


CAROL PREST

BYLAWS

Part 1 - Interpretation

1.1 In the constitution and the bylaws:

- a) “Act” means the Societies Act, and “Regulations” means any regulations enacted pursuant to the 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” includes an AGM and 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) “constitution”, “bylaws”, “special resolution” and “ordinary resolution” have the meaning given to them in the Act,
- j) “written” means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, and fax,
- k) the singular includes the plural and vice versa, and
- l) persons include corporations and associations.

1.2 1) The definitions in the Act apply to the bylaws.

2) if there is a conflict between the bylaws and the Act or the Regulations, the Act or the Regulations, as the case may be, prevail.

1.3 The Association must on request provide a member a copy of the current constitution and bylaws, without charge.

1.4 The constitution and bylaws can only be altered by special resolution.

1.5 The Association must not distribute any of its money or other property except as permitted by the Act.

1.6 The operations of the Society are to be chiefly conducted within the City of Vancouver, Province of British Columbia.

1.7 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.

1.8 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 was previously unalterable.

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) A 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 fewer 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.

Part 3 - Meetings of Members

- 3.1** 1) General meetings must be held at the time and place, in accordance with the Act and the bylaws, that the Board determines.
- 2) An AGM must be held at least once in every calendar year.
- 3) Every general meeting, other than an AGM, is a special general meeting.
- 3.2** 1) The Board may when it thinks fit convene a special general meeting.
- 2) The members may requisition a general meeting pursuant to section 75 of the Act.
- 3) The members may submit a proposal for consideration by the Association at a general meeting pursuant to section 81 of the Act.

Part 4 - Notice to Members

- 4.1** 1) Notice of a general meeting must:
- a) specify the place, day and hour of meeting,
 - b) include the text of any special resolution to be proposed at the meeting,
 - c) 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, and
 - d) be sent to all members not fewer than 14 days but not greater than 60 days before the meeting.
- 2) Notwithstanding bylaw 4.1 (1), notice of a general meeting, if the Association has greater than 250 members, is deemed to have been sent if:
- a) notice of the date, time and location of the meeting has been sent, to every member of the Association who has provided an e-mail address to the Association, by e-mail to that e-mail address, and
 - b) notice of the date, time and location of the meeting is posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Association and is accessible to all of the members of the Association.
- 3) The accidental omission to send notice of a general meeting to a member, or the non-receipt of notice by a member, does not invalidate any 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, by e-mail or by other electronic means 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 Metro 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.

4.5 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.

Part 5 - Proceedings at General Meetings

- 5.1** 1) The business at an AGM is to:
- a) elect a chair, if required,
 - b) determine that there is quorum,

- c) adopt rules of order,
- d) approve the agenda,
- e) minutes of the last AGM and any intervening general meetings,
- f) consider the report of the Board on its activities and decisions since the last AGM,
- g) receive the financial statements for the previous financial year, and the auditor's report (if any) on them,
- h) appoint an auditor, if any,
- i) elect directors,
- j) business arising out the financial statements, the auditor's report, the report of the Board, and any matter about which notice has been given in the notice of the meeting,
- k) special resolutions, if any, of which notice has been given as required by the Act and the bylaws,
- l) any members' proposals pursuant to section 81 of the Act, and
- m) adjourn.

2) The financial statements presented to an AGM must comply with the Act.

3) The business at a special general meeting is limited to:

- a) adopting rules of order,
- b) that set out in a requisition pursuant to bylaw 3.2, if applicable, and
- c) that determined by the Board pursuant to bylaw 3.2.

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 fewer than three such members.

2) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time unless a quorum of voting members is present.

3) 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.

5.3 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 a requisition of members, the meeting is terminated, and
- b) in any other case, the meeting stands adjourned to a time and place determined by the Board but not more than 14 days later, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time set for meeting, the voting members who are present constitute a quorum for that meeting.

5.4 1) A general meeting can only be adjourned by ordinary resolution.

2) 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.

- 3) When a general meeting is adjourned for fourteen days or more, notice of the adjourned meeting must be given as for the original meeting.
 - 4) 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 chair each general meeting.
 - 2) If the President is not present within 15 minutes after the time set for a meeting, or is unable or unwilling to act as chair, the Vice-President must be chair.
 - 3) If neither the President nor the Vice-President is present within 15 minutes after the time set for a meeting, or neither of them is able or willing to act as chair, the members present may elect an individual who is present to be chair.
- 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) Each member who is in good standing and has been a member for not fewer than 30 days is a voting member, and has the right to one vote at a general meeting.
 - 2) A question, resolution, or motion arising at a general meeting must be decided by ordinary resolution, unless it must pursuant to the Act or bylaws be decided by special resolution, or is another resolution having a higher voting threshold than that of an ordinary resolution.
 - 3) Voting must be by show of hands, except when a secret ballot is required by:
 - a) the bylaws or Act,
 - b) ruling of the chair, or
 - c) ordinary resolution, voting on which must be by show of hands.
 - 4) The chair of a meeting must announce the outcome of each vote, which must be recorded in the minutes of the meeting.
 - 5) All members have the right to notice of, to attend and to speak at general meetings. A member who is not in good standing cannot vote.
 - 6) Proxy voting is prohibited.
- 5.8** Subject to the Act and the 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** Subject to the Act, the Regulations, the constitution and the bylaws, the Board must manage, or supervise the management of, the activities and internal affairs of the Association.
- 6.2**
- 1) A director must, when exercising the powers and performing the functions of a director:
 - a) act honestly and in good faith with a view to the best interests of the Association,
 - b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances,

