



The Vancouver Friends for Life Society

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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 directors of the Society;

“Bylaws” means these Bylaws as altered from time to time.

“Delivery address”, in relation to the registered office of a society, means the delivery address of the registered office set out in the statement of directors and registered office of the society;

“Director”, in relation to a society, means an individual who has been designated, elected or appointed, as the case may be, in accordance with section 4.2, as a member of the board of directors of the society, regardless of the title by which the individual is called;

“Member”, in relation to a society, means

(a) a person who becomes, in accordance with the bylaws, a member of the society and who remains a member of the society;

“Ordinary resolution” means any of the following:

- (a) a resolution passed at a general meeting by a simple majority of the votes cast by the voting members, whether cast in person or another means of communication, including by fax, email or other electronic means;
- (b) a resolution consented to in writing, after being sent to all of the voting members, by at least 2/3 of the voting members.

“Special resolution” means any of the following:

- (a) A resolution passed by at least 2/3 of the votes cast, in accordance with the bylaws, on the resolution;
- (b) a resolution consented to in writing by all of the voting members."

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.

2 Members

Application for Membership

- 2.1 Those persons who become members in accordance with these by-laws and have not ceased to become members.

Classes of membership

- 2.2 There will be three (3) classes of voting membership, namely:
- (a) Client-Member: individuals who are compliant with the by-laws and code of conduct of Client-Members as established and periodically reviewed and amended by the Board of Directors, and have participated in a minimum of two (2) wellness services administered by The Vancouver Friends for Life in the preceding twelve (12) months.
 - (b) Volunteer: individuals who volunteer a minimum of twenty (20) hours in the preceding twelve (12) months.
 - (c) Member-at-large: individuals who have made a monetary contribution of \$50.00 or more to the Society in the preceding twelve (12) months.
- 2.3 There will be one (1) class of non-voting membership, namely:
- (a) Corporate/Organization: corporations, organizations and groups that have made a monetary or in-kind contribution of \$50.00 or more to the Society in the preceding twelve (12) months.

Duties of Members

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

Amount of membership dues

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

Member not in good standing

- 2.6 A member is not in good standing if the member fails to meet the membership requirements outlined in these by-laws, and the member is not in good standing for so long as those requirements are not fulfilled.

Member not in good standing may not vote

- 2.7 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 if member not in good standing

- 2.8 A member's membership in a society terminates when
- (a) the member's term of membership, if any, expires,
 - (b) the membership terminates in accordance with the bylaws,
 - (c) the member fails to meet the membership requirements determined by the Board,
 - (d) the member resigns,

- (e) the member, in the case of an individual, dies or, in the case of a partnership or corporation, dissolves, or
 - (f) the member is expelled in accordance with the bylaws.
- 2.9 The rights of a person as a member of a society, including any rights in the property of the society, cease to exist when the person's membership in the society terminates.

Discipline and expulsion of member

- 2.10 A person's membership can be suspended at the discretion of the Board in the event that the member engages in the following behaviour and/or actions, which include but are not limited to:
- (a) Non-compliance with the client-member code of conduct,
 - (b) Non-compliance with Policies or Procedures of the Society,
 - (c) Aggressive or abusive behavior towards the Society's client-members, members, volunteers or staff,
 - (d) Theft,
 - (e) Misuse of programs or services,
 - (f) Breach of confidentiality, or,
 - (g) Providing false information on the membership application.
- 2.11 Before a member of a society is disciplined or expelled under subsections 2.8, 2.9, and 2.10 of the bylaws, the society must
- (a) send to the member written notice of the proposed discipline or expulsion, including reasons, and
 - (b) give the member a reasonable opportunity to make representations to the society respecting the proposed discipline or expulsion.
- 2.12 Such suspension may be lifted by the Board at a regular meeting of the Directors on application by the suspended member.
- 2.13 Where, in the opinion of the Executive Director, a member of the Society is to be referred to the Board for disciplinary action under subsection 2.10 of the bylaws, the Executive Director, at their discretion, may immediately suspend that member on a temporary basis.
- 2.14 Further to subsection 2.13, the Board shall consider the temporary suspension at its first meeting following such decision by the Executive Director.
- 2.15 Where a member of the society is suspended under subsection 2.13 and 2.14 of the bylaws, the Executive Director must send to the member within 72 hours written notice of the temporary suspension, including reasons, with such notice also sent to the Board President and Secretary.

Transfer of Membership

- 2.16 Membership in the Society is not transferable.

3 General Meetings

Time and place of general meeting

- 3.1 A general meeting must be held at the time and place the Board determines.

Notice of general meeting

- 3.2 Written notice of the date, time and location of a general meeting must be sent to every member of the society
- (a) at least
 - I. 14 days before the meeting
 - II. not more than 60 days before the meeting.
- 3.3 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 the meeting.

Notice of special resolutions

- 3.4 Notice of a general meeting must include the text of any special resolution to be submitted to the meeting.

