

## **SOCIETY ACT**

### **BOYS & GIRLS CLUB SERVICES OF GREATER VICTORIA**

#### **Constitution**

1. The name of the society is **BOYS & GIRLS CLUB SERVICES OF GREATER VICTORIA** (being an amalgamation of "Boys and Girls Clubs of Greater Victoria" and "Coastal Community Services Society")
  2. The purpose of the society is to join with families and other community members to provide services to assist children, youth and families to develop the skills, attitudes, supports and self-perceptions they need to achieve their potential, and to receive, invest and disburse funds and to hold property for this purpose.
  3. The Society shall operate as a charitable institution and no member shall derive any personal financial gain or profit arising out of association with the Society.
  4. In the event that the Society is wound up or dissolved, all assets remaining after all debts have been paid or provision for payment has been made shall be paid, transferred or delivered to the Boys and Girls Clubs of Greater Victoria Foundation or one or more non-profit organizations in British Columbia with charitable purposes and serving youth as determined in their absolute discretion by the directors.
  5. Clauses 3, 4 and 5 of this Constitution are unalterable.
-

## Bylaws

### Part 1 — Interpretation

#### 1.1

(a) In these bylaws, unless the context otherwise requires:

"**Board**" means the Board of Directors of the Society;

"**Directors**" means the directors of the society for the time being;

"**Society Act**" means the Society Act of British Columbia from time to time in force and all amendments to it;

"**Registered Address**" of a member means the member's address as recorded in the register of members.

(b) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.

1.2 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

### Part 2 — Membership

2.1 The members of the society are all current members of the amalgamated societies and those persons who subsequently become members, in accordance with these bylaws and who have not ceased to be members.

2.2 Any person 18 years of age and over may become a member of the Society upon approval of two-thirds of the Board present and voting at any meeting of the Board and upon payment of such minimum fee as may be set from time to time by the Board.

2.3 Every member must uphold the constitution and comply with these bylaws.

2.4 The amount of the first annual membership dues must be determined by the directors and after that the annual membership dues must be determined at the annual general meeting of the society.

2.5 A person ceases to be a member of the society:

(a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,

(b) on his or her death or, in the case of a corporation, on dissolution,

(c) on being expelled, or

(d) on having been a member not in good standing for 12 consecutive months.

2.6

(a) A member may be expelled by a special resolution of the members passed at a general meeting.

(b) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.

(c) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

2.7 All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

### **Part 3 — Meetings of Members**

3.1 General meetings of the society must be held at the time and place, in accordance with the *Society Act*, that the directors decide.

3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

3.3 The directors may, when they think fit, convene an extraordinary general meeting.

(a) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.

(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.

3.5 The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

### **Part 4 — Proceedings at General Meetings**

4.1 Special business is:

(a) all business at an extraordinary general meeting except the adoption of rules of order, and

(b) all business conducted at an annual general meeting, except the following:

(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 election of directors;
- (vi) the appointment of the auditor, if required;
- (vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

#### 4.2

- (a) 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 when a quorum is not present.
- (b) if at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (c) A quorum is 6 members present or such greater number that the members may determine at a general meeting.

4.3 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 must 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.

4.4 Subject to bylaw 4.5, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.

4.5 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 the chair, the members present must choose one of their number to be the chair.

#### 4.6

- (a) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment

took place.

(b) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

(c) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

#### 4.7

(a) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.

(b) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.

#### 4.8

(a) A member in good standing present at a meeting of members is entitled to one vote.

(b) Voting is by show of hands.

(c) Voting by proxy is not permitted.

4.9 A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.

### **Part 5 — Directors**

#### 5.1

(a) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to

(i) all laws affecting the society,

(ii) these bylaws, and

(iii) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.

(iv) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

(b) The president, vice president(s), secretary, treasurer and one or more other persons are the directors of the society.

(c) The number of directors must be between 10 and 25 or such lesser or greater number as may be determined from time to time at a general meeting, but shall not in any event be less than 5.

(d) The directors must retire from office at each annual general meeting when their successors are elected.

(i) Separate elections must be held for each office to be filled.

(ii) An election may be by acclamation, otherwise by show of hands or by ballot if requested by a majority of those members present.

(iii) If a successor is not elected, the person previously elected or appointed continues to hold office.

(e) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.

(i) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.

(ii) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors may appoint a member to take the place of the former director.

(iii) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

5.6 The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.

5.7 A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

5.8 No voting member of the executive or Board may receive remuneration or other financial benefit for services to the Society regardless of the type of service performed.

