

# SHARE FAMILY AND COMMUNITY SERVICES SOCIETY

## By-Laws

### ARTICLE I INTERPRETATION

1 In the by-laws and regulations of the Society, unless the context otherwise requires:

(a) **"attached worker"** means a person who, not being an employee of the Society, is employed by or receives remuneration from another party (such as a government, school district, incentive program, or private agency) wholly or partly to perform work for the Society or its programs and under the supervision of the Society or its staff;

**"authorized representative"** of a corporate member means a person from time to time appointed by and authorized by a corporate member to represent it to this Society, and for that purpose to act on behalf of the corporate member;

**"Board"** means the Board of Directors of the Society, consisting of a quorum of the duly elected or appointed Directors acting in a duly constituted meeting of the Board;

**"by-laws"** means these By-Laws and any amendments thereof;

**"Chief Executive Officer"** means the person who is appointed by the Board to the position of the Chief Executive Officer, Executive Director or to a similar senior staff position with the responsibility of managing the activities or internal affairs of the Society;

**"Director"** means a member for the time being of the Board of Directors, duly elected or appointed in accordance with these by-laws;

**"eligible proceeding"** has the meaning given to that term in Article V by-law 14(a);

**"employee"** of the Society means a person who receives any amount of remuneration from the Society in consideration of performing work for the Society and under the supervision of the Society or its staff, excluding reimbursement for accounted expenses actually incurred by a person in the course of performing work for the Society;

**"members"** means the members of the Society, who shall be either corporate members or individual members, and when used without the qualification "in good standing", means all the members of the Society whose membership has not ceased;

**"proposal"** means a notice of a matter that the members propose to have considered at an annual general meeting sent to the Society under Article III by-law 6;

**"registered address"** of a member means the member's address as recorded in the register of members;

**"regulation"** means a resolution, having the nature of a standing rule governing the activities of the Society, adopted by a general meeting or the Board in accordance with the provisions of these by-laws;

**"resolution"** includes any motion or resolution duly adopted by the members, the Board, or a committee of the Society, and is not restricted to the meaning of "ordinary resolution" as defined in the *Societies Act*;

**"senior manager"** has the meaning given in the *Societies Act*, and includes the Chief Executive Officer;

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

**"Society"** means the SHARE Family and Community Services Society;

**"special resolution"** has the meaning defined in the *Societies Act*;

**"staff"** includes employees, attached workers, and volunteer workers;

**"volunteer worker"** means a person who without remuneration voluntarily performs work for the Society and under the supervision of the Society by its staff;

- (b) the definitions in the *Societies Act* from time to time apply to these by-laws and if there is a conflict between these by-laws and the *Societies Act*, the *Societies Act* will prevail;
  - (c) words importing the singular number include the plural and vice versa, and words importing the masculine gender include the feminine and vice versa.
- 2 A rule expressed in the by-laws or regulations as applying to a particular circumstance shall apply, with the respective differences having been considered, to other and similar circumstances for which no contrary rule is expressed.
  - 3 In circumstances which concern the by-laws but, in the opinion of the Board, are not adequately provided for under the by-laws, the Board shall determine the procedure to be followed, subject to ratification or amendment of such procedure by a majority vote at the next duly called general meeting.