Chair of general meeting

- 3.5 The following individual is entitled to preside as the chair of a general meeting:
- (a) the individual, if any, appointed by the Board to preside as the chair;
 - (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - I. the president,
 - II. the vice-president, if the president is unable to preside as the chair, or
 - III. one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

- 3.6 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

- 3.7 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

- 3.8 The quorum for the transaction of business at a general meeting is a minimum of 8 (eight) voting members.

Lack of quorum at commencement of meeting

- 3.9 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 the requisition 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

- 3.10 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.

Adjournments by chair

- 3.11 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

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

Order of business at general meeting

- 3.13 At a general meeting, the following business is ordinary business:
- (a) consideration of any financial statements of the Society presented to the meeting;
 - (b) consideration of the reports, if any, of the directors or auditor;
 - (c) election or appointment of directors;
 - (d) appointment of an auditor, if any;
 - (e) business arising out of a report of the directors not requiring the passing of a special resolution.

Methods of voting

- 3.14 At a general 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.

Proxy voting not permitted

- 3.15 Voting by proxy is not permitted.

Announcement of result

- 3.16 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.

Matters decided at general meeting by ordinary resolution

- 3.17 A matter to be decided at a general 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.

Election or appointment of directors

3.18 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

Election Amongst Nominees

3.19 Directors shall be elected from among the names submitted to the Annual General Meeting by Directors pursuant to these by-laws, by the members at an Annual General Meeting.

Notice to Include Nominees

3.20 The names of nominees for the position of Director shall be included in the notice of the Annual General Meeting to be sent to each member.

Submission of Other Nominees

3.21 For Annual General Meetings the Directors shall also submit to the Annual General Meeting the names of members of the Society whose nomination has been proposed in writing by three members then in good standing and filed with the Secretary at least seven days prior to the Annual General Meeting accompanied by the written consent of the member agreeing to stand for election as an elected Director.

Entitlement to Vote

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

Term of directors

3.23 The term of office of Directors will normally be two (2) years, with a maximum of three (3) consecutive terms.

3.24 For purposes of calculating the duration of a Director's term, the term will be deemed to commence at the close of the annual general meeting at which such Director was elected. The term will conclude at the second annual general meeting following the commencement of the term.

3.25 If, however, the Director was elected at an extraordinary general meeting his or her term of office will be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting.

4 Directors

Number of directors on Board

4.1 The Society must have no fewer than 3 and no more than 10 directors.

Designation, Election or Appointment of directors

4.2 To become a director of a society, an individual must be elected or appointed to that office in accordance with the bylaws.

4.3 A designation, election or appointment of an individual as a director is invalid unless

- (a) the individual consents in writing to be a director of the society, or
- (b) the designation, election or appointment is made at a meeting at which the individual is present and the individual does not refuse, at the meeting, to be a director, and
- (c) an individual is elected or appointed to that office in accordance with the bylaws.

Directors must be qualified

- 4.4 A person must not be a director of a society if the person is not qualified under either sections 4.6, 4.7 and/or 4.8 of the bylaws to be a director.
- 4.5 A director of a society who is not, or who ceases to be, qualified under either sections 4.6, 4.7 and/or 4.8 of the bylaws to be a director must promptly resign.

Persons qualified to be directors

- 4.6 A person is qualified to be a director of a society only if the person is an individual who is at least 18 years of age.
- 4.7 Despite subsection 4.6 an individual who is 16 or 17 years of age is qualified to be a director of a society if provided for in the regulations.
- 4.8 Despite subsections 4.6 and 4.7, an individual is not qualified to be a director of a society if the individual is
- (a) found by any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs,
 - (b) an undischarged bankrupt, or
 - (c) convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless
 - I. the court orders otherwise,
 - II. 5 years have elapsed since the last to occur of the expiration of the period set for suspension of the passing of sentence without a sentence having been passed,
 - III. the imposition of a fine,
 - IV. the conclusion of the term of any imprisonment, and
 - V. the conclusion of the term of any probation imposed, or
 - (d) a pardon was granted or issued, or a record suspension was ordered, under the Criminal Records Act (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect.

Additional qualifications of directors

- 4.9 Without limiting sections 4.4, 4.5, 4.6, 4.7 and 4.8, the bylaws of a society may set out requirements that an individual must meet in order to be qualified to be a director.

Directors may fill casual vacancy of Board

- 4.10 The Board may, at any time, appoint a member as a director to fill a vacancy in the Directors.

Term of appointment of director filling casual vacancy

- 4.11 A Director appointed pursuant to paragraph 4.10 holds office until the next Annual General Meeting.

Duties of directors

- 4.12 A director of a society must, when exercising the powers and performing the functions of a director of the society,
- (a) act honestly and in good faith with a view to the best interests of the society,
 - (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances,
 - (c) act in accordance with this Act and the regulations, and
 - (d) subject to paragraphs (a) to (c), act in accordance with the bylaws of the society.

- 4.13 Without limiting subsection 4.12, a director of a society, when exercising the powers and performing the functions of a director of the society, must act with a view to the purposes of the society.
- 4.14 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.
- 4.15 Nothing in a contract or the bylaws of a society 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 society.

