

CONSTITUTION
OF
BURNABY NEIGHBOURHOOD HOUSE SOCIETY

1. The name of the Society is Burnaby Neighbourhood House Society.
2. The purpose of the Society is to provide the following Social Services:

Family Support Programs which provide the opportunity for families who are living on limited incomes to receive support, except direct financial support.

Community Kitchens which will bring people together to learn about healthy eating on a limited income and will support individuals of low income to prepare economical meals that can be taken home.

Parenting Programs which will offer support to parents who are having a difficult time with parenting issues and who are lacking family support. Parenting programs are seen as prevention to parent stress and child abuse.

Adult Literacy Programs which by using a combination of formal and informal instruction will assist participants to develop literacy skills in order to better function in community life.

Youth Drop-in Programs which will provide a safe place and a supportive environment for children and youth and will prevent juvenile delinquency.

Settlement Services which will provide support to new immigrants or newcomers who are living on limited incomes and are struggling with isolation.

BYLAWS
OF
BURNABY NEIGHBOURHOOD HOUSE SOCIETY

Part 1 – Introduction

- 1.1 (1) The name of the Society is ***Burnaby Neighbourhood House Society*** (hereinafter the “Society”).
- (2) In these bylaws, unless the context otherwise requires,
- (a) “directors” means the directors of the society for the time being;
 - (b) “Societies Act” means the *Societies Act* of British Columbia in force from time to time and all amendments to it;
 - (c) “registered address” of a member means his address as recorded in the register of the members
- (3) The definitions in the *Societies 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 corporation.

Part 2 – Membership

- 2.1 The members of the society are the applicants for incorporation of the society, and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.
- 2.2 A person may apply for membership in the society and on payment of membership dues shall be a member.
- 2.3 Every member shall uphold the constitution and comply with these bylaws.
- 2.4 The amount of the annual membership dues shall be determined by the directors from time to time.
- 2.5 A person shall cease to be a member of the society
- (a) by delivering his resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;

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- (b) on his death or in the case of a corporation on dissolution;
- (c) on having their membership terminated; or
- (d) on having been a member not of good standing for 30 days.

2.6 A member becomes a member **NOT** in good standing on failing to

- (a) pay a debt due and owing to the Society,
- (b) pay membership dues, or
- (c) observe bylaw 2.3.

2.7 (1) A member may be disciplined or have their membership terminated, or both, by a resolution of the Directors.

(2) Before a member of the Society is disciplined or has their membership terminated under subsection (1) of the bylaws, the society must

- (a) send to the member written notice, email being sufficient, 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.

Part 3 – Meeting of Members

3.1 General meetings of the society shall 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.

3.4

(1) Notice of a general meeting must:

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

- (b) include any special resolution to be proposed at the meeting, and
 - (c) be given in written form to all members not less than 21 days before the meeting, and deemed to have been given if:
 - (i) notice of the date, time and location of the meeting has been sent, to every member of the society who has provided an email address to the society, by email to that email address, and
 - (ii) notice of the date, time and location 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 the members of the society, or
 - (iii) where a member has not consented to receiving email notices or has not provided an updated email address, notice is deemed given by posting in accordance with 3.4(1)(c)(ii).
- (2) The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 3.5 An annual general meeting shall be held at least once in every calendar year and not more than 15 months after the last annual general meeting.

Part 4 – Proceedings at General Meetings

- 4.1 Special business is
- (a) all business transacted at an extraordinary general meeting, except the adoption of the rules of order;
 - (b) all business transacted at an annual general meeting, except:
 - (i) the adoption of the 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, and
 - (vii) the business that, under these bylaws, out to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
- 4.2
- (1) No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
 - (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
 - (3) A quorum is 5 members present or a 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 the members, shall be terminated; but in any other case, it shall 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 may constitute a quorum.
- 4.4
- (1) The chair, the vice-chair, or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
 - (2) If at a general meeting there is no chair, vice-chair or other director present within 15 minutes after the time appointed for holding the meeting, or the chair, vice-chair, and all other directors present are unwilling or unable to act as chair, the members present must choose a member who is present to be chair.
- 4.5
- (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
 - (3) Except as provided by this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

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- 4.6 (1) No resolution proposed at a meeting need be seconded and the chair of a meeting may move or propose a resolution.
- (2) In the case of an equality of votes the chair shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
- 4.7 (1) A member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting is by show of hands, except when a ballot is requested by a majority of members present, on a show of hands.
- (3) Voting by proxy is not permitted.
- 4.8 Subject to the Act and these bylaws, a general meeting may adopt rules of order, but if it does not do so, then Robert's Rules of Order must be used.

