a) may indemnify the Directors against all penalties in respect of legal proceedings or investigative action, and
- (b) pay expenses actually and reasonably incurred.

### **7.7.3 Insurance**

The Society will purchase and maintain insurance to protect the Directors against any liability that may be incurred by having been a director.

## **7.8 REMUNERATION**

### **7.8.1 Remuneration as directors**

Directors:

- (a) will not be remunerated for their service as directors;
- (b) will be reimbursed for reasonable expenses incurred in their performing duties as directors; and
- (c) may receive remuneration for services under contracts for services.

### **7.8.2 Contracted services**

Directors:

- (a) may not have any financial interest in any purchase order or contract entered into or issued on behalf of the Society or any Facility owned or operated by the Society;
- (b) may not contract for services from any company where a director is a majority shareholder or an employee of that company unless;
  - (i) the director declares or is declared to be in a conflict of interest position; and
  - (ii) the procedures follow those in section 7.6.2 Conflict of interest;

- (c) may be contracted to provide goods or services if the director is a director or major shareholder of a company if the company or individual:
  - (i) is the only organization / person in the community capable of providing the goods or services; or
  - (ii) can provide the goods or services at a lower cost than another company or person within or outside of the community;

A director under (c) (i) or (ii) above:

- (a) may not participate in discussions;
- (b) vote on the motion to award the contract; or
- (c) be present when voting is conducted.

## **8 BOARD**

### **8.1 RESPONSIBILITY**

The Board:

- (a) manages or oversees the management of the Society's activities and internal affairs;
- (b) has control and management of any facility owned or operated by the Society;
- (c) may make rules and regulations governing the operations;
- (d) has the power to deal with all business of the Society between general meetings.

The Board may exercise those powers, including borrowing, subject to:

- (a) all laws affecting the Society;
- (b) the purpose stated in the constitution;
- (c) these bylaws; and
- (d) policies set by the Board that are consistent with the bylaws.

### **8.2 COMMITTEES OF THE BOARD**

The Board:

- (a) may establish standing committees; and
- (b) may, as needs arise, establish *ad hoc* committees.

Committees of the Board do not have decision-making powers.

Committees of the Board report to the Board and make recommendations to the Board.

If any member of a committee is unable to serve for the term, the Board may appoint another member to serve the remainder of the term.

#### **8.2.1 Standing Committees**

The members of the Standing Committees are appointed by the Board immediately following the election of the officers at the first meeting of the Board after the AGM.

##### **8.2.1.1 Nominating Committee**

The Nominating Committee:

- (a) seek nominations for election to the Board;
  - (i) establish nomination rules and procedures;
  - (ii) ensure that nominees meet the qualifications for directors as outlined in section 7.1 Qualifications;
- (b) committee members are the:
  - (i) Past-President (who will chair the committee);
  - (ii) President; and
  - (iii) one director or member who is not standing for election.
- (c) meets as the Chair deems required;
- (d) quorum is two members; and
- (e) may take notes of the meetings but is not required to take minutes.

### **8.2.2 Ad Hoc Committees**

The Board will:

- (a) set the Terms of Reference for each ad hoc committee it establishes;
- (b) appoint the members;
- (c) may appoint the chair or permit the committee to select the chair from among themselves; and
- (d) will dissolve the committee upon the completion of the tasks.

## **8.3 MEETINGS**

### **8.3.1 Calling Board meetings**

The Directors elected at the AGM and those Directors whose terms of office continue after the AGM may meet immediately following the AGM if:

- (a) there is a quorum of the Board present;
- (b) do not have to issue a notice of meeting prior to the meeting.

The President, or if required, the Vice-President:

- (a) will call a meeting of the Board in accordance with a schedule agreed to by the Directors;
- (b) will provide at least four days' notice of a pre-scheduled meeting;
- (c) may call a meeting of the Board outside of the agreed-to schedule at the discretion of the chair;
- (d) must call a meeting within 10 days of receiving a written request from three or more directors;
- (e) will make every reasonable effort to notify all the directors of the meeting; and
- (f) will provide notice at least 10 days in advance unless all the Directors agree in writing to a shorter notice period.

The directors requesting the meeting:

- (a) must state the reasons for the requested meeting;

- (b) may provide background information on the item;
- (c) must provide the motion(s) if any decisions are required; and
- (d) may not exceed 200 words for the description of the item, background information, and the motions to be considered.

### **8.3.2 Holding Board meetings**

The Board:

- (a) may meet:
  - (i) at any location in British Columbia approved by the Board;
  - (ii) on any notice;
  - (iii) in person, by telephone, or using any electronic communication medium as long as all the Directors are able to communicate with each other; and
- (b) may pass resolutions without a meeting if a simple majority directors consent to the resolution in writing.

### **8.3.3 Quorum**

Quorum for Board meetings is a simple majority, i.e., 50% plus one of the Directors.

### **8.3.4 Voting**

The President has only one vote as a director and does not have a casting vote.

## **8.4 DUTIES**

### **8.4.1 President**

The President:

- (a) will chair the Board and general meetings;
- (b) may move or second a resolution;
- (c) may delegate responsibilities to directors on the Board;
- (d) sits on the Nominating Committee and *ex officio* on all other Board committees;
- (e) provides leadership and direction to the Board and committees;
- (f) represents the Society in public presentations; and
- (g) performs such other duties as may be determined by the Board from time to time.

