

Constitution of Pender Island Community Service Society
May 29, 2018

1. To support health care services and other worthy causes, excluding political and religious activities, if said monetary grants shall be of benefit to the community of the Pender Islands.
2. To raise funds to carry out our purpose:
 - (i) in any way considered desirable and approved by the Society
 - (ii) by collecting membership fees
 - (iii) by accepting appropriate donations

Bylaws of Pender Island Community Service Society (the “Society”)

Part 1 – Definitions and Interpretation

Definitions

1.1 In these Bylaws:

“**Act**” means the *Societies Act* of British Columbia as amended from time to time;

“**Board**” means the directors of the Society;

“**Bylaws**” means these Bylaws as altered from time to time;

“**Store**” means the Nu-To-Yu Store

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Part 2 – Members

Application for membership

2.1 A person may apply to the Board for membership in the Society and upon the Board’s acceptance of the application the person becomes a member.

2.2 All members in good standing have full voting rights at annual and general meetings.

Duties of members

2.3 Members shall uphold the constitution of the Society and must comply with these Bylaws

2.4 A member who has a conflict of interest regarding any motion on the floor must remove themselves from the discussion and voting on that motion. For greater certainty, this shall not include an interest that the member holds in common together with every other member of the Society and which all members present agree is in common. In the event of a conflict between these bylaws and the *Societies Act*, SBC 2015, c 18-section 56 of the *Societies Act* shall govern.

Amount of membership dues

2.5 The amount of membership dues will be determined by the Board.

Member in good standing

2.6 A member who is in good standing is one who volunteer a minimum of six hours per month for six months within the previous twelve months.

Member not in good standing may not vote

2.7 A member who is not in good standing

(a) may not vote at general and annual meetings, and

(b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership

2.8

(a) a person ceases to be a member by delivering written resignation to the Society.

(b) membership is terminated if the member is not in good standing for 12 consecutive months.

2.9 A member may be expelled by a special resolution passed by the membership.

Part 3 – General Meetings of Members

Time and place of general meeting

3.1 A general meeting must be held at the time and place the Board determines. An annual general meeting shall be held at least once every calendar year and not more than 15 months after holding the last annual general meeting. Every general meeting, other than the annual general meeting is an extraordinary general meeting.

Notice of a general meeting shall be distributed at least 14 days prior to the event and shall specify the place, the date, and the time of the meeting. All communication to members including notice of meetings may be sent by email.

The accidental omission or non-receipt of a notice by a member entitled to receive notice does not invalidate proceedings at that meeting.

The directors may, whenever they see fit, convene an extraordinary meeting.

Ordinary business at general meeting

3.2 At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;

(f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

3.3 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

3.4 The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or
 - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

3.5 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

3.6 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general

meeting unless a quorum of voting members is present.

Quorum for general meetings

3.7 The quorum for the transaction of business at a general meeting is 15 members in good standing.

3.8 Lack of quorum at commencement of meeting

If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present

(a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and

(b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting. If the adjourned meeting cannot held on the same day in the following week, at the same time and place, members shall be notified of the new day, time, and place at least 7 days prior to the meeting.

If quorum ceases to be present

3.9 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

3.10 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the

adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.11 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.12 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;

(h) terminate the meeting.

Methods of voting

3.13 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members. If before or after such as vote, 2 or more voting members request a secret ballot, a secret ballot shall be held. The chair of the meeting may also direct that voting must be by a secret ballot.

Announcement of result

3.14 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

3.15 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.16 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Special resolutions including changes to the constitution or bylaws and expenditures of more than \$10,000 must be approved by a 75% majority of the members present.

Part 4 – Directors

Number of directors on Board

4.1 The Society must have no fewer than 5 and no more than 11 directors.

Election or appointment of directors

4.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint number of directors necessary to fill the positions then vacant.

Directors shall be elected at the annual general meeting for a term of two years.

A retiring director may seek re-election.

All members in good standing are eligible for office.

The same elected office as set out in section 6.1 may not be held by any one person for more than two consecutive terms.

Directors may fill casual vacancy on Board

4.3 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

4.4 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Part 5 – Directors' Meetings

Calling directors' meeting

5.1 A directors' meeting may be called by the president or by any 2 other directors.

Notice of directors' meeting

5.2 At least 7 days' notice of a directors' meeting must be given unless all the

directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

5.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors' meetings

5.4 The directors shall hold regularly scheduled meetings at times and places they specify. The directors may delegate any, but not all, of their powers to committees and may name the committee. Committees shall give regular reports to the Board.

Quorum of directors

5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

Part 6 – Board Positions

Election or appointment to Board positions

6.1 Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) recording secretary;
- (d) corresponding secretary;
- (e) treasurer;
- (f) finance director;

(g) store manager

(h) immediate past president

Role of president

6.2 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

(a) The president shall be responsible for the appointment of members to head standing and special committees.

(b) The president shall ensure that all monies received and counted through store sales shall be supervised by at least two Board members.

(c) The president is an ex-officio member of standing and special committees.

Role of vice-president

6.3 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of recording secretary

6.4 The recording secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) and perform such other duties as shall be assigned by the Board

Absence of the recording secretary from meeting

6.5 In the absence of the secretary from a meeting, the Board must appoint another individual to act as recording secretary at the meeting.

Role of corresponding secretary

6.6 The corresponding secretary is responsible for doing, or making the necessary arrangements for the following:

- (a) maintain a register of members
- (b) maintain a record of attendance of members
- (c) conduct correspondence as directed
- (d) read important correspondence at meetings
- (e) perform such other duties as shall be assigned by the Board

Role of treasurer

6.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act;
- (f) perform such other duties as shall be assigned by the Board

Role of finance director

6.8 the finance director is responsible for doing, or making the necessary arrangements for the following:

- (a) review all written requests for grants and report recommendations to the Board of Directors
- (b) report recommendations to the membership at General Meetings;
- (c) perform such other duties as shall be assigned by the Board.

Role of the store manager

6.9 store manager is responsible for doing, or making the necessary arrangements for the following:

- (a) management of the operation of the store;
- (b) present quarterly and annual reports at general and annual general meetings
- (c) perform such other duties as shall be assigned by the Board

Part 7 – Remuneration of Directors and Signing Authority

Remuneration of directors

7.1 No director shall be remunerated for being or acting as a director or officer, but a director or officer may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

Signing authority

7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society

- (a) by the president, together with one other director,
- (b) if the president is unable to provide a signature, by the vice-president

together with one other director,

(c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or

(d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

(e) no debenture shall be issued without the sanction of a special resolution

Part 8 Dissolution

8.1 In the event of the dissolution of the Society, all monies remaining shall be disbursed at the discretion of the existing finance committee with the approval of the membership. This provision was previously unalterable.

Part 9 Policy

9.1 A non –profit organization dependent on voluntary help and revenues from the Nu-To-Yu Store, hereafter referred to as the store, donations and any future expansion of money raising activities. This provision is alterable.