

Society Incorporation Number: S0017930
CASTLEGAR COMMUNITY SERVICES SOCIETY
BC Incorporation Number:
Business Number:

S0017930
10687 8804 BC001 / 10687 8804 RR

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Province of British Columbia



SINEAD O'CALLAGHAN

BYLAWS:

Article 1 – Membership:

1. A) Membership in the Society shall be open to all persons at least 17 years of age upon payment of the required annual membership dues.
 - B. Any person in the employ of the Society may be a member of the Society but may not serve as a director while so employed.
1. The annual membership dues shall be determined at an annual general meeting of the Society.
2. Annual membership dues shall be payable on January 1st of each year, and the membership year for all purposes shall be from January 1st to December 31st.
2. A member shall be deemed to be in good standing until his or her membership ceases.
3. On becoming a member of the Society, a member shall uphold and comply with the constitution and bylaws of the Society.
4. A member must have been a member at least fourteen (14) days prior to an annual general meeting of the Society in order to cast a vote at an annual general meeting of the Society.
5. Membership in the Society shall cease if:
 - A. A member informs the Board of Directors, in writing, that he or she wishes to cease being a member.
 - B. A member fails to pay the required annual membership dues.
 - C. A special resolution expelling the member is passed at a meeting called for the purpose of expelling the member.
 - D. He or she dies.
6. The notice of a special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
7. At a meeting called for the purpose of expelling a member, the member whose expulsion is being considered has the right to speak in his or her own behalf and to vote on the resolution.

Article II – Meetings:

1. General meetings of the Society shall be held at such time and place in accordance with the Societies Act, as the Directors decide.

2. The Board of Directors, or 10% of the members in good standing of the Society, may call an extraordinary meeting of the Society for any purpose.
3. Every general meeting, other than an annual general meeting, is an extraordinary meeting.
4. A) Notice in writing of every annual general meeting or extraordinary meeting of the Society shall be given to every member fourteen (14) days before the meeting, and such notice shall state the nature of the business of the meeting.

B) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
5. An Annual General Meeting shall be held at least once in every calendar year.
6. A) Ten (10) members of the Society, or 10% of the membership, whichever is greater, shall constitute a quorum at Society meetings.
B) Three (3) members of the elected Directors, or 50% of the total number of directors, whichever is greater, shall constitute a quorum of the Board.
7. A) No business, other than the election of the chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

B) If, within thirty minutes from the time appointed for a general, annual general or extraordinary meeting, a quorum is not present, the meeting shall be adjourned and called again one week hence at the same hour and place and those present at the second meeting shall constitute a quorum. Notice of such meeting shall be given to all Society members.
- 7.1. Subject to bylaw 7.2, the President of the Society, the Vice President or in the absence of both, one of the other Directors present, shall preside as a chairperson of a general meeting.
 2. If at a general meeting:
 - A. There is no President, Vice President or other Director present within 15 minutes after the time appointed for holding the meeting; or
 - B. The President and all of the other Directors present are unwilling to act as chairperson, the members present shall choose one of their number to be chairperson.
8. A member in good standing present at a meeting of members is entitled to one vote. Voting is by show of hands. Voting by proxy is not permitted.
9. Special resolutions are required in the case of:
 - A. Amendments of the Constitution and Bylaws.
 - B. Suspensions of members.
 - C. Removal of an officer.

D. Upon such matter as the Society may from time to time require.

10. A) Any ordinary resolution or motion shall be deemed to be adopted if a simple majority of the members of the Society present at the meeting vote in its favour.

B) Any special resolution or motion shall be deemed to be adopted if a three-quarters majority of the members present at the meeting vote in its favour, and if notice of intention to put the special resolution for motion has been given to the members of the Society at least fourteen (14) days before the meeting at which it is to be voted upon.

Article III – Directors:

1. The first Directors of the Society shall be the subscribers to this constitution and these bylaws. These Directors shall all retire at the first annual general meeting, but may be eligible for re-election at the meeting.

2. Directors shall be elected at each annual general meeting for a three-year term of office.

2.1 An election may be by acclamation; otherwise it shall be by ballot.

3. The number of Directors shall be a minimum of five (5) and a maximum of nine (9).

4. The Directors may at any time, and from time to time, appoint a member as a Director to fill a vacancy in the Board of Directors. A Director so appointed holds office only until the conclusion of the next following annual general meeting of the Society but is eligible for re-election at the meeting.

5. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

6. Directors shall cease to hold office upon their ceasing to be members of the Society.

7. The members of the Society may by special resolution remove any Director before the expiration of his/her term of office. At a meeting called for the purpose of expelling a Director, the Director whose expulsion is being considered has the right to speak in his or her own behalf and to vote on the resolution.

8. A Director who fails to attend three (3) board meetings without providing prior notice or reasonable explanation to the board may be subject to removal from the board.

9. The Directors shall manage the Society and set its policies and in particular:

- A. Have the power to hire employees of the Society and define their duties, remuneration and conditions of employment.
- B. Have the power to dismiss or suspend any employees.
- C. Pass banking resolutions and appoint signing officers of the Society.
- D. Prepare and approve budgets.
- E. Establish proper accounting procedures.

