

Bylaws of Sooke Shelter ("the Society")

Part 1 — Definitions and Interpretation

Definitions

1.1 In these Bylaws:

"Act" means the Societies Act of British Columbia as amended from time to time;

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

"Directors" means the directors of the Society elected or appointed pursuant to the Society Act, or the Societies Act upon the Societies Act coming into force, or these bylaws and

"Director" means any one of the Directors.

"Executive" means the current elected Executive of the Society;

"Bylaws" mean these Bylaws as altered from time to time.

Definitions in Act apply:

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Part 2 — Members

Application for Membership

2.1 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

Individual Members

2.2 Each Individual Member has the right to:

- (a) nominate a member for election as a director;
- (b) stand for election as a director;
- (c) be appointed as a director;
- (d) vote at a general meeting;
- (e) vote at a meeting of a committee to which he or she is appointed or elected;
- (f) look at the Society's documents, including accounting records, after giving sufficient notice of the request; and
- (g) request and receive a copy of the most recent financial statements.

Duties of members

2.3 Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of membership dues

2.4 The amount of the annual membership dues, if any, must be determined by the Board.

Member not in good standing

2.5 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

2.6 A voting member who is not in good standing

- (a) may not vote at a general meeting, and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership

2.7 A Member's membership terminates

- (a) when the Member submits to the Board their written resignation from membership,
- (b) when the Member, in the case of an individual, dies or, in the case of a partnership or corporation, dissolves
- (c) if their membership is cancelled pursuant to subsection (2.5),
- (d) if the Board determines that the person has willfully committed a breach of the Constitution, the Bylaws of the Society or the Society's Code of Conduct, or has acted in a manner that is improper, unbecoming, or detrimental to the objectives and reputation of the Society, or
- (e) by special resolution passed by the voting Members.

Part 3 — General Meetings of Members

Annual General Meeting

3.1 An annual general meeting shall be held within ninety (90) days following the end of the fiscal year of the Society at a time a place determined by the directors.

3.2 Members may send to the Society a notice of a matter that the members propose to have considered at an annual general meeting. A proposal must contain the names of, and be signed by, not fewer than 5% of voting members. If the proposal is received at least 7 days before notice of the annual general meeting is sent, then the notice must include:

- (a) the proposal;
- (b) the names of the members submitting the proposal, and
- (c) one statement in support of the proposal, if the members submitting the proposal request that the statement be included with the notice.

Order of Business at an Annual General Meeting

3.3 The order of business at an annual general meeting is as follows:

- (a) elect an individual to chair the meeting;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last Annual General Meeting;
- (e) receive the Treasurer's Annual Report and proposed Budget,
- (f) receive reports from committees and the Board since the last Annual General Meeting
- (g) Elect the following Executive Officers of the Society:
 - 1) President
 - 2) Vice-President
 - 3) Secretary
 - 4) Treasurer
- (h) the election of Directors at Large
- (i) adjourn the meeting.

Time and Place of Annual General Meeting

3.4 An Annual General Meeting of the Society must be held every calendar year at such time and place each year as the Board may decide.

General Business Meetings

Time and place of General Business Meetings

3.5 The Board of Directors of the Society must hold a general business meeting every two months in Sooke, British Columbia.

Ordinary business at General Meeting

3.6 At a general business meeting, the following business is ordinary business:

- (a) Elect an individual to chair the meeting, if necessary
- (b) Determine if there is a quorum
- (c) Acceptance of Agenda
- (d) Consideration of Correspondence
- (e) Consideration of any financial statements of the Society presented to the meeting;
- (f) Consideration of the reports, if any, of the executive and committees
- (g) Business arising out of a report of the executive or committees not requiring the passing of a special resolution.
- (h) Consideration of Committee Reports
 - i) Outreach
 - ii) Fundraising
- (i) Old Business
- (j) New Business
- (k) Adjournment

Notice of Special Business

3.7 A notice of a special business meeting must 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.

Chair of General Business and Special Business Meetings

3.8 The following individual is entitled to preside as the chair of a general business or special business meeting:

- (a) the President of the Society
- (b) the Vice-President, if the President is unable to preside as the chair, or
- (c) one of the other Executive Officers present at the meeting, if both the President and Vice-President are unable to preside as the chair.

