

## **BYLAWS**

### ***PART I - INTERPRETATION***

1. In these bylaws, unless the context otherwise requires:
  - "Directors"** mean the directors of the society for the time being;
  - "Society"** means Bowser Seniors Housing Society;
  - "Senior"** means a person who has attained 65 years of age and is a BC resident. (Regarding couples: at least one of the two must qualify as a senior.)
  - "Auditor"** includes a partnership of auditors;
  - "Bylaws"** means the bylaws of the society;
  - "Constitution"** means the constitution of the society;
  - "Member"** means a person described in bylaw 2.1 who becomes and remains a member in good standing, described in bylaw 3.3 and 5.7.1, in accordance with the bylaws;
  - "Ordinary Resolution"** means a resolution passed in a general meeting by the members of a society by a simple majority of the votes cast in person;
  - "Special Resolution"** means a resolution passed in a general meeting by a majority of not less than two thirds (2/3) of the votes of those members who, being entitled to do so, vote in person:
    - a. of which the notice that the bylaws provide, and not being less than 14 days' notice, specifying the intention to propose the resolution as a special resolution has been given; or
    - b. if every member entitled to attend and vote at the meeting agrees, at a meeting of which less than 14 days' notice has been given;
  - "Membership Dues"** mean the annual fees payable by members to the society.

### ***PART II - MEMBERSHIP***

- 2.1 Membership shall be open to any person who wishes to support the purposes of this society.
- 2.2 All applications for membership must meet the criteria outlined in article 2.1 and shall be approved by the directors of the society.
- 2.3 A member shall pay his/her membership dues before the specified fiscal period begins or at any time during that period.
  - 2.3.1 The directors of the society will set the membership dues for the following fiscal year at the last meeting of directors held in each calendar year.
- 2.4 The society must keep a register of its members. The society must enter in the register the name and proper residential address of every member, along with the dates of admission and cessation of their membership.
- 2.5 Each member will uphold the constitution and comply with the bylaws (provision set out in bylaw 14.2).

### ***PART III - CESSATION OF MEMBERSHIP***

- 3.1 A member will cease to be a member of the society:

- a. by delivering his/her resignation in writing to the Secretary of the society or mailing or delivering it to the address of the society;
  - b. on being expelled; or
  - c. on having been a member not in good standing for 12 consecutive months.
- 3.2.1 A member may be expelled by a special resolution of the members passed at a general meeting.
- 3.2.2 The notice of special resolution for expulsion will be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- 3.2.3 A member who is the subject of the proposed expulsion will be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 3.3 All members are in good standing except a member who has failed to pay his/her current annual membership fee or any other subscription or debt due and owing by him/her to the society, and is not in good standing so long as the debt remains unpaid.

#### ***PART IV - MEETINGS OF MEMBERS***

- 4.1 General meetings of the society will be held at the time and place that the directors decide, in accordance with the BC Societies Act.
- 4.2 When the directors call a general meeting of the society, notice of the meeting will specify a place, day, and hour of the meeting and the general nature of the business to be conducted.
- 4.3 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 4.4 The directors may, as they see fit, convene an extraordinary general meeting.
- 4.5 The annual general meeting of the society will be held upon not less than 14 days notice to the members or at such other time that the directors decide, but not more than 15 months after the holding of the last preceding annual general meeting.
- 4.6 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.

#### ***PART V - PROCEEDINGS AT MEETINGS OF MEMBERS***

- 5.1.1 Special business is:
- a. all business at an extraordinary general meeting except the adoption of rules of order; and
  - b. all business transacted at an annual general meeting, except,
    - i. the adoption of rules of order;
    - ii. the consideration of the financial statements;
    - iii. the report of the directors;
    - iv. the report of the auditor, if any;
    - v. the appointment of directors;