Director Must be a Member

- 4.16 A Person must be a Member to be elected or to serve as a Director.

Employee Not Eligible

- 4.17 An employee of the Society is not eligible to serve as a Director.

Removal of directors

- 4.18 A director of a society may be removed from office
- (a) by special resolution, despite any provision of the bylaws, or
 - (b) without limiting paragraph (a), by the method, if any, provided for in the bylaws.
- 4.19 Unless the bylaws provide otherwise, if a director is removed from office under subsection 4.18, an individual may be elected or appointed, by ordinary resolution, to serve as director for the balance of the term of the removed director.

Resignation of directors

- 4.20 A director of a society who intends to resign must give his or her resignation to the society in writing, and the resignation takes effect on the later to occur of the following:
- (a) the receipt by the society of the written resignation;
 - (b) if the written resignation specifies that the resignation is to take effect on a specified date, on a specified date and time or on the occurrence of a specified event,
 - (c) if a date is specified, the beginning of the day on the specified date,
 - (d) if a date and time are specified, the date and time specified, or
 - (e) if an event is specified, the occurrence of the event.

Disclosure of director's interest

- 4.21 This section applies to a director of a society who has a direct or indirect material interest in
- (a) a contract or transaction, or a proposed contract or transaction, of the society, or
 - (b) a matter that is or is to be the subject of consideration by the directors, if that interest could result in the creation of a duty or interest that materially conflicts with that director's duty or interest as a director of the society.
 - (c) disclose fully and promptly to the other directors the nature and extent of the director's interest,
 - (d) abstain from voting on a directors' resolution or consenting to a consent resolution of directors in respect of the contract, transaction or matter referred to in subsection (1),
 - (e) leave the directors' meeting, if any,
 - (f) when the contract, transaction or matter is discussed, unless asked by the other directors to be present to provide information, and

- (g) when the other directors vote on the contract, transaction or matter, and
- (h) refrain from any action intended to influence the discussion or vote.

Validity of acts of directors

- 4.22 An act of a director is not invalid merely because of a defect in the director's designation, election or appointment or in the qualifications of that director.
- 4.23 An act of a society is not invalid merely because
 - (a) fewer than the required number of directors have been designated, elected or appointed,
 - (b) the residency requirements for the directors have not been met.

No Subsequent Invalidation

- 4.24 No rule, made by the Society in a general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.

5 Directors Meetings

Proceedings of directors

- 5.1 The directors may meet at any location, on any notice and in any manner convenient to the directors.
- 5.2 The directors of a society may pass a directors' resolution without a meeting if a majority of the directors consent to the resolution in writing or in any other manner provided for in the bylaws.

Calling directors' meeting

- 5.3 A directors' meeting may be called by the president or by any 2 other directors.

Notice of directors' meeting

- 5.4 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

- 5.5 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 the meeting.

Conduct of directors' meetings

- 5.6 The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

- 5.7 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

Board Positions

- 5.8 Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:
 - (a) president;
 - (b) vice-president;
 - (c) secretary;
 - (d) treasurer.

Directors at large

5.9 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Role of president

5.10 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-President

5.11 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

5.12 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

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

Role of treasurer

5.14 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.

Remuneration and Reimbursement of Directors

5.15 A Director is not entitled to any remuneration for acting as a Director, provided however that a Director may be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.

Signing Authority

5.16 A contract or other record to be signed by the Society must be signed on behalf of the Society

- (a) by any two previously authorized Officers
- (b) or an individual authorized by the Board to sign the record on behalf of the Society.

6 No Seal

Seal

6.1 The Society will not have a seal.

7 Finance

Investment of society's funds

- 7.1 A society may invest its funds only in an investment in which a prudent investor might invest, unless the bylaws prohibit that investment.

Borrowing and issuance of securities

- 7.2 These by-laws prohibit the society's ability to borrow money or to issue bonds, debentures, notes or other evidences of debt obligations.

Financial Statements

- 7.3 The financial statements must be prepared in relation to the period immediately after the end of the preceding financial year, and not more than 6 months before the annual general meeting at which the financial statements are to be presented.

Issuance of Financial Statements

- 7.4 The Society must not issue, publish or distribute financial statements of the society unless the financial statements
- (a) have been approved by the directors and signed by one or more directors to confirm that the approval was obtained, and
 - (b) have attached to them the auditor's report, if any, on those financial statements.
- 7.5 The activities and purposes 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

8 Dissolution

- 8.1 In the event of the winding-up or dissolution of the Society, all the funds and assets of the Society remaining after the payment or satisfaction of all costs, charges, expenses, debts and liabilities of the Society, including the remuneration (if any) of a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after the payment of any debts of the Society, shall be given, transferred and distributed to such organizations that are registered charities pursuant to the provisions of the Income Tax Act that shall be designated by the members of the Society at the time of the winding-up or dissolution of the Society and if effect cannot be given to the aforesaid provisions, such funds shall be given transferred and distributed to such organizations that are determined by the members of the Society to be registered charities pursuant to the provisions of the Income Tax Act which have purpose similar to those of the Society.
- 8.2 This paragraph was previously unalterable.