Alternate chair of general meeting

3.9 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

3.10 Business, other the adjournment or termination of the meeting, must not be transacted at a general business or special business meeting unless a quorum of voting members is present.

Quorum for general meetings

3.11 The quorum for the transaction of business at a general business or special business meeting is 3 voting members or 10% of the voting members, whichever is greater.

Lack of quorum at commencement of meeting

3.12 If, within 30 minutes from the time set for holding a general business or special business meeting, a quorum of voting members is not present,

- (a) in the case of a meeting convened on the request of members, the meeting is terminated, and
- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

3.13 If, at any time during a general business or special business 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.

Notice of continuation of adjourned general business or special business meeting

3.14 It is not necessary to give notice of a continuation of an adjourned general business or special business meeting or of the business to be transacted at a continuation of an adjourned meeting except that, when a meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general business meeting

3.15 The order of business at a general business meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) Consideration of Correspondence
- (d) Consideration of any Financial Statements of the Society presented to the meeting;
- (e) Consideration of the reports, if any, of the executive and committees
- (f) Business arising out of a report of the executive or committees not requiring the passing of a special resolution.
- (g) Old Business
- (h) New Business
- (i) Adjournment

Methods of voting

3.16 At a general business or special business meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

3.17 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

3.18 Voting by proxy is not permitted. Members cannot vote on behalf of other members not present at the meeting.

3.19 A matter to be decided at a general business or special business meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

PART 4 - DIRECTORS AND EXECUTIVE

Number of Members of the Executive

4.1 The Society must have no fewer than 3 Executive and no more than 11 Directors including the Executive Officers. These officers will constitute the Board of the Society.

Term of office

4.2 Directors and Executives are elected for two (2) year terms, and may be re-elected at the end of their terms.

4.3 Executive Directors may not remain in their positions for more than six (6) consecutive years, but may be re-elected to a different position or as a non-Executive Director.

Election of the Director and Executive Officers

4.5 At each annual general meeting, the voting members entitled to vote for the election of the director and executive must elect the directors and executives.

Executive may fill casual vacancy on the Executive

4.6 The Executive may, at any time, appoint a member to the Executive or Director to fill a vacancy that arises on the Board or Executive as a result of the resignation, death or incapacity of a member of the Board or Executive during his/her term of office.

Term of appointment of an officer filling casual vacancy

4.7 A member of the Executive appointed to fill a vacancy ceases to be a member of the executive at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Part 5 — Directors and Executive Meetings

Calling a Board of Directors Meeting

5.1 Regular Board of Director meetings will be held every two months, a week before the general meeting. 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.

5.1.1 A Board of Director Meeting may also be called by the president or by any 2 other members of the Executive.

Notice of Board of Director and Executive Meeting

5.2 At least 2 days notice of a Director and Executive Meeting must be given unless all the directors and executive agrees to a shorter notice period.

Proceedings valid despite omission to give notice

5.3 The accidental omission to give notice of a Director and Executive Meeting to a Director and Executive Member, or the non-receipt of a notice by a Director and Executive Member, does not invalidate proceedings at the meeting.

Conduct of Director and Executive Meetings

5.4 The Executive shall schedule meetings of the Director and Executive a week before a General Business Meeting. The executive may regulate their meetings and proceedings as they think fit.

Quorum of Executive

5.5 The quorum for the transaction of business at a Director and Executive Meeting is a majority of the Board of Directors.

Part 6 — Directors and Executive

Purposes of the Directors and Executive

6.1 Directors and Executives shall manage the affairs of the Society.

Qualifications of Directors and Executive Members

6.2 All members of the Board of Directors must have current Criminal Record Check and Vulnerable Persons Record Check.

6.3 Is at least 18 years of age

6.4 Capable of managing their own affairs

6.5 Is not undergoing bankruptcy

6.6 Has not been convicted of fraud or corporate offence within the last five years

Election or appointment to Board positions

6.7 All members of the Executive will be elected for a term of two years

6.8 Members in good standing of the Sooke Shelter Society (annual dues paid) may be nominated to the Executive immediately upon becoming members of the Society.

6.9 In no case shall a member be nominated unless he or she has given their consent to act if elected

6.10 Executive Members are elected to the following Executive positions:

- (a) President;
- (b) Vice-President;
- (c) Secretary;
- (d) Treasurer.