- vi. the appointment of the auditor, if any; and
  - vii. the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business, which is brought under consideration by the report of the directors, issued with the notice convening the meeting.
- 5.1.2 A notice of an annual general meeting must state the nature of any special business in sufficient detail to permit a member to form a reasoned judgement concerning that business.
- 5.1.3 A member can propose a topic to be added to the agenda if they have membership support of 5% of the current membership number.
- 5.2.1 No business, other than the election of a chair and the adjournment or termination of the meeting, will be conducted at a general meeting at a time when a quorum is not present.
- 5.2.2 If at any time during a general meeting there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 5.2.3 A Quorum shall be ten (10) members.
- 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, will be terminated; but in any other case, it will stand adjourned to the same day in the next week, at the same time and place, and 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.
- 5.4.1 A general meeting may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 5.4.2 When a meeting is adjourned for 10 days or more, notice of the adjourned meeting will be given as in the case of the original meeting.
- 5.4.3 Except as provided in the bylaws, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 5.5 Subject to bylaw 5.6, the following in this order of precedence will preside as chair of a general meeting: the president of the society, the vice president, or in the absence of any of these, one of the other directors present.
- 5.6 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 the other directors present are unwilling to act as chair, then the members present will choose one of their representatives to be chair.
- 5.7.1 A member in good standing present at a meeting of members is entitled to one vote. "In good standing" means that:
- a. for an annual general meeting, a member must be on record as having paid their annual membership dues for the previous fiscal year ended March 31<sup>st</sup> or

- for the current fiscal year beginning April 1<sup>st</sup>.
- b. for an extraordinary general meeting, a member must have paid their current fiscal year dues prior to the start of the meeting.
- 5.7.2 Voting must be by show of hands or another method that adequately discloses the intention of the voting members in attendance. The chair or two (2) voting members may request voting by secret ballot.
- 5.7.3 Voting by proxy is not permitted.
- 5.8 All meetings of the members will be conducted in accordance with these bylaws and if any matter is not covered by these bylaws then Roberts Rules of Order as may then be in effect will apply to the proceedings.
- 5.9. There will be placed before each annual general meeting of the society:
- a. the financial statement at the end of the last completed financial year ending not more than six months before the annual general meeting and including a statement of income and expenditure and a statement of surplus for the period, and a balance sheet as at the end of the period;
  - b. the report of the auditor, if any;
  - c. the report of the directors to the members;
  - d. any other business contained in the notice of the annual general meeting.

#### ***PART VI - DIRECTORS AND OFFICERS***

- 6.1 The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed, or required to be exercised or done by the society in general meeting, but subject, nevertheless, to
- a. all laws affecting the society;
  - b. these bylaws; and
  - c. rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.
- 6.2 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.
- 6.3.1 The president, vice-president, secretary, treasurer and other persons are the directors of the society.
- 6.3.2 Unless otherwise determined at a general meeting, the number of directors will be at least five (5) and not more than twelve (12).
- 6.4.1 Any member in good standing is eligible to be a director and must consent in writing to be elected or appointed.
- 6.4.2 All elected directors shall serve for a two-year term, after which they must resign as a director. A director may be re-elected for subsequent two-year terms, but an elected director's total consecutive years of service on the board should not exceed six years.
- a. Should a director be willing to extend their consecutive term of service beyond six years, the Board may recommend to the membership the acceptance of a full two-year term extension either by email or in person at an

AGM.

- 6.5 No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
- 6.6 No director will be remunerated in any capacity, but a director will be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the society. The society will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.
- 6.7 A director may resign by tendering a written resignation to the society.
- 6.8 A director may be removed by a special resolution of members.
- 6.9.1 If a person ceases to be a director for any reason, the board of directors may appoint any other willing, eligible member of the society as a director in place of the director who has left, and the membership may be informed in writing of the appointment.
- 6.9.2 A person who has been appointed as a director by the board (i.e. not elected) must resign at the next general meeting, but is immediately eligible for election as a director.
- 6.9.3 If an officer ceases to be a director, that person will immediately cease to be an officer of the society.
- 6.10 A director must act honestly and in good faith and in the best interests of the society and exercise the care, diligence, and skill of a reasonably prudent person.
- 6.11 A director who is directly or indirectly interested in a proposed contract or transaction with the society must disclose fully and promptly the nature and extent of the interest to each of the other directors.
- 6.12 Unless authorized in writing by the president, no director will give any directions to employees or agents of the society, if any; nor will they contact employees for the purposes of modifying or altering policies or directions previously given by the directors.
- 6.13 The officers of the society will consist of a president, vice-president, secretary, and a treasurer, all of whom will serve for one year or until successors are chosen by the directors; and in any event, the officers will retire at each annual general meeting.
- 6.14.1 Immediately following the annual general meeting of the society, the directors will elect from amongst their number the officers, consisting of a president, vice-president, secretary, and treasurer.
- 6.14.2 Any director, other than the president, can hold more than one officer role.
- 6.15 Within a reasonable time following the annual general meeting, the directors will conduct a tour of inspection of the society's building site and/or facility.
- 6.16 The person who is the immediate past president of the society is entitled to attend but not vote at meetings of officers until the directors elect a new president.