## ARTICLE II MEMBERSHIP

- 1 Any organization that supports the purposes of the Society, and that is involved in the provision of community services to residents of Coquitlam, Port Coquitlam, Port Moody or other communities in British Columbia, whether such organization is governmental, incorporated, unincorporated, or a recognizable coherent component or department of a larger organization (other than the Society itself), may upon payment of the prescribed annual membership fee and designation of the organization's authorized representative for the time being, become a corporate member of the Society.
- 2 Any person (except as provided in these by-laws) who supports the purposes of the Society, upon payment of the prescribed annual membership fee, may become an individual member of the Society upon acceptance by the board of the membership form.
- 3 No employee or attached worker of the Society shall be a member, or serve as the authorized representative of a corporate member, of the Society. No person shall serve simultaneously as the authorized representative of more than one corporate member, nor shall any member serve as the authorized representative of another member.
- 4 The amount of the annual membership fees, which may differ for corporate and for individual members, shall be prescribed by regulation adopted by a general meeting. The annual membership fees of all members shall become due for renewal after March 31st. Members who have not paid their annual membership fee or any other debt due and owing to the Society shall be deemed to be not in good standing until the debt or membership is paid.
- 5 Membership shall cease when a member has been not in good standing for ninety days, or when a member's written resignation has been received by the Board, or when a member has been expelled.
- 6 The Board may, by a resolution of at least two-thirds of the Directors present at a meeting, discipline or expel any member. The Board must send the member notice of the proposed resolution for discipline or expulsion, including a brief statement of reasons. The member who is the subject of the proposed resolution for discipline or expulsion may attend the Board meeting to make representations before the resolution is put to a vote. The member shall be responsible for bearing his or her own cost of attending the meeting, including the cost of any representation that he or she retains.
- 7 A member may not be disciplined or expelled by a special resolution of the members.
- 8 The Board may appoint any person as an honorary member. An honorary member has the right to receive notice of and to attend all general meetings of the Society, but does not have the right to act, vote or be counted in quorum at general meetings.

### ARTICLE III GENERAL MEETINGS

- 1 The Society shall hold general meetings at times provided for by regulation, or at the call of a previous general meeting, or at the call of the Board, or upon the requisition of not less than one-tenth of the members in good standing in the manner specified in the *Societies Act*.
- 2 An annual general meeting of the Society will be held at least once in every calendar year.
- 3 The call for a general meeting shall be issued by giving written or electronic notification of the time and place of the meeting to all members, either personally or by mail to them at their registered addresses, not less than fourteen days before the general meeting. Notice sent by mail, shall be deemed to have been given on the first working day following that on which the notice was properly addressed and placed in a Canadian post office receptacle. Notice sent by electronic means will be given where a member elects to receive it, and shall be deemed to have been received the same day in the absence of any receipt of notice to the contrary. The accidental omission to give notice to, or the non-receipt of notice by, any member does not invalidate proceedings at the subsequent meeting.
- 4 Notwithstanding any other by-law in this Article, if the Society has more than 250 members, notice of a general meeting will be deemed to have been given if:
  - (a) notice is sent to every member who has provided an email address to the Society, by email to that email address; and
  - (b) notice of the meeting is posted throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Society and is accessible to all of the members of the Society.
- 5 Notice of a general meeting must include the text of any special resolution to be submitted to the meeting.
- 6 If, at least seven days before the notice of an annual general meeting is sent, the Society receives a proposal that:
  - (a) contains the names of, and is signed by, 5% or more of the members in good standing; and
  - (b) together with any statement in support of the proposal, is 200 words or less,the Society must include with the notice of annual general meeting:

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

unless substantially the same proposal was considered at a general meeting in the two previous calendar years before the calendar year in which the annual general meeting is to be held.

- 7 At a general meeting, all resolutions proposed from the floor serve as recommendations to the Board, who may choose to include the resolutions in the notice for the next general meeting.
- 8 One-half of the members in good standing or ten members in good standing, whichever is less, shall constitute a quorum at a general meeting. But should no quorum be present within one half-hour after the called time of the meeting:
  - (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 shall adjourn, for not less than one week nor more than two weeks, to a similar time and place, notice of the adjourned meeting shall be given to every member, and at the adjourned meeting the number of members in good standing then present shall constitute a quorum.
- 9 Only members who have been in good standing for a minimum of 30 days prior to the meeting, and who are present in person, by telephone or other communications medium that permits all of the persons participating in the meeting to communicate with each other or in the case of corporate members, through their authorized representatives, shall be counted in determining the numbers present at a general meeting. The Society is not obligated to take any action to facilitate the use of any communications medium at a general meeting.
- 10 Every member who has been in good standing for a minimum of 30 days prior to the meeting and who is present shall have one vote at a general meeting, and voting by proxy shall not be allowed.
- 11 The rules of procedure for general meetings shall be determined by the Directors in advance of a general meeting.
- 12 No resolution proposed to a meeting need be seconded, and the chair of a meeting may propose a resolution.

- 13 In case of an equality of votes, the chair will 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 will not pass.
- 14 A general meeting may by resolution adopt regulations governing the activities of the Society, provided that any such regulation is not in conflict with any law, by-law, or regulation then in force. A general meeting may by a special resolution suspend, amend, or rescind regulations governing the activities of the Society.

