



BYLAWS

Text in red indicates that the clause comes from the *Societies Act* and cannot be changed.

Text in blue indicates that the provision is in accordance with the Act, which should be checked before any changes are made.

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PART 1. PREAMBLE

1.1 NAME

Beacon Community Association (BCA) operates as Beacon Community Services (BCS).

1.2 PURPOSE

The Beacon Community Services (BCS or 'the society') purpose is stated in the constitution. It is to direct, manage, and deliver programs and services to those in need in the British Columbia Capital Regional District and to provide affordable housing, support services, and rent supplements for low to moderate income people.

BCS achieves this purpose by:

- (a) promoting, planning, developing, and delivering a **comprehensive network of community services**;
- (b) **working in partnership and collaborating** with other organizations delivering BCS and related services;
- (c) **providing advice, assistance and information** to all levels of government on the community needs and meeting those needs;
- (d) **obtaining and managing the revenues** required to fund the Society's activities;
- (e) **providing health-care related services** to those with long-term and specialized care needs. and
- (f) **providing housing, support services, and rent supplements** for low- and moderate-income households.

The Society will not alter or delete the provision of:

- (a) health-care related services without the written consent of the Vancouver Island Health Authority; or
- (b) housing services without first obtaining the written consent of the British Columbia Housing Management Commission.

1.3 INCORPORATION

The society was incorporated as the Peninsula Community Services Society on July 8, 1998. The Society was registered as Beacon Community Services on August 12, 2004. The credentials were replaced and the name was changed to Beacon Community Services Society on January 11, 2007. The credentials were again replaced and the Society was registered as 'doing business as Beacon Community Services' on August 10, 2020.

1.4 LEGISLATION

The Society's actions are governed by the *Societies Act* and regulations or any other act or regulations that may replace that legislation.

If there is a conflict between these bylaws and the legislation, the legislation prevails.

1.5 OPERATION OF THE SOCIETY

The Society will operate chiefly in the Capital Regional District of British Columbia.

PART 2. INTERPRETATION

2.1 DEFINITIONS

“**ad hoc committee**” means any group established by the Board to carry out a one-time task (see ‘standing committees’ below).

“**Act**” see “*Societies Act*” below.

“**Annual General Meeting**” (**AGM**) means the meeting of the members that the Society is required to convene each year in accordance with section 4.2 Annual General Meetings.

“**Annual Report**” means the report that must be filed with the Registrar within 30 calendar days of the AGM.

“**Auditor**” means an independent person or company qualified to conduct an audit or review of the financial statements.

“**Audit report**” means the report of a review or audit conducted by an appointed auditor.

“**Society**” means the Beacon Community Services Society.

“**Board**” means the Board of Directors as appointed in accordance with Article 5, Directors.

“**Board report**” or “**Directors’ report**” means the report given by the Chair at the AGM on behalf of the Board that provides accountability on the activities of the past year and that may reflect on what is anticipated in the next year.

“**Board Resolution**” means a resolution:

- (a) passed by a simple majority of the directors at a board meeting; or
- (b) consented to in writing by a simple majority of the directors who would have been entitled to vote at a Board meeting.

“**Bylaws**” means these bylaws and any changes that are approved by the members and registered on the system operated by the Registrar for British Columbia.

“**Chair**” means the person elected by the Board to Chair the Board of Directors.

“**Conflict of interest**” see Material Conflict of Interest below.

“**Consent Resolution**” means a resolution that is sent in writing to all directors and is consented to (approved in a vote) in writing, in counterpart, by simple majority of the directors.

“**Constitution**” means the constitution filed with the Registrar and any changes that are approved by the members and the Registrar.

“**Counterpart**” means one of more copies of a document that are signed and then considered as though they were one document.

“**Court**” means the Supreme Court of British Columbia.

“**Director**” means a General or Lifetime member elected or appointed to serve on the Board as a Director.

“**Fund(s)**” means the monies administered by the Board.

“**General Meeting**” means a meeting of the members as described in Article 4, Meetings

of members.

“Honorary Member” means a person who has been appointed by the Board as an honorary member in accordance with section 3.1.4 of these bylaws.

“In good standing” means a member that has met all their legal obligations under the Act and these bylaws.

“In person” means that the member is in the room where the meeting is being held or who is connected to the meeting in such a way that they can take all actions, including voting, as if they were in the room.

“In writing” means a hard copy (paper) document or soft copy file or text that is sent electronically (including email).