- F. Have the power to establish committees consisting of at least one Director and such other persons as the Directors see fit to appoint, to name the chairperson of such committees, and to define the powers and duties of such committees, provided that such committees shall be responsible to the Directors.
 - G. Have the power to apply and administer any grants received under Article II-5 of the Purposes as outlined in the constitution in such manner as is consistent with those purposes, generally in such manner as the donor prescribes.
 - H. The Directors have the power to enter into contracts on behalf of the Society.
 - I. Set the time, date and place of meetings of the Board.
10. No Director shall be remunerated in any capacity, but Directors shall be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the Society.
11. The officers of the Society shall be the President, Vice President, Secretary, and Treasurer. The officers shall be elected by the Directors from among their numbers at the first board meeting following the Society's annual general meeting and shall hold office until their successors are elected.
12. No Director shall hold the office of President for more than five (5) consecutive terms.
- 12.1 The officers of the Society shall perform such duties as may be delegated by the Board of Directors or determined at a general meeting, but in particular without limiting the generality of the foregoing statement:
- A. The President is the chief executive officer of the Society, shall supervise the other officers in the execution of their duties, and shall preside at all meetings of the Society and the Directors.
 - B. The Vice President shall carry out the duties of the President during his/her absence.
 - C. The Secretary shall ensure that:
 - The correspondence of the Society is conducted,
 - Notices of meetings of the Society are issued,
 - Minutes of all meetings of the Society and Directors are kept, and
 - All records of the Society, except those required to be kept by the Treasurer, are securely kept,
 - The common seal of the Society is securely kept, and
 - The register of members is maintained.
 - D. The Treasurer shall ensure that:
 - The financial records, including books of account, necessary to comply with the Societies Act, are maintained and
 - Financial statements are provided to the Directors, members and others when required.
 - E. The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.

13. All meetings of the Board of Directors shall be open to members in good standing; however the Board may move in camera during a meeting where, in its opinion, there are matters of a personal or confidential nature to be discussed.
14. A resolution in writing, signed by all the directors, or a resolution discussed via teleconference or videoconference and approved by all the directors, or a resolution discussed via email or other electronic means and approved by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly discussed at a meeting of directors.

Article IV – Fiscal Year and Audit

1. The Society's fiscal year shall be from April 1 to March 31.
2. The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of the auditor.
3. The accounts of the Society shall be audited by a certified accountant or chartered accountant who shall be appointed by the Society at each annual general meeting.
4. An auditor may be removed by ordinary resolution.
5. An auditor shall be informed forthwith in writing of appointment or removal.
6. No Director and no employee of the Society shall be auditor.
7. The auditor may attend general meetings.

Article V – Minutes and Other Records of the Society:

1. The Board of Directors shall ensure that the minutes of members' meetings and Board meetings, and all other necessary books and records of the Society required by the bylaws and by any applicable statute or law, are regularly and properly kept.
2. The books and records of the Society shall be open to the inspection of the members of the Society at all reasonable times at the office of the Society.

Article VI – Borrowing Powers:

1. In order to carry out the purposes of the Society the Directors may, on behalf of and in the Society, raise or secure the payment or repayment of money in such a manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures.
2. No debenture shall be issued without the sanction of a special resolution.

3. The members may by special resolution restrict the borrowing powers of the Directors, but a restriction so imposed expires at the next annual general meeting.

Article VII – Bylaw Amendment:

1. At any annual general meeting or extraordinary meeting of the Society:
 - A. The constitution may be altered to the extent provided therein, and
 - B. The bylaws of the Society may be amended, by one or more special resolutions. Notice of such meeting shall be given in accordance with 4 A) of Article II, and such notice shall set out in general terms the nature of the alterations or amendments to be considered at that meeting.

Article VIII – Location of Operation:

The operations of the Society are to be chiefly carried out in the City of Castlegar and surrounding area.

Article IX – Operations to be Without Profit:

The operations of the Society are to be carried on without purpose of gain for its members, and any profits or other accretions to the Society shall be used in promoting the purposes of the Society.

Article X – Dissolution:

In the event of winding up or dissolution of the Society, any funds and assets of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations concerned with social problems or organizations promoting the same objectives of this Society, as may be determined by the members of the Society at the time of winding up or dissolution. In the event that the foregoing provisions cannot be effected, then the funds shall be given or transferred to some other organizations; provided that such organization referred to in the article shall be a charitable organization, a charitable corporation, or a charitable trust recognized by the Department of National Revenue of Canada as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect. *This provision was previously unalterable.*

Article XI – Clauses Alterable and Unalterable:

The Society will not alter or delete the purpose set out in this Constitution to provide transitional and/or affordable housing for low and moderate-income households and the Society will not alter or delete this bylaw without first obtaining written consent from the British Columbia Housing Management Commission.

Article XII - Unalterable Non-remuneration to Directors:

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Directors shall serve without remuneration and directors shall not receive directly or indirectly, any profits from their positions as directors but may be paid reasonable expenses they incur in the performance of their duties. *This provision was previously unalterable.*