## ***PART VII - PROCEEDINGS OF DIRECTORS***

- 7.1 The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- 7.2 The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum will be three (3).
- 7.3 The president will be chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president will act as chair; but if neither is present the directors present may choose one of their number to be chair at that meeting.
- 7.4 A director may at any time convene a meeting of the directors.
- 7.5.1 The directors may delegate any, but not all, of their powers to committees consisting of at least one director or a member in good standing and approved by the Board, and one or more additional members in good standing.
- 7.5.2 The president is an ex-officio member of all committees so formed.
- 7.5.3 A committee so formed in the exercise of the powers so delegated will conform to any rules imposed on it by the directors, including but not limited to the following:
  - a. the chairperson of any committee, if not a director, must be a member in good standing and approved by the Board, and
  - b. will report every act or thing done in exercise of those powers to the earliest meeting of the directors held after it has been done.
- 7.6 A committee will elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the committee members present will choose one of their number to be chair of the meeting.
- 7.7 The members of a committee may meet and adjourn as they think proper.
- 7.8 Questions arising at a meeting of the directors or of a committee will be decided by a majority of votes.
- 7.9.1 Each director or committee member present, in person or via an acceptable form of communication, at a meeting of directors or of a committee is entitled to one vote.
- 7.9.2 Voting must be by show of hands or another method that adequately discloses the intention of the voting directors in attendance. The chair or two (2) voting directors may request voting by secret ballot.
- 7.9.3 Voting by proxy is permitted when a director cannot attend a meeting in person and wants his/her vote counted against an ordinary resolution.
- 7.10 A resolution in writing, signed by all the directors, or sent by email, acknowledged by return email from all directors, and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors. This is called a consent resolution.
- 7.11 The proceedings at the meetings of the directors will be conducted in accordance with these bylaws and if any matter is not covered by these bylaws then Roberts Rules of Order as may be then in effect will apply to the proceedings.

### ***PART VIII - DUTIES OF OFFICERS***

- 8.1.1 The president will preside at all meetings of the society and of the directors.
- 8.1.2 The president is the chief executive officer of the society and will supervise the other officers in the execution of their duties.
- 8.2 If the president is absent, the vice president will carry out the duties of the president.
- 8.3 The secretary will:
- a. conduct the correspondence of the society;
  - b. issue notices of meetings of the members and directors;
  - c. keep minutes of all meetings of the members and directors;
  - d. have custody of all records and documents of the society except those required to be kept by the treasurer;
  - e. have custody of the common seal of the society (if one is provided); and
  - f. maintain the register of members.
- In the absence of the secretary from a meeting, the directors will appoint another person to act as secretary of the meeting.
- 8.4 The treasurer will:
- a. keep the financial records, including books of account necessary to comply with the Societies Act; and
  - b. render financial statements to the directors, members and others when required.
- The treasurer can make arrangements for other qualified people to conduct their duties.

### ***PART IX - SEAL***

- 9.1 The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
- 9.2 The common seal will be affixed only when authorized by a resolution of the directors 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 any other officer.

### ***PART X-BORROWING***

- 10.1 In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide.
- 10.2 A bond, debenture, or note must not be issued without the authorization of a special resolution.
- 10.3 The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.
- 10.4 The society will not alter or delete the purpose set out in paragraph 2.a) of its constitution and the society will not alter or delete this bylaw without first

obtaining the written consent of the British Columbia Housing Management Commission.