Executive Members may only hold more than one position on the Executive if no other member of the Society is nominated for that position.

Director and Executive Meetings

6.11 The Board of Directors will meet every two months.

Members at Large

6.12 Members of the Executive who are elected in addition to the positions described in these Bylaws are elected as Members at Large.

Role of President

6.13 The President is the chair of the Executive and Chief Executive Officer of the Society. The President chairs the Annual and General Business and Special Business Meetings and sets the agenda. The President is responsible for supervising the other members of the executive and committees in the execution of their duties. The President will be primary spokesperson for the Society.

Role of Vice-President

6.14 The Vice-President is the vice-chair of the Executive and is responsible for carrying out the duties of the President if the President is unable to act.

Role of Secretary

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

- (a) Issuing notices of general meetings and Executive meetings;
- (b) Taking minutes of the Annual General Meeting, General Business and Special Business Meetings and Executive meetings;
- (c) Keeping the records of the Society in accordance with the Act;
- (d) Conducting the correspondence of the Executive and Society;

(e) Filing the annual report of the Society and making any other filings with the Registrar under the Act.

Absence of secretary from meeting

6.16 In the absence of the secretary from a meeting, the Executive must appoint another individual to act as secretary at the meeting.

Role of Treasurer

6.17 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

Records

6.18 All records and minutes of meetings and financial records shall be kept at the office of the Society.

6.19 Members shall have the right to inspect the records of the Society upon written request. Records shall be made available within a reasonable period of time after receipt of written request.

Part 7 — Committees

7.1 The Board may establish committees to assist it in achieving the purposes of the Society.

7.2 The Board may delegate any, but not all, of its powers to committees consisting of one or more Directors as it thinks fit.

7.3 A committee, in the exercise of the powers delegated to it, shall conform to any rules that may from time to time be imposed by the Board, and shall report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board directs.

7.4 The members of a committee may meet and adjourn as they think proper and meetings of committees shall be governed by the rules set out in these bylaws governing proceedings of the Board after any necessary changes have been made.

7.5 A committee may consist of both Directors and non-Directors of the Society. However, only a Director may be the chairperson of a committee.

7.6 If the Chair of the Committee is absent at a meeting then any other member of the Board who is present may chair the meeting. If no members of the Board are present at the meeting within 30 minutes of the time it was called, the meeting is postponed for a week.

Part 8 — Remuneration of the Executive and Signing Authority

Remuneration of the Executive

8.1 Executive Officers may not be remunerated in any capacity; however Executive Officers may be reimbursed for necessary and reasonable expenses incurred while acting on behalf of the Society. The Society will not alter or delete this bylaw without first obtaining written consent from the British Columbia Housing Management Commission.

Signing authority

8.2 A contract, cheque or other record to be signed by the Executive must be signed on behalf of the Society

- (a) by the President and Executive Director, together;
- (b) if the President and Executive Director are both unable to provide a signature, by the Vice-President together with one other Director;
- (c) if the President, Executive Director and Vice-President are all unable to provide signatures, by any 2 other Directors; or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

Part 9 — Dissolution

9.1 After the Sooke Shelter Society is dissolved and all its debts are paid, its remaining property will be distributed or disposed of to qualified donees as defined in subsection 149.1(1) of the Income Tax Act (Canada) and who promote aims or purposes similar to those of the Society. The Society will not alter or delete this bylaw without first obtaining written consent from British Columbia Housing Management Commission.

PART 10 — Alterations to Constitution and Bylaws

Changing the Constitution

10.1 The Society may alter its name or purpose if:

- (a) the alteration has been approved by a special resolution at a general business or special business meeting;
- (b) the alteration does not remove a charitable purpose; and
- (c) the Registrar has approved the change.

10.2 The Society will not alter or delete its purposes to provide affordable housing, shelter and homeless outreach services as set out in its constitution and the Society will

not alter or delete this bylaw without first obtaining the written consent from the British Columbia Housing Management Commission.

Changing the Bylaws

10.3 These bylaws can be altered by a special resolution of the members. The change is effective when approved by the Registrar.

10.4 The Society will not alter or delete this bylaw without first obtaining written consent from British Columbia Housing Management Commission.

Part 11 — Non-profit

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