“Mailing address” means the registered office mailing address as set out in the Society’s statement of directors and registered office.

“Material conflict of interest” means in the context of:

- (a) discussing an issue, information that could alter the discussion and / or the decision;
- (b) accounting records, information that could alter the financial statements such that a reasonable person might notice the difference;
- (c) preparing a review of the financial position, information that could noticeably alter the report on the Society’s financial position and / or the results of its operations;
- (d) conflict of interest for a director, the situation where it could be difficult for a director to separate the interests of the Society and their own in order to objectively consider the issue and vote in the best interest of the Society; and
- (e) disclosure of a direct or indirect interest in a contract, transaction or matter, information that could affect the approval or rejection of a contract, transaction or matter.

“Member” means the persons or organizations whose application for membership has been approved and who has paid the required dues.

“Member in good standing” means a member who has complied with section 3.2 Member obligations.

“Members with voting rights” means a person or organization that has been approved as a General Member or a Lifetime Member.

“Officer” means a director who, following the annual general meeting, is elected by the Board to be the Chair, Vice-Chair, Treasurer, and Secretary, and the Immediate Past-Chair who serves *ex officio*.

“Ordinary Resolution” means a resolution that is consented to by a simple majority of the members with voting rights.

“Privacy legislation” means the federal and provincial privacy legislation applicable to BCS: the federal *Access to Information Act* and the *Privacy Act*, and the British Columbia *Freedom of Information and Protection of Privacy Act (FOIPPA)* and the British Columbia *Personal Information Protection Act (PIPA)*.

“Quorum” means the minimum number of Members required to transact business at a general meeting (see section 6.1.2 Quorum for a general meeting) or the minimum

number of directors required to transact business at a board meeting (see section 7.5.2 Proceedings of the Board, Quorum).

“Register of Directors” means the list of the directors, including their names and contact information.

“Registrar” means the Registrar of Companies of the Province of British Columbia.

“Senior Manager” means the person engaged by the Board to be responsible for the operations of the Society to be known as the Chief Executive Officer (CEO) or by any other title approved by the Board.

“Simple majority” means 50% plus one of those entitled to vote at the meeting.

“Society” means the Beacon Community Services Society, operating as Beacon Community Services.

“Societies Act” means the *Societies Act* [SBC 2015] Chapter 18 as it is and as it may be changed or any act that replaces that Act.

“Special Business” means:

- (a) any business conducted at a special general meeting as outlined in the notice calling the meeting (see section 4.4 Special General Meetings); and
- (b) any business conducted at an annual general meeting except adopting the rules of order, considering the financial statements, hearing the Board report, hearing the auditor’s report, electing directors, and appointing an auditor.

“Special General Meeting” means a meeting of the members of the Society that is called between annual general meetings in order to deal with urgent matters that require the members’ approval (see section 4.4 Special General Meetings).

“Special Resolution” means a resolution that:

- (a) is passed at a general meeting by at least 2/3 of the votes cast in accordance with section 4.2.6 Voting at a general meeting; or
- (b) is consented to in writing by 2/3 of the members with voting rights.

“Standing committee” means a permanent committee established in these bylaws responsible for specified duties as set out in policy.

“Statement of directors and registered office” means the statement filed with the Registrar that sets out:

- (a) the directors’ General names and addresses; and
- (b) the Society’s delivery address and mailing address.

Other words that are defined in the *Societies Act* have the same meaning in these bylaws as set out in the Act.

2.2 GRAMMAR

If a word is used in the singular, where it makes sense, it also means the plural.

2.3 PROCEDURES

Any procedures not covered in the legislation, regulations or these bylaws are governed by Robert’s Rules as these apply to small organizations, by sound governance practices,

and by any policies and procedures approved by the Board.

PART 3. MEMBERSHIP

3.1 CLASSES OF MEMBERS

There are four classes of members:

- (a) General Members;
- (b) Lifetime Members;
- (c) Supporting Members; and
- (d) Honorary Members.

3.2 GENERAL MEMBERS

3.2.1 General Member qualifications

General Members must:

- (a) if an individual, be:
 - i) at least age 17; and
 - ii) resident or working in the Capital Regional District of BC;
- (b) if an organization, be
 - i) operating in the Capital Regional District of BC;
- (c) be supportive of the Society's Purpose; and
- (d) not be an employee of the Society.

3.2.2 General Member rights

General Members that are organizations:

- (a) must inform the Society of their representative who will act on their organization's behalf; and
- (b) their representative has the rights and responsibilities of an individual General Member.