Part 5 – Directors

- 5.1 (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting, but subject, nevertheless, to:
- (a) all laws affecting the society;
- (b) these Bylaws; and
- (c) rules, not being inconsistent with these Bylaws, which are made from time to time by the society in general meeting.
- (2) No rule, made by the society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
- 5.2 (1) The number of directors must not be less than three and not more than 15. The directors may determine the number of director positions of the Society from time to time.
- (2) For so long as the Burnaby Host Lions Club (BHLC) holds a lease with respect to the Community Hall, or parts thereof, located at 5024 Rumble Street, Burnaby BC, the BHLC may at its discretion, appoint a Board Member to the Society's Board as follows:
- i. The BHLC may nominate a candidate for the Society's Board; and

- ii. The Society's Board shall, within 60 days of the BHLC's nomination, review the BHLC's nominee for the Society's Board and shall either approve the nomination or request that the BHLC nominate a different candidate for the Board's further consideration.

- 5.3 (1) Elections for directors will be held on a staggered cycle so that one-third (and if there is an odd number of directors, 33% plus one) of the board positions are subject to election at each annual general meeting. Directors elected at an annual general meeting shall be elected or acclaimed, as the case may be, for a **THREE** year term.

- (2) The board shall, by November 30 of each year, prepare a list of nominations of persons who may be willing to serve as directors. A nomination for director may also be put forward to the directors by a member in good standing, and any such nomination must be received by the directors by November 30 to be eligible for consideration at that year's annual general meeting. Nominations must not be made from the floor at the annual general meeting

- (3) An election may be by acclamation; otherwise it shall be by ballot.

- (4) No director may serve more than NINE consecutive years, but a director who has served NINE consecutive years may seek re-election to the board at the annual general meeting one year following the passing of the NINE consecutive year term.

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

- (2) A director so appointed holds office only until conclusion of the following annual general meeting of the society, but is eligible for re-election at the meeting, subject to Bylaw 5.3(4).

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

- (2) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.

- 5.6 A director ceases to be a director on
 - (a) resigning in writing;
 - (b) death; or
 - (c) becoming unable to perform the duties of a director due to physical or mental disability.

- 5.7 (1) For the purposes of this section, “excuse” shall mean notice from the concerned director via email to the chair prior to a directors’ meeting of:
- (a) vacation or personal leave;
 - (b) illness; or
 - (c) a business commitment.
- (2) The directors may by special resolution remove a director before the expiration of that director’s term of office, if that director fails without excuse to attend three (3) directors’ meetings properly called and held during any 12 month period.
- 5.8 (1) The society must not pay to a director of the society remuneration for being a director.
- (2) Subject to subsection (3), the Society may reimburse a director for reasonable expenses necessarily incurred by the director in performing his or her duties as a director.
- (3) The Society may restrict the reimbursement of a director under subsection (2) by doing one or more of the following:
- (a) imposing conditions on the payment of reimbursement;
 - (b) limiting the amount of reimbursement payable;
 - (c) prohibiting reimbursement.
- (4) Despite subsections (1) to (3), payment to a director by the Society of remuneration or reimbursement authorized by the bylaws or this section is subject to any condition, limitation or prohibition on the payment provided for in the legislative regulations pursuant to the *Societies Act*.

Part 6 – Directors’ Duties and Conflicts

- 6.1 (1) A director must
- (a) act honestly and in good faith and in the best interests of the Society, and
 - (b) exercise the care, diligence and skill of a reasonably prudent person, in exercising the powers and performing the functions of a director.
 - (c) disclose their employers, other boards they are part of, other organizations to which they belong and where they volunteer.

