

KIWASSA NEIGHBOURHOOD SERVICES ASSOCIATION

Society No. S-3938

CONSTITUTION

1. The name of the Society is “Kiwassa Neighbourhood Services Association”.
2. The purposes of the Society are:
 - a. To provide social, educational, and recreational opportunities to those who reside, attend school, or work in the area and to provide family support services as deemed necessary.
 - b. To provide opportunities for individuals and families of all ages, races and creeds that contributes to their social and emotional development.
 - c. To improve neighbourhood health and welfare services through cooperation with other organizations and by the demonstration of new services and by influencing public opinion.
 - d. To strengthen the family as a unit.
 - e. To develop a sense of community in the area.
3. The operations of the Society are to be chiefly conducted within the City of Vancouver, Province of British Columbia.
4. Priority of service for the Society will be established according to the concept that our primary focus will be on the area bounded by Hasting Street, Victoria Drive, Boundary Blvd., and the Harbour; our secondary focus will be on Area Networks 2 and 3 as defined by the Vancouver/Richmond Health Board; and our tertiary focus will be on the City of Vancouver. These boundaries shall be alterable pursuant to Section 22 of the Societies Act of British Columbia.
5. Dissolution of the Society by its surrender of its certificate of incorporation may be resolved upon an ordinary resolution of the Society. In the event of termination of the society, any property or assets remaining will be distributed to charitable organizations as the ordinary resolution directs. This provision is unalterable.

BYLAWS

Part 1 - Interpretation

- 1.1 In the constitution and these bylaws:
 - a) “Act” means the Society Act,
 - b) “AGM” means an annual general meeting,
 - c) “Association” or “Society” means Kiwassa Neighbourhood Services Association,
 - d) “Board” or “Board of Directors” means the directors of the Association for the time being, acting as a body,
 - e) “director” means a director of the Association,
 - f) “general meeting” means an AGM or a special general meeting,
 - g) “member” means a member of the Association,
 - h) “registered address” means a member’s address as recorded in the register of members,

- i) "written" means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, and fax,
 - j) "constitution", "bylaws", "special resolution" and "ordinary resolution" have the meaning given to them in the Act, and
 - k) the singular includes the plural and vice versa.
- 1.2 The definitions in the Act on the date these bylaws become effective apply to these bylaws.
- 1.3 Each member is entitled to and the Association must on request give the member a copy of the constitution and bylaws upon payment of a fee determined by the Board, but that fee must not exceed \$1.
- 1.4 Where permitted, the constitution and bylaws can only be amended by special resolution.

Part 2 - Membership

- 2.1 The members of the Association are the applicants for incorporation and those persons who subsequently become members in accordance with these bylaws and who, in either case, have not ceased to be members.
- 2.2
- 1) There are two categories of members, General Members and Honourary Life Members.
 - 2) A General Member is an individual who is 18 years of age or older and who supports the purposes of the Association.
 - 3) An Honourary Life Member is a person who has rendered outstanding service to the Association, is appointed by resolution of the Board, and pays no further membership dues or fees.
 - 4) All members have the right to notice of, to attend, to speak at, and to vote at general meetings.
 - 5) An employee of the Association must not be a member.
- 2.3 An application for membership or renewal of membership must:
- a) be written and in a form approved by the Board,
 - b) include the full name, address, e-mail address, and telephone number of the applicant,
 - c) provide such other information as the Board may reasonably require, and
 - d) include annual membership dues.
- 2.4
- 1) A person may apply to the Board for membership, and becomes a member on:
 - a) doing those things required by bylaw 2.3 ,
 - b) payment of annual membership dues, and
 - c) approval by the Board.
 - 2) The Board may in its sole discretion approve, postpone, or refuse an application for membership.
 - 3) The amount of annual membership dues for General Members must be set by the Board. The Board may reduce or waive the annual membership dues of a member where it is just and equitable to do so.