## **Part 6 — Proceedings of Directors**

### 6.1

(a) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

(b) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.

(c) The president is the 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, a vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.

(d) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.

## 6.2

(a) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.

(b) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.

6.3 A committee must 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 directors present who are members of the committee must choose one of their number to be the chair of the meeting.

6.4 The members of a committee may meet and adjourn as they think proper.

6.5 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

6.6 A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,

(a) a notice of meeting of directors is not required to be sent to that director, and

(b) any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.

## 6.7

(a) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.

(b) In the case of a tie vote, the chair does not have a second or casting vote.

6.8 A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.

6.9 A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

## **Part 7—Officers**

7.1 The Officers of the Society shall be a President, one or more Vice-Presidents, a Treasurer and a Secretary who shall be elected annually by the Board. All officers shall be directors and shall serve for two years or until their successors are elected.

7.2 The Board shall have the power to at any time and for any cause remove any officers of the Society and to fill vacancies among the officers and officers so elected shall serve until their successors are elected.

7.3 The Board may appoint an Executive Director of the Society, fix compensation, prescribe duties and terms of employment of such person.

7.4 The Board shall have power to prescribe the duties of the officers and executive director, so long as any regulation is not inconsistent with the Society Act or the Constitution or By-laws of the Society.

7.5 The secretary may (or in the absence of the secretary the directors must) appoint another person to act as secretary at any meeting for which minutes are required.

7.6 The Officers shall be responsible for the duties set out below:

### **(1) The President shall:**

preside at all meetings of the society and of the directors and shall be an ex-officio member of all committees; may require such reports from the other officers or the executive director as the president considers desirable; and shall perform such other duties as are incidental to the office

### **(2) The Vice-President(s) shall:**

(in the order named if more than one) perform the duties of the President in case of absence, resignation or inability of the President to act.

### **(3) The Secretary shall:**

ensure that a register of the members is maintained; cause to be issued: all notices of meetings of the Society and Board, cause to be kept complete minutes of the meetings of the members of the Society and of the Board including an accurate record of the attendance at such meetings; ensure the safe custody of all records of the Society (except

those of the treasurer as provided herein); keep custody of the common seal of the Society; sign all documents as required by the office; and perform such other duties as are incidental to the office.

**(4) The Treasurer shall:**

arrange for the proper receipt and custody of all monies of the Society; ensure that the monies of the society are maintained in such financial institutions or invested as authorised by the Board and disbursed only in accordance with instructions of and under the signatures of the signing officers designated by the board; cause to be kept the financial records, including books of account, necessary to comply with the Society Act, cause to be rendered financial statements and reports to the directors, members and others when required; ensure that all financial records, securities and notes are kept secure and accessible only by those authorised to have access; cause the books of the society to be audited at least once annually by an auditor approved by the Board with the resulting auditors report and financial statements to be presented to the board for approval and presented to the Annual meeting of the society; to execute such documents as may be required by the office.

**Part 8 — Seal**

8.1 The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

8.2 The common seal must be affixed only when authorised by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and treasurer.

**Part 9— Borrowing**

9.1 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, and, in particular but without limiting that power, by the issue of debentures.

9.2 A debenture must not be issued without the authorization of a special resolution.

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

**Part 10— Auditor**

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

10.2 The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.

10.3 At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

10.4 An auditor may be removed by ordinary resolution.

10.5 An auditor must be promptly informed in writing of the auditor's appointment or removal.

10.6 A director or employee of the society must not be its auditor.

10.7 The auditor may attend general meetings.

### **Part 11 — Notices to Members**

11.1 A notice may be given to a member, either personally or by mail to the member at the member's registered address, or by FAX or e-mail if authorized by the member.

11.2 A notice sent by mail is deemed to have been given on the second day following the day 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.

11.3

(a) Notice of a general meeting must be given to

(i) every member shown on the register of members on the day notice is given, and

(ii) the auditor, if any.

(b) No other person is entitled to receive a notice of a general meeting.

### **Part 12 — Bylaws**

12.1 On being admitted to membership, each member is entitled on request and without charge, to a copy of the constitution and bylaws of the society.

12.2 These bylaws must not be altered or added to except by special resolution.

Dated : March 15, 2000

APPLICANTS FOR INCORPORATION

This being the amalgamation of Boys and Girls Clubs of Greater Victoria and Coastal Community Services, we have hereto affixed the seals of both organizations on the following page.