- c) act in accordance with the Act and Regulations, and
 - d) subject to paragraphs (a) to (c), act in accordance with the bylaws.
- 2) Without limiting subsection (1), a director, when exercising the powers and performing the functions of a director, must act with a view to the purposes of the Association.
- 3) This section is in addition to, and not in derogation of, any enactment or rule of law or equity relating to the duties or liabilities of directors of a society.
- 4) Nothing in a contract or the bylaws relieves a director from
- a) the duty to act in accordance with this Act and the Regulations, or
 - b) liability that, by any enactment or rule of law or equity, 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.
- 6.3**
- 1) There must be not fewer than three and not greater than twelve directors, with the number set by resolution of the Board.
- 2) A candidate for election as a director must be a member in good standing, and:
- a) be qualified to be a director pursuant to section 44 of the Act,
 - b) have been a member for not fewer than 30 days,
 - c) be endorsed by the Board,
 - d) consent to a criminal record check, and
 - e) consent to the nomination, in person or in writing.
- 3) 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.
- 4) So far as is reasonably practicable, 1/3 of the directors must be elected at each AGM, so that 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.
- A director may be elected to a term of one or two years so as to enable compliance with this bylaws.
- 5) In an election of directors, each member who has the right to vote has a number of votes equal to the number of directors to be elected, but must not cast more than one vote for a candidate. Those candidates with the greater number of votes are those who are elected, or who are elected to the greater terms of office, whichever the case may be.
- 6) An election must be by secret ballot, unless the members present unanimously agree that the election be by show of hands, or the number of candidates is equal to or fewer than the number of vacancies, in which case the candidates must be declared to be elected.
- 7) A director may be re-elected.

8) A director who has been a director for nine consecutive years commencing on or after September 30th, 2009 immediately ceases to be a director, and cannot be elected or appointed as a director for one year.

6.4 A director ceases to be a director on:

- a) the end of the director's term of office or appointment, unless the director is re-elected or re-appointed,
- b) resigning in writing,
- c) bylaw 6.3 (8) or bylaw 6.6 applying,
- d) ceasing to be a member in good standing,
- e) death,
- f) becoming incapable of performing the duties of a director, or
- g) failing to attend three consecutive meetings of the Board without the consent of the Board, which must not be unreasonably withheld.

6.5 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 6.3.

6.6 1) 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.

2) The Board may remove a director before the expiration of the director's term of office by a resolution of which all the other directors are in favour.

6.7 The Board may appoint a member who is qualified pursuant to bylaw 6.3 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, for the balance of that director's term.

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

6.9 A director and a senior manager must comply with the provisions of the Act with regard to disclosure and to conflicts of interest.

6.10 The Association must indemnify a director or senior manager as permitted by the Act.

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 simple majority of the directors then in office, but must not be fewer than three.

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 Canada Post or e-mail. 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.

- 5) 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 that 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, a question arising at a meeting of the Board or a committee must be decided by a majority of votes.
 - 2) A resolution proposed at a meeting of the Board or a committee need not 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 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 a committee, and appoint the members and chair of the committee.
 - 2) The Board must by resolution determine the names, chair, members, authority and responsibilities of a committee.
 - 3) 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.
 - 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 must manage, or supervise the management of, the affairs of the Association between Board meetings.
- 7.7** Subject to the Act and the bylaws, the Board 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 8 – Officers

- 8.1**
- 1) The Board must at its first meeting following the AGM elect from amongst the directors 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 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.

8.2 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.

8.3 In the absence or inability of the President, the Vice-President must perform the duties of the President.

8.4 The Secretary is responsible for doing, or making the necessary arrangements for:

- a) issuing notices and taking minutes of general meetings and Board meetings,
- b) keeping the records and documents of the Association in accordance with the Act, including the register of members,
- c) conducting the correspondence of the Association, and
- d) filing the annual report and making any other filings with the Registrar pursuant to the Act.

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

8.6 The Treasurer is responsible for doing, or making the necessary arrangements for:

- a) receiving and banking all monies received by the Association,
- b) keeping accounting records in respect of the Association's financial transactions,
- c) preparing the Association's financial statements, and
- d) making the Association's filings with respect to taxes.

8.7 1) The Board may appoint an Executive Director, who may also be titled the Chief Executive Officer or General Manager, and determine the responsibilities, authority, remuneration and terms and conditions of employment of that person.

2) The Executive Director:

- a) must be qualified pursuant to section 44 of the Act,
- b) is an appointed officer and a senior manager within the meaning of the Act,
- c) reports to the Board, and
- d) has the rights to notice of, attend, and speak at, but not vote at, Board meetings.

Part 9 – Borrowing and Investment

9.1 The Association may by resolution of the Board borrow money, and issue bonds, debentures, notes or other evidence of debt obligations.

9.2 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.

9.3 1) A member may without charge inspect a record that the Association is required to keep pursuant to section 20 of the Act.

- 2) The Board may by resolution restrict the members' rights to inspect the register of members, pursuant to section 25 of the Act.
- 3) A director may without charge inspect a record of the Association that the Association is required to keep pursuant to section 20 of the Act.
- 4) A person other than a member or director cannot inspect the records of the Association, except as required or permitted by resolution of the Board, the bylaws, the Act, or another statute.

- 9.4**
- 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.
 - 3) The Board may provide a common seal, and if it does so, must provide for its safe-keeping and use.

Part 10 – Auditor

10.1 This Part applies only where the Association is required or has resolved to have an auditor.

10.2 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, and determine the terms of engagement of the auditor, including whether the auditor will perform an audit, a review engagement, or another form of review.

10.3 An auditor may be removed by ordinary resolution.

10.4 An auditor must be promptly informed in writing of appointment or removal.

10.5 The auditor may attend general meetings.

10.6 The Board must fill all vacancies arising in the office of auditor between AGMs.