- 4) Except where determined by the Act or the bylaws, the privileges and responsibilities of members must be determined by resolution of the Board.
 - 5) Annual membership dues must not be pro-rated.
- 2.5
- 1) Membership is not transferable.
 - 2) A membership is from April 1st of one year to March 31st of the next year, and must be renewed annually.
 - 3) The Association must send a membership renewal notice to all members in a timely manner, and a renewal must be received by the Association by March 31st.
 - 4) A member must promptly and in writing notify the Association of any change in the member's name, address, e-mail address, or telephone number.
- 2.6
- Every member and director must comply with:
- a) the Act,
 - b) the constitution and bylaws,
 - c) policies and regulations created by the Board, and
 - d) any rules of order governing the conduct of general meetings and of meetings of the Board.
- 2.7
- A member ceases to be a member on:
- a) delivering a written resignation to the Association,
 - b) death,
 - c) having been a member not in good standing for 60 days, or
 - d) being expelled.
- 2.8
- A member becomes a member not in good standing on failing to pay:
- a) a debt due and owing to the Association, or
 - b) annual membership dues by or before March 31st.
- 2.9
- 1) A member may be expelled by special resolution.
 - 2) The notice of a special resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - 3) A member who is the subject of a proposed special resolution for expulsion must be given an opportunity to be heard at the general meeting before the resolution is put to a vote.
- 2.10
- 1) A member may be suspended or expelled by resolution of the Board, provided that:
 - a) not less than 2/3 of the directors then in office are in favour of the resolution,
 - b) the suspension or expulsion is for a substantive failure to comply with the constitution or bylaws, or for conduct prejudicial to the Association, notice of which in either case has been given to the member,
 - c) notice of the resolution is accompanied by a brief statement of the reason or reasons for the proposed suspension or expulsion, and
 - d) the member is given reasonable notice of the resolution, and an opportunity to be heard at the meeting before the resolution is voted on.

2) A suspension under this bylaw ends not later than the adjournment of the next following general meeting, and cannot be renewed.

Part 3 - Meetings of Members

- 3.1 1) General meetings must be held at the time and place, in accordance with the Act and these bylaws, that the Board decides.
- 2) An AGM must be held at least once in every calendar year, and not more than 15 months after the last preceding AGM.
- 3) Every general meeting, other than an AGM, is a special general meeting.
- 3.2 The Board may, when it thinks fit, convene a special general meeting.
- 3.3 1) The Board, on the requisition of 10% or more of the members, must convene a special general meeting without delay.
- 2) The requisition may consist of several documents in similar form each signed by one or more requisitionists and must
- a) state the purpose of the special general meeting,
 - b) be signed by the requisitionists, and
 - c) be delivered or sent by registered mail to the address of the Society.
- 3) If, within 21 days after the date of the delivery of the requisition, the Board does not convene a special general meeting, the requisitionists, or a majority of them, may themselves convene a special general meeting to be held within four months after the date of delivery of the requisition.
- 4) A special general meeting convened by the requisitionists must be convened in the same manner, as nearly as possible, as general meetings are convened by the Board.

Part 4 - Notice to Members

- 4.1 1) Notice of a general meeting must:
- a) specify the place, day and hour of meeting, and, in case of special business, the general nature of that business,
 - b) include any special resolution to be proposed at the meeting, and
 - c) be given to all members not less than 14 days before the meeting.
- 2) The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 4.2 1) Notice of a general meeting must be given to:
- a) every member shown on the register of members on the day notice is given, and
 - b) the auditor, if any.
- 2) No other person is entitled to receive a notice of general meeting.
- 4.3 A notice may be given to a member either personally, by mail, or by e-mail to the member at the member's address, or e-mail address, as shown in the register of members.

- 4.4 1) A notice sent by mail from the Association's office is deemed to have been received:
- a) two days after being mailed, if to an address in Greater Vancouver Regional District, or
 - b) five days after being mailed, if to any other address.
- 2) A notice sent by facsimile or e-mail is deemed to have been received 24 hours after being sent.