### **8.4.2 Vice-President**

The Vice-President:

- (a) will carry out the duties of the President if the President is absent or otherwise unable to act; and
- (b) perform other duties as may be determined by the Board.

### **8.4.3 Secretary**

The Secretary:

- (a) conducts the correspondence of the Board and of the Society;

- (b) issues notices of Board meetings and General Meetings;
- (c) takes and stores minutes of general, Board and Executive Committee meetings;
- (d) has custody of all Society and Board records and documents except those kept by the Treasurer;
- (e) maintains the register of members;
- (f) submits all documents as required by the Registrar;
- (g) registers the Annual Report following the Annual General Meeting on the Registrar's system; and
- (h) performs such other duties as may be determined by the Board from time to time.

If the Secretary is absent from a meeting, the Directors will appoint another person to act as Secretary for the meeting.

#### **8.4.4 Treasurer**

The Treasurer:

- (a) ensures that the financial records, including the books of account, are kept in accordance with generally accepted accounting principles (GAAP);
- (b) arranges for the preparation of the annual financial statements;
- (c) provides financial statements to the Board, members and others when required;
- (d) arranges for the annual audit if required;
- (e) ensures that all accounts receivable and accounts payable are attended to and realized in a timely manner;
- (f) ensures that all funds are properly secured; and
- (g) performs such other duties as may be determined by the Board from time to time.

#### **8.4.5 Past President**

The Past President:

- (a) assists the President so as to maintain continuity; and
- (b) performs such other duties as may be determined by the Board from time to time.

### **9 FINANCE**

#### **9.1 DISTRIBUTION OF ASSETS AND INCOME**

The Society will not distribute any gains, profits or dividends to the members and no part of the capital, assets, or earnings will inure to the benefit of any of the members.

The Society will not declare any dividend or distribute any of its property among the members during the existence of the Society or upon its winding up or dissolution.

##### **9.1.1 Financial year**

The financial year is from April 1<sup>st</sup> to March 31<sup>st</sup>.

The Board may change the financial year.

If it does so, the Board:

- (a) must ensure that the financial reports and financial statements reflect this change;
- (b) must inform the auditor, if any;
- (c) must take the changed date into consideration when setting the Annual General Meeting; and
- (d) must inform the members of the change at the next Annual General Meeting.

### **9.1.2 Banking**

All Society funds will be deposited:

- (a) in a financial institution that,
  - (i) is regulated by the Superintendent of Financial Institutions;
  - (ii) carries on a banking business; and
  - (iii) is selected by the Board; and
- (b) to the credit of the Society.

### **9.1.3 Payment authorization**

Any two of the following must approve each payment from the account:

- (a) President;
- (b) Vice-President;
- (c) Past President;
- (d) Secretary; and
- (e) Treasurer.

The approval must be in writing by:

- (a) signing a cheque; or
- (b) providing the approval by email.

Once approved, the Treasurer may execute the payment.

### **9.1.4 Investments**

The Board may invest only in deposits that are covered by the Canadian Deposit Insurance Corporation (CDIC) and where the capital invested is guaranteed.

This includes:

- (a) Term deposits with original terms to maturity of five years or less; and
- (b) Guaranteed Investment Certificates (GICs).

### **9.1.5 Borrowing Powers**

The Board has full control of the assets, liabilities, revenues and expenditures of the Society.

The Board may at their discretion:

- (a) borrow money; and

- (b) issue bonds, debentures, notes or other evidences of debt obligations
  - (i) at any time;
  - (ii) to any person; and
  - (iii) for any consideration.

**9.1.6 Financial statements**

The Board must present the following to the members at each Annual General Meeting:

- (a) the financial statements for the period, and
- (b) the auditor's report on those financial statements.

The financial statement must:

- (a) be prepared as comparative financial statements relating separately to:
  - (i) beginning immediately after the end of the preceding financial year; and
  - (ii) ending not more than six months before the Annual General Meeting at which the financial statements are to be presented; and
- (b) include a note on any remuneration paid to a:
  - (i) director:
    - by title but not by name;
    - the amount paid; and
    - the capacity in which the director acted (as a director or in another capacity); and
  - (ii) persons under a contract for services with the Society where the amount was at least \$75,000.

The Society must provide a copy of the financial statements and auditor's report upon request by any person who holds evidence of a debt obligation.

**9.1.7 Audit of Accounts**

The members:

- (a) may, on the recommendation of the Board or at the request of the members, appoint an auditor to hold office until the end of the following Annual General Meeting by ordinary resolution;
- (b) may not appoint a Director or employee of the Society to the position; and
- (c) may remove an auditor by ordinary resolution and appoint another auditor by ordinary resolution.<sup>1</sup>

The Board:

- (a) may, if there is a vacancy in the office of the auditor created in any way except through the removal by members, appoint an auditor for the remainder of the term.

**10 DISSOLUTION OF THE SOCIETY**

Before dissolution, the Society:

- (a) must pay all its liabilities or make adequate provision for their payment;

- (b) must obtain member approval by an ordinary resolution for the distribution of any residual assets to a charitable organization (or organizations) in Canada, registered under the provisions of the Income Tax Act: and
- (c) may approve the distribution by directors' resolution if passing an ordinary resolution is not possible.

## **11 AMENDMENTS**

The members may amend these bylaws:

- (a) at a duly called general meeting;
- (b) by special resolution.