## ARTICLE IV RULES OF PROCEDURE FOR BOARD MEETINGS

- 1 The Directors may regulate their meetings and proceedings as they see fit, unless otherwise set in these by-laws.
- 2 The Board of Directors shall hold meetings, at times provided for by regulation or by standing rule of the Board, or at the call of a previous meeting of the Board, or at the call of the President, or upon requisition to the President or Secretary by a quorum of Directors. The call for a meeting of the Board shall be issued by giving written or oral notification of the time and place of the meeting to every Director, either personally or by fax, email or mail to him or her at his or her registered address, not less than two days before the meeting, provided that the required period of notice for a particular meeting may be waived by unanimous written consent of the Directors.
- 3 Any Director may propose a resolution for inclusion in the call or agenda of a Board meeting and such resolution may be included in the notice of meeting as determined by the President, Secretary or a quorum of Directors.
- 4 A majority of the Board shall constitute a quorum at a meeting of the Board. A Board member may be present at a meeting by telephone or other communications medium if all of the Directors participating in the meeting are able to communicate with each other. Should no quorum be present within one-half hour after the called time of the meeting, the meeting shall adjourn, for not less than one day, to an appropriate time and place. Notice of the adjourned meeting shall be given to every Director, and at the adjourned meeting, the number of Directors then present shall constitute a quorum
- 5 No resolution proposed to a meeting need be seconded, and the chair of a meeting may propose a resolution.
- 6 In case of an equality of votes, the chair will not have a casting or second vote in addition to the vote to which he or she may be entitled as a Director, and the proposed resolution will not pass.
- 7 The Board must keep regular minutes of its transactions and meetings, including any minutes of meetings held or resolutions passed *in camera*. All human resources decisions made by the Board must be made in *in camera* meetings.
- 8 The Board may by a majority vote adopt regulations governing the activities of the Society, provided that any such regulation is not in conflict with any law, by-law, or regulation then in force. Except where it is specifically not permitted by a by-law or regulation adopted by a general meeting, the Board may by a two-thirds vote suspend, amend, or rescind a regulation and, in the case of a regulation that has been adopted by a general meeting, such suspension, amendment, or rescission must be ratified by a resolution of the members at the next duly called general meeting.

- 9 The Board shall from time to time consolidate and publish the by-laws and regulations of the Society, and any member, or any person on the staff of the Society shall at any time be privileged to receive a copy of the most recent consolidation and any amendments thereof, either gratis or, subject to the *Societies Act*, for a purchase price (not to exceed the cost of production) set by regulation.

## ARTICLE V BOARD OF DIRECTORS

- 1 The Society shall have a Board of Directors consisting of no less than five (5) and not more than fourteen (14) Directors, or such other number greater than five (5) that is determined by the members at a general meeting, each of whom shall be elected or appointed pursuant to by-law 2 below. In addition, the immediate past-President, if not re-elected or appointed to the Board pursuant to by-law 2 below, shall be an *ex officio* member of the Board for twelve (12) months immediately following the end of his or her term as President and during such period shall be entitled to receive notice of, and attend, all proceedings of the Board, but he or she shall not be entitled to vote in any proceedings of the Board, nor shall he or she be counted in the determination of quorum.
- 2 Every annual general meeting may elect Directors, each of whom shall be elected to serve a term of three (3) years. Each Director can serve a maximum of two consecutive terms, 6 years or the greater of the two. Board members who have fulfilled their six (6) year term may have their term extended by a resolution of the members for one (1) additional year to the following annual general meeting.