Part 5 - Proceedings at General Meetings

- 5.1 Special business is:
- a) all business at a special general meeting except the adoption of rules of order, and
 - b) all business conducted at an AGM, except the following:
 - i) the adoption of rules of order, if required,
 - ii) approval of the minutes of the last preceding AGM,
 - iii) the report of the Board,
 - iv) consideration of the financial statements,
 - v) the report of the auditor, if any,
 - vi) appointment of the auditor, if any,
 - vii) election of directors,
 - viii) resolutions, if any, and
 - ix) the other business that, under these bylaws, ought to be transacted at an AGM, or business which is brought under consideration by the report of the Board issued with the notice convening the meeting.
- 5.2 1) Quorum at a general meeting is 10% of those members who are in good standing personally present at all times, but not less than three such members.
- 2) No business, other than the election of a chair and the adjournment or termination of the meeting, can be conducted at a general meeting at a time when a quorum is not present.
- 3) If during a general meeting a quorum ceases to be present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 5.3 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, must be terminated, but in any other case, it stands adjourned to a time and place determined by the Board, but not more than fourteen days later. 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. Notice of a meeting adjourned under this bylaw need not be given to members not present.
- 5.4 1) A general meeting may be adjourned from time to time and from place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- 2) When a meeting is adjourned for more than fourteen days, notice of the adjourned meeting must be given as for the original meeting.
 - 3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 5.5
- 1) The President must act as chair of a general meeting. If the President is absent, or is unwilling or unable to act as chair, the Vice-President must chair the meeting.
 - 2) If at a general meeting both the President and the Vice-President are absent, or unable or unwilling to act as chair, the members present must choose one of their number to be chair of that meeting.
- 5.6
- 1) In the case of an equality of votes at a general meeting, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the resolution fails.
 - 2) A resolution proposed at a general meeting must be seconded, and the chair may move or propose a resolution.
- 5.7
- 1) Voting is by show of hands, except where otherwise required, or when a majority of members present request a secret ballot, by a show of hands.
 - 2) Questions arising at general meetings must be decided by a majority of votes, except where otherwise required.
 - 3) Each member in good standing who is present and who has been a member for not less than 30 days has the right to vote.
 - 4) Proxy voting is prohibited.
- 5.8 Subject to the Act and these bylaws, a general meeting may adopt rules of order, but if it does not do so, then the most recent edition of Robert's Rules of Order must be used.

Part 6 – Board of Directors

- 6.1 The Board may exercise all the powers of the Association, and do all the things that the Association may do, subject to:
- a) the constitution and the bylaws,
 - b) all laws affecting the Association, and
 - c) rules, not inconsistent with these bylaws, made from time to time by a general meeting.
- 6.2
- 1) There must be not less than three and not more than twelve directors, with the number determined by resolution of the Board.
 - 2) A director has a normal term of office of three years, beginning at the adjournment of the AGM at which the director is elected, and ending at the adjournment of the AGM three years later.
 - 3) So far as is reasonably practicable, at the adjournment of an AGM:
 - a) 1/3 of the directors must have remaining terms of office of three years,
 - b) 1/3 of the directors must have remaining terms of office of two years, and
 - c) 1/3 of the directors must have remaining terms of office of one year.

- 4) A director may be elected to a term of one or two years so as to enable compliance with bylaw 6.2 (3).
- 5) At the AGM to be held in 2009, all directors then in office will cease to hold office, and an election held, with
 - a) 1/3 of the directors being elected to terms of office of three years,
 - b) 1/3 of the directors being elected to terms of office of two years, and
 - c) 1/3 of the directors being elected to terms of office of one year.
- 6) A candidate for election as a director must:
 - a) be a member in good standing,
 - b) be endorsed by the Board,
 - c) consent to a criminal record check,
 - d) consent to the nomination, and
 - e) not be disqualified from being a director of a company under section 124 of the Business Corporations Act.
- 7) In an election of directors, each member in good standing has a number of votes equal to the number to be elected, but must not cast more than one vote for a candidate. Those candidates receiving the greatest number of votes are elected.
- 8) An election must be by secret ballot, unless the members present unanimously agree that the election be by show of hands, or there is only one candidate for a position, in which case the candidate must be declared to be elected.
- 9) A director who has been a director for nine consecutive years must cease to be a director for one year. A term or terms of office served by a director prior to the AGM to be held in 2009 must not be counted in calculating the length of time a director has been a director.