### ***PART XI - AUDITOR***

- 11.1 This Part applies only if the society is required or has resolved to have an auditor.
- 11.2 The first auditor, if any, must be appointed by the directors, who must also fill all vacancies occurring in the office of auditor.
- 11.3 At each annual general meeting the society will appoint an auditor, if any, to hold office until re-elected or until a successor is elected at the next annual general meeting.
- 11.4 An auditor may be removed by ordinary resolution.
- 11.5 An auditor will be promptly informed in writing of its appointment or removal.
- 11.6 No director and no employee of the society will be auditor.
- 11.7 The auditor may attend general meetings.

### ***PART XII - FINANCIAL AFFAIRS***

- 12.1 The funds of the society will only be used and dealt with in accordance with the constitution and the bylaws.
- 12.2 The society will invest its funds only in securities or banking accounts approved by the directors and permitted under law.
- 12.3 The society will maintain at least one account with a chartered bank, trust company or credit union for the deposit of its funds.
- 12.4 The society will keep proper accounting records in respect of all its financial and other transactions, and, without limiting the foregoing, will keep records of:
  - a. all money received and disbursed by the society, and the manner in respect of which the receipt and disbursement took place;
  - b. every asset and liability of the society, and
  - c. every other transaction affecting the financial position of the society.
- 12.5.1 The persons authorized to transact the financial affairs of the society with the financial institution with which the society has funds on deposit are any two of the president, vice-president, secretary and the treasurer, or any one of the aforementioned officers with one director as determined annually by the directors.
- 12.5.2 All obligations exceeding \$100.00 will be paid by cheque or e-transfer which will be signed by any two of the persons described in bylaw 12.5.1. Cash can be used as payment, with appropriate documentation, where prior approval of the expenditure has been granted by the Board.
- 12.5.3 The president is responsible to ensure that only the currently authorized signatures are in use with the financial institution with which the society has funds on deposit.
- 12.5.4 Contracts must be signed:
  - a. by the president, together with the treasurer,
  - b. if the president is unable to provide a signature, by the vice-president together

- with the treasurer,
- c. if the president and vice-president are both unable to provide signatures, by the treasurer and any other director, or
  - d. if the treasurer is unable to provide a signature, by any two other directors..
- 12.6 The records of director's proceedings and financial records of the society may be inspected by a member or director by appointment, during business hours at the place where the directors have directed them to be kept. The member will only be given access to pertinent information deemed necessary to the individual situation provided there is a legitimate need for such access, without charge.

### ***PART XIII - NOTICES TO MEMBERS***

- 13.1 A notice may be given to a member at his/her registered mail or email address.
- 13.2 A notice sent by mail will be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- 13.3.1 Notice of a general meeting will be given to:
- a. every member shown on the register of members on the day notice is given; and
  - b. the auditor, if any.
- 13.3.2 No other person is entitled to receive a notice of general meeting.

### ***PART XIV - BYLAWS***

- 14.1 Each member is entitled to a copy of the constitution and bylaws of the society, without charge, and the society will provide it when requested.
- 14.2 These bylaws will not be altered or added to except by special resolution.

### ***PART XV – PREVIOUSLY CONSTITUTIONAL PROVISIONS***

- 15.1 The directors shall serve without remuneration, and the directors shall not receive directly or indirectly, any profits from their position as directors but may be paid reasonable expenses incurred by them in the performance of their duties. This provision was previously unalterable.
- 15.2 The society shall be carried on without purpose of gain for its members; shall not distribute any gain, profit or dividend, or otherwise dispose of its assets to a member of the society without receiving full and valuable consideration; and any profits or other accretions to the society shall be used for promoting its purposes.
- 15.3 Upon wind-up or dissolution of the society, the assets remaining after the payment of all costs, charges and expenses properly incurred in the wind-up, including the remuneration of a liquidator, and after payment to employees of the society of any arrears of salaries or wages, and after payment of any other debts of the society, shall be distributed to a registered charitable organization in Canada; provided that any such distribution or disposal of the remaining property of the society shall be decided by special resolution at a general meeting of the



**Bowser Seniors Housing Society**

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**Charitable Organization Registration No: 816671879RR0001**

society. This provision was previously unalterable.

- 15.4 To further clarify, the charitable organization referred to in Bylaw 15.3 shall have aims or purposes similar to this society, that is, of providing affordable housing for low and moderate income seniors. The society will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.