A Director may be re-elected after at least a one-year hiatus from the Board. Nominations must be received by the Nomination Committee at least thirty (30) days prior to the annual general meeting. Any vacant position of Director may be filled, for the unexpired portion of the term, by election at any general meeting, or by appointment by the Board itself. Every individual member in good standing, and every authorized representative of a corporate member in good standing, shall be eligible for election or appointment as a Director. Any authorized representative of a corporate member who shall have been elected or appointed as a Director shall be required, before entering the office, to become an individual member of the Society and shall be deemed to hold office as a Director in his or her capacity as an individual member, and shall cease to serve as an authorized representative of another member.
- 3 The Board shall, subsequent to each annual general meeting, appoint from the Directors a President, a First Vice-President, a Second Vice-President, a Secretary, and such other officers of the Society as the Board shall by regulation decide, and these officers shall hold office until the adjournment of the next annual general meeting or until their successor officers are appointed. The Board may combine two of these offices in one person. Should any of these offices fall vacant, the Board shall appoint a Director to that office for the unexpired portion of the term.
- 4 The President shall preside at all general meetings and meetings of the Board, shall be *ex officio* a member of all committees of the Society, and shall be responsible to the Board for the execution of the directives and policies of the Society.
- 5 The First Vice-President shall perform the duties of the President during the President's absence or disability. The Second Vice-President shall perform the duties of the

- President during the absence or disability of both the President and the First Vice-President.
- 6 The Secretary will be responsible for making the necessary arrangements for:
    - (a) issuing notices of meetings of the members and the Board; and
    - (b) keeping minutes of all meetings of the members and the Board.
  - 7 The Board shall be responsible for the maintenance and monitoring of adherence to the constitution and by-laws of the Society and all policies of the Society.
  - 8 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 by-laws 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
    - (a) all laws affecting the Society,
    - (b) these by-laws, and
    - (c) rules, not being inconsistent with these by-laws, that are made from time to time by the Society in a general meeting.
  - 9 A rule adopted by the members at a general meeting will not invalidate a prior act of the Board that was valid, prior to the rule having been adopted.
  - 10 The Board of Directors may delegate any, but not all, of its duties and powers to any of the Directors, or to any committee that it may appoint from among the Directors, members, or staff of the Society to conduct the Society's affairs, in any manner that is not inconsistent with the *Societies Act* or any by-law or regulation then in force.
  - 11 Any Director may be removed from office as a Director by a special resolution, provided that the Director shall have been given at least fourteen days' notice of intention to propose the special resolution. A director who fails to attend three consecutive Board meetings or more than four Board meetings in the period between annual general meetings of the Society ceases to be a Director. Any Director who has been appointed by the Board as an officer of the Society may be removed from that office (but not from office as a Director) by a resolution of the Board passed by affirmative vote of not less than two thirds of the total number of Directors.
  - 12 The Directors may by a resolution of at least two-thirds of the Directors present at a meeting remove a Director before the expiration of his or her term of office. Notice of the proposed expulsion must be provided to the Director, including a brief statement of reasons. The Director who is the subject of the proposed resolution must be given an opportunity to make representations to the Board before the resolution is put to a vote.

Notice of the Board meeting must be sent to each Director and must include the proposed expulsion on the agenda.

- 13 No Director shall receive any remuneration from the Society for serving as a Director or officer of the Society, but Directors may be reimbursed for reasonable expenses necessarily incurred by them in the course of performing their duties as Directors. The Board may determine what expenses are reasonable
- 14 Subject to the *Societies Act*, the Society will indemnify a Director, senior manager, or former Director or senior manager of the Society, and his or her heirs and personal or other legal representatives, against:
  - (a) all penalties to which he or she or the representative is or may be liable in respect of a legal proceeding or investigate action, whether current, threatened, pending or completed, in which he or she, by reason of having been a director or senior manager of the Society, or holding or having held an equivalent position in a subsidiary of the Society, is or may be joined as a party, or is or may be liable for or in respect of a penalty in, or expenses related to, the legal proceeding or investigative action (“eligible proceeding”); and
  - (b) all costs, charges and expenses, including legal fees, actually and reasonably incurred by him or her or the representative in respect of an eligible proceeding.
- 15 Notwithstanding by-law 14 above, the Society must not indemnify or pay the expenses of a director, senior manager, or former director or senior manager, and his or her heirs and personal or other legal representatives, if a court has determined that:
  - (a) he or she did not act honestly and in good faith with a view to the best interests of the Society or subsidiary of which he or she is or was a Director or senior manager; or
  - (b) in the case of a criminal or administrative action or proceeding he or she did not have reasonable grounds for believing his or her conduct was lawful.
- 16 The Society may purchase and maintain insurance for the benefit of any person (or his or her heirs or legal or personal representatives) who is or was a Director, officer, senior manager, employee or agent of the Society.