- (2) The requirements of this bylaw are in addition to, and not in derogation of, an enactment or rule of law or equity relating to the duties or liabilities of directors of a Society.
- 6.2 Nothing in a contract, the Constitution or Bylaws, or the circumstances of a director's appointment, relieves a director from
- (a) the duty to act in accordance with the *Society Act* and the regulations, or
 - (b) a liability that by a rule of law 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.
- 6.3 A director who is, directly or indirectly, interested in a proposed contract or transaction with the Society must disclose fully and promptly the nature and extent of the interest to each of the other directors.
- 6.4 (1) A director referred to in Bylaw 6.3 must account to the Society for profit made as a consequence of the Society entering into or performing the proposed contract or transaction
- (a) unless
 - (i) the director discloses the interest as required by Bylaw 6.3,
 - (ii) after the disclosure the proposed contract or transaction is approved by the directors, and
 - (iii) the director abstains from voting on the approval of the proposed contract or transaction, or
 - (b) unless
 - (i) the contract or transaction was reasonable and fair to the Society at the time it was entered into, and
 - (ii) after full disclosure of the nature and extent of the interest in the contract or transaction it is approved by special resolution.
- (2) A director referred to in Bylaw 6.3 must not be counted in the quorum at a meeting of the directors at which the proposed contract or transaction is approved.
- 6.5 The fact that a director is, in any way, directly or indirectly, interested in a proposed contract or transaction, or a contract or transaction, with the Society does not make the contract or transaction void, but, if the matters referred to in Bylaw 6.4(1)(a) or (b) have not occurred, the court may, on the application of the Society or an interested person, do any of the following:

- (a) prohibit the Society from entering into the proposed contract or transaction,
 - (b) set aside the contract or transaction, or
 - (c) make any order that it considers appropriate.
- 6.6 (1) A director must not be an employee or contractor of the Society for a period of one year after ceasing to be a director.
- (2) An employee or contractor of the Society must not be a director for a period of one year after ceasing to be an employee or contractor.

Part 7 – Proceedings of Directors

- 7.1 (1) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be **FIVE** directors.
- (3) A director may at any time, and the secretary, on the request of a director, must, call a directors meeting. Notice is sufficient if sent by email to the director at the email address most recently provided to the board by the director.
- (4) The chair shall be chair of all meetings of the directors, unless the directors otherwise decide.
- 7.2 Subject to the *Society Act* and these Bylaws, the Board may adopt rules of order, but if it does not do so then Robert's Rules of Order must be used.
- 7.3 (1) The directors may delegate any, but not all, of their powers to committees, provided that at least one director must be a member of each committee.
- (2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing it has done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
- (3) A committee shall 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 for the holding of the meeting, the directors present who are members of the committee shall choose one of their numbers to be chair of the meeting.
- (4) The members of a committee shall meet and adjourn as they think proper.

- 7.4 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 directors is present.
- 7.5 (1) Questions arising at a meeting of the directors and committee shall be decided by a majority of votes (51%).
- (2) A resolution proposed at a meeting of the directors or a committee must be seconded, and the chair of such a meeting may move or propose a resolution.
- (3) In case of an equality of votes the chair does not have a second or casting vote, and the motion is defeated.
- 7.6 A resolution in writing, signed by all the directors and placed within the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

Part 8 – Officers

- 8.1 At the first meeting of the directors after each annual general meeting the directors shall appoint officers from amongst themselves to serve until the directors' meeting following the next annual general meeting.
- 8.2 The chair:
- (a) shall preside at all meetings of the Society and of the directors, unless the members or directors otherwise decide.
- (b) is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.
- 8.3 The vice chair shall carry out the duties of the chair during his or her absence.
- 8.4 (1) The secretary shall:
- (a) issue notices of meetings of the society and directors;
- (b) keep minutes of all meetings of the society and directors;
- (c) have custody of all records and documents of the society except those required to be kept by the treasurer;
- (d) have custody of the common seal of the society; and
- (e) maintain the register of the members.

- (2) In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

8.5 The treasurer shall

- (a) keep the financial records, including books of account, necessary to comply with the Society Act; and
- (b) render financial statements to the directors, members and others when required.

8.6 The offices of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.

Part 9 – Seal

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

9.2 The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the chair and secretary or chair and secretary treasurer.

Part 10 – Borrowing, Investment and Accounting Records

10.1 (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 or money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.

- (2) No debenture shall be issued without the sanction of a special resolution.