6.3 A director ceases to be a director on:

- a) the end of the director's term of office, unless the director is re-elected,
- b) ceasing to be eligible to be a director under bylaw 6.2 (10),
- c) resigning in writing,
- d) ceasing to be a member in good standing,
- e) death,
- f) becoming unable to perform the duties of a director due to physical or mental disability, or
- g) failing to attend three consecutive meetings of the Board without reasonable cause.

6.4 No act or proceeding of the Board is invalid only by reason that there are fewer directors in office than the number required by bylaw 6.2.

6.5 The members may, by special resolution, remove a director before the expiration of the director's term of office, and may elect a successor to complete the term of office.

6.6 The Board may appoint a member as a director to fill a vacancy in the Board, but a director so appointed holds office only until the adjournment of the next AGM, at which time the balance of the term (if any) must be filled.

6.7 A director may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Association, but must not be paid or otherwise remunerated for being or acting as a director.

Part 7 - Proceedings of the Board

- 7.1
- 1) The Board may meet together at the places it thinks fit to dispatch business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit.
 - 2) Quorum at a meeting of the Board is a majority of directors then in office present, but not less than five.
 - 3) A meeting of the Board may be called by:
 - a) the President, or
 - b) any three directors, or
 - c) resolution of the Board.
 - 4) Notice of a meeting of the Board is sufficient if properly addressed to every director, and sent by ordinary mail, e-mail or facsimile. Except where notice is waived by all directors, notice of a meeting of the Board must be given at least 48 hours before the meeting.

7.2 When a meeting of the Board is held immediately following the election or appointment of a director or directors, it is not necessary to give notice of the meeting to the new directors for the meeting to be constituted, if a quorum is present.

7.3 A director may waive in writing notice of any meeting or meetings of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn:

- a) no notice of meetings of the Board need be sent to that director, and
- b) all meetings of the Board, notice of which have not been given to that director are, if a quorum is present, deemed to be valid and effective.

- 7.4
- 1) Except where otherwise required, questions arising at meetings of the Board and committees must be decided by a simple majority of votes.
 - 2) A resolution proposed at a meeting of the Board must be seconded, and the chair of such a meeting may move or propose a resolution.
 - 3) In the case of an equality of votes at a meeting of the Board or a committee, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the motion or resolution is defeated.

7.5 A resolution in writing, signed by 75% of the directors then in office and placed with the minutes of the Board, is as valid and effective as if regularly passed at a meeting of the Board.

- 7.6
- 1) The Board may as it thinks fit delegate any, but not all, of its powers to committees, and appoint the members and chair of each committee.
 - 2) The chair of a committee must be a director.
 - 3) The Board must determine the title, names, members, authority and responsibilities of committees.

4) A committee must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of its powers to the next following meeting of the Board.

7.7 Subject to the Act and these bylaws, the Board may adopt rules of order for its meetings, but if it does not do so then the most recent edition of Robert's Rules of Order must be used.

Part 8 – Directors' Duties and Conflicts

8.1 1) A director must:

- a) act honestly and in good faith and in the best interests of the Association, and
- b) exercise the care, diligence and skill of a reasonably prudent person,

in exercising the powers and performing the functions of a director.

2) The requirements of this bylaw are in addition to, and not in derogation of, an enactment or rule of law or equity relating to the duties or liabilities of directors of a Association.

8.2 Nothing in a contract, the constitution or bylaws, or the circumstances of a director's appointment, relieves a director from:

- a) the duty to act in accordance with the Act and the regulations, or
- b) a liability that by a rule of law would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the Association.

8.3 The provisions of the Act relating to disclosure and conflicts of interest, in particular sections 27, 28 and 29, apply to the Association and its directors and officers.

8.4 Subject to court approval, the Association must indemnify a director or former director of the Association, and a director's heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by the director, in a civil, criminal or administrative action or proceeding to which the director is made a party because of being or having been a director, including an action brought by the Association, if:

- a) the director acted honestly and in good faith with a view to the best interests of the Association, and
- b) in the case of a criminal or administrative action or proceeding, the director had reasonable grounds for believing the director's conduct was lawful.