## ARTICLE VI STAFF

- 1 The Board shall have exclusive power to appoint, fix the compensation of, promote, suspend, or terminate the Chief Executive Officer.
- 2 By delegation of the Board, the Chief Executive Officer has the authority to appoint, promote, suspend or terminate the employment of employees of the Society and to set remuneration for all staff.

## ARTICLE VII FINANCIAL PROCEDURES

- 1 An auditor, who shall be independent of the Society, shall be appointed by a general meeting to audit the annual financial statement of the Society and to report the results of that audit to the annual general meeting.
- 2 Subject to by-law 3 below, the Society, if authorized by the Directors, may:
  - (a) borrow money in the manner and amount, on the security, from the sources and on the terms and conditions that the Directors consider appropriate;
  - (b) issue bonds, debentures and other debt obligations either outright or as security for any liability or obligation of the Society or any other person and at such discounts or premiums and on such other terms as the Directors consider appropriate;
  - (c) guarantee the repayment of money by any other person or the performance of any obligation of any other person; and
  - (d) mortgage, charge, whether by way of specific or floating charge, grant a security interest in, or give other security on, the whole or any part of the present and future assets and undertaking of the Society.
- 3 The Society may only enter into an arrangement described in by-law 2 above that would cause it to become unable to pay its debts as they become due in the ordinary course of its activities with the approval of its members, by way of a special resolution.

## ARTICLE VIII RECORDS

- 1 The Board of Directors will charge the Chief Executive Officer with seeing that all necessary records of the Society are properly prepared, and determining their custody.
- 2 The records of the Society will be open to the inspection of the Directors. Subject to the *Societies Act*, the following records of the Society will be open to the inspection of the members:
  - (a) the Society's certificate of incorporation;
  - (b) each certified copy, furnished to the Society by the Registrar of Companies, of the constitution, the by-laws, and the statement of Directors and registered office of the Society;
  - (c) each confirmation, other certificate or certified copy of a record furnished to the Society by the Registrar of Companies, other than in response to a request;
  - (d) a copy of each order made in respect of the Society by any court or tribunal, or a federal, provincial, or municipal government body, agency or official;
  - (e) the Society's register of Directors including contact information provided by each Director;
  - (f) each written consent to act as Director and each written resignation of a Director;
  - (g) a copy of every record evidencing a disclosure of a conflict of interest by a Director or senior manager;
  - (h) the Society's register of members including contact information provided by each member;
  - (i) members' minutes of meetings and written resolutions; and
  - (j) the financial statements of the Society and the auditor's report, if any, on those financial statements.
- 3 The following records of the Society will not be open to the inspection of members unless the Directors determine otherwise:
  - (a) Directors' minutes of meetings and written resolutions; and
  - (b) the adequate accounting records for each of the Society's financial years, including a record of each transaction materially affecting the financial position of the Society.

## **ARTICLE IX PROCEDURES UPON DISSOLUTION**

In the event of the winding-up and dissolution of the Society, any of its funds and assets remaining after the satisfaction of its debts and liabilities shall be paid, transferred, or delivered to such one or more recognized charitable organizations or charitable foundations in Canada, concerned with social problems or having purposes similar to those of this Society, as shall be determined by resolution of a the Directors at the time of winding-up and dissolution; and in the event that effect cannot be given to the foregoing provision, then such funds and assets shall be paid, transferred, or delivered to trustees in trust for a charitable purpose.

## **ARTICLE X AMENDMENT OF THE CONSTITUTION OR BY-LAWS**

- 1 The constitution or by-laws of the Society may be amended by special resolution.
- 2 If the Society is a designated pre-existing society under the *Societies Act*, it must obtain the consent of a minister designated under that Act prior to making any amendments to a provision identified in the bylaws as having previously been an unalterable provision.

**ARTICLE XI MOVED TO BY-LAWS AS PER SOCIETIES ACT NOVEMBER 2016**

No part of any income of the Society shall be payable or otherwise available for the personal benefit of the member(s) thereof.

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 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 charitable organization (or organizations) in Canada, registered under the provisions of the Income Tax Act, which shall be designated by the Board of Directors.

Article XI were previously unalterable.