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

10.2 The Society must invest its funds only in securities in which trustees are authorized by law to invest.

10.3 (1) The financial statements, directors and members' minutes, and register of members may be inspected by a member, on reasonable notice, but not more than 14 days after the request is received by the Society.

- (2) The other documents of the Society, including its accounting records, may be inspected by a member on reasonable notice, subject to any resolution of the directors.

- (3) The documents of the Society, including its accounting records, must be open to the inspection of a director, subject only to laws requiring otherwise.

Part 11 – Auditor

- 11.1 This Part applies only where the Society is required or has resolved to have an auditor.
- 11.2 At each annual general meeting the Society shall appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
- 11.3 An auditor may be removed by ordinary resolution at a general meeting called for the purpose.
- 11.4 Before calling a general meeting for the purpose referred to in section 11.3, at least 14 days before the date of the notice of the general meeting, the Society must send to the auditor who is proposed to be removed
 - (a) written notice of the intention to call the meeting, specifying the date on which the notice of the meeting is proposed to be sent, and
 - (b) a copy of all the materials proposed to be sent to the members about the meeting.
- 11.5 An auditor may send to the Society written representations respecting the auditor's proposed removal as auditor, and, if the Society receives those written representations at least 7 days before the date on which the notice of the meeting is sent, the Society must, at its expense, send a copy of those representations with the notice of the meeting.
- 11.6 No director and no employee of the society shall be auditor.
- 11.7 The auditor may attend general meetings.

Part 12 – Notices to Members

- 12.1 A notice may be given to a member either personally, by mail, by facsimile transmission, by electronic mail (email) to the member at the member's registered address, electronic mail (email) address, or facsimile number. In the case of notice given by facsimile transmission or electronic mail (email), the member must have consented to notice in that manner.
- 12.2 A member must promptly and in writing notify the Society of any change in the member's name, address, electronic mail address, and facsimile and telephone numbers.
- 12.3 A notice sent by mail is deemed to have been received on the second day after that on which the notice was posted.

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- 12.4 Where a notice is not personal and confidential and is not personal to a specific member, notice may be given by posting the notice on a website that is maintained by or on behalf of the Society and is accessible to all the members of the society.
- 12.5 Where a member has not consented to receiving email notices or has not provided an updated email address, notice pursuant to paragraph 12.4 is deemed given on the day of posting.
- 12.6 (1) Notice of a general meeting shall be given to
- (a) every member shown on the register of members on the day notice is given; and
 - (b) the auditor, if Part 11 applies.

Part 13 – Miscellaneous

- 13.1 These bylaws shall not be altered or added to except by special resolution.
- 13.2 In any instances where the bylaws contradict any applicable rule of order, then what is stated in the bylaws shall take precedence.

Part 14 – Former Constitutional Provisions

- 14.1 2.1 To develop research, demonstration and study projects to fulfill the purpose as stated in the constitution.
- 2.2 To provide administrative services for carrying out the purpose of the society.
- 2.3 For these purposes to hold title to all assets of the Society, to receive, administer, and dispose of such real estate and personal property, moneys and funds as may be acquired by purchase, lease, hold and build, develop or improve any lands and buildings.
- 2.4 To publicize the services of the society as a non-profit non-political and non-religious organization to enable the raising of money through subscriptions, membership, donations, gifts, and testaments for the carrying out of the said objectives.
- 2.5 To perform such related functions as may be necessary to effectuate the purposes of this organization.
- 14.2 3. The Society shall be carried on without purpose of gain for its members, and no part of any income of the Society shall be payable or otherwise available for the personal benefit of the members thereof, and any profits or other accretions to the Society shall be used for promoting its purposes. This clause is unalterable.

- 14.3 4.The directors shall serve without remuneration, and all directors shall not receive, directly or indirectly, any profit from their positions as directors but may be paid reasonable expenses incurred by them in performance of their duties.
- 14.4 5.To raise or assist in raising necessary capital and operating funds of the Society, and upon the winding up or dissolution of the Society, and upon the winding up or dissolution of the Society, any funds of the Society remaining after the satisfaction of its debt and liabilities shall be given or transferred to a charitable organization registered under the *Income Tax Act* (Canada) and based in the Province of British Columbia as may be decided by the members of the Society at the time of the winding-up or dissolution. This provision with reference to the distribution of assets upon a winding-up or dissolution is unalterable.