Part 9 – Officers

9.1 1) The Board must at its first meeting following the AGM elect from amongst its number a President, a Vice-President, a Secretary, and a Treasurer, who are the elected officers, and who have a normal term of office ending at the adjournment of the next following AGM.

2) The Board may elect or appoint such other officers as it deems necessary, and may elect a director to take the place of an elected officer who has ceased to hold office for any reason.

- 3) An elected officer ceases to be an elected officer on:
 - a) ceasing to be a director,
 - b) resigning in writing, or
 - c) resolution of the Board, of which 2/3 of the directors then in office are in favour.
- 4) The members of the Executive Committee are the President, Vice-President, Secretary, Treasurer, and Executive Director (if any). Subject to the direction of the Board, the Executive Committee has the responsibility and authority to manage, or supervise the management of, the affairs of the Association between Board meetings.

9.2 The President:

- a) must supervise the other officers in the execution of their duties,
- b) must chair all meetings of the Board and all general meetings, and
- c) has the powers and duties generally pertaining to the office of President, subject to resolution of the Board.

9.3 The Vice-President, in the President's absence, must perform the duties of the President.

9.4 The Secretary must:

- a) issue notices and keep minutes of meetings of the Society and the Board,
- b) conduct the correspondence of the Society,
- c) have custody of all records and documents of the Society except those which must be kept by the Treasurer,
- d) have custody of the common seal of the Society, if any, and
- e) maintain the register of members.

9.5 In the absence of the Secretary from a meeting, the Board must appoint another person to act as Secretary.

9.6 The Treasurer must:

- a) keep the financial records, including books of account, necessary to comply with the Act, and
- b) render financial statements to the Board, members, and others when required.

9.7 1) The Board may appoint an Executive Director, and set the responsibilities, authority, remuneration and other terms and conditions of employment of that person.

2) Subject to any agreement to the contrary, the Executive Director:

- a) is an appointed officer,
- b) may also be titled the chief executive officer or general manager,
- c) manages or supervises the management of the Association, and
- d) has the right to notice of, to attend, and to speak at, but not to vote at, meetings of the Board.

Part 10 – Borrowing and Investment

- 10.1 1) In order to carry out the purposes of the Association the Board may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in such manner as it decides and in particular but without limiting the generality of the foregoing, by the issue of debentures.
- 2) A debenture must not be issued unless it has been approved by a special resolution.
- 3) The members may by special resolution restrict the borrowing powers of the Board, but a restriction so imposed expires at the next AGM.
- 10.2 The Board may invest the funds of the Association in such manner and in such securities, properties and investments as the Board in its absolute discretion deems in the best interests of the Association.
- 10.3 Subject to the Personal Information Protection Act and other applicable statutes, the:
- a) financial statements, Board and members' minutes, and register of members may be inspected by a member, on reasonable notice,
- b) other documents of the Association, including its accounting records, may be inspected by a member on reasonable notice, subject to any resolution of the Board, and
- c) documents of the Association, including its accounting records, must be open to the inspection of a director, subject only to laws requiring otherwise.
- 10.4 1) The Board may provide a common seal for the Association and may destroy a seal and substitute a new seal in its place.
- 2) The seal must be kept at the head office of the Association.
- 3) The common seal must be affixed only when authorized by a resolution of the Board, and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the President and a director.
- 10.5 1) The fiscal year of the Association is from April 1st to March 31st.
- 2) The Board must determine by resolution the signing officers of the Association.

Part 11 – Auditor

- 11.1 This Part applies only where the Association is required or has resolved to have an auditor.
- 11.2 At each AGM the Association may appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next AGM.
- 11.3 An auditor may be removed by ordinary resolution.
- 11.4 An auditor must be promptly informed in writing of appointment or removal.
- 11.5 No director and no employee of the Association can be auditor.
- 11.6 The auditor may attend general meetings.
- 11.7 The Board must fill all vacancies arising in the office of auditor between AGMs.