Individual General Members and the representatives of organization General Members have the right to:

- (a) nominate General Members and Lifetime Members in good standing to serve as directors on the Board in accordance with section 8.4.2 Nominations for directors;
- (b) stand for election if an individual or nominate a representative if an organization to be a director in accordance with section 8.4 Election of directors;
- (c) be appointed as a Board director in accordance with section 8.5 Appointment of directors;
- (d) cast only one vote;
- (e) participate in and vote at general meetings;
- (f) be appointed to serve on a committee of the Board;

- (g) attend Board meetings but may only speak if recognized by the Chair;
- (h) address the Board with permission of the Chair;
- (i) requisition a general meeting in accordance with section 6.5.2 Requisitioned by members;
- (j) submit a Member Proposal in accordance with section 6.2 Member proposals;
- (k) review the Society's documents after giving reasonable notice;
- (l) have access to the constitution and bylaws; and
- (m) have access to the latest financial statements and associated review reports).

General Members who are under age 18:

- (a) may only serve on the Board if the majority of the directors are at least age 18.

3.2.3 General Member obligations

General Members have an obligation to:

- (a) uphold the constitution and comply with these bylaws;
- (b) accept and agree to be bound by any decision made in accordance with the constitution or these bylaws;
- (c) observe and be bound by a code of ethics and any standards of practice as may be approved by the membership; and
- (d) pay dues, subscriptions and assessments levied in accordance with these bylaws and financial policies.

General Members are not liable for the Association's debts, liabilities or the consequences of any decisions made by the Board.

3.3 LIFETIME MEMBERS

3.3.1 Lifetime Member qualifications

Lifetime Members are individuals who:

- (a) have been general members in good standing for a period of at least two consecutive years; and
- (b) have been granted Lifetime Membership by the Board.

3.3.2 Lifetime Member rights and obligations

Lifetime Members:

- (a) have the same rights and obligations as General Members (see section 3.2.2).

Lifetime Members are not liable for the Association's debts, liabilities or the consequences of any decisions made by the Board.

3.4 SUPPORTING MEMBERS

3.4.1 Supporting Member qualifications

Supporting Members may be:

- (a) federal government departments, provincial government ministries, and municipal

- governments whose mandates relate to the Society's services and clients;
- (b) organizations that provide funding to the Society;
- (c) organizations that assist in the provision of the Society's services;
- (d) organizations that provide comparable or complementary services in the community;
- (e) educational institutions that provide training in fields allied with the services provided; and
- (f) researchers and research organizations working in allied fields.

3.4.2 Supporting Member rights and obligations

Supporting members have the right to:

- (a) attend and speak at general meetings;
- (b) be appointed to serve on committees of the Board;
- (c) attend Board meetings but may only speak if recognized by the Chair;
- (d) address the Board with permission of the Chair;
- (e) review the Society's documents after giving reasonable notice;
- (f) have access to the constitution and bylaws; and
- (g) have access to the latest financial statements and associated review reports.

Supporting Members have an obligation to:

- (a) uphold the constitution and comply with these bylaws;
- (b) accept and agree to be bound by any decision made in accordance with the constitution or these bylaws;
- (c) observe and be bound by a code of ethics and any standards of practice as may be approved by the membership; and
- (d) pay dues, subscriptions and assessments levied in accordance with these bylaws and financial policies.

Supporting **Members are not liable for the Association's debts, liabilities or the consequences of any decisions made by the Board.**

3.5 HONORARY MEMBERS

3.5.1 Honorary Member qualifications

The Board may recognize an individual with Honorary Membership who has:

- (a) served as an Officer or director on the Board;
- (b) served as the Chief Executive Officer for the Society;
- (c) rendered outstanding service to the Society; or
- (d) significantly contributed to the community reflecting the Society's Purpose.

3.5.2 Honorary Member rights and obligations

Any person who is a General Member or Lifetime Member at the time the Board confers them with an Honorary Membership:

(a) will retain the rights they had as a General or Lifetime Member.

Honorary Members have the right to:

- (a) attend and speak at general meetings;
- (b) be appointed to serve on a committee of the Board;
- (c) attend Board meetings but may only speak if recognized by the Chair;
- (d) address the Board with permission of the Chair;
- (e) review the Society's documents after giving reasonable notice;
- (f) have access to the constitution and bylaws; and
- (g) have access to the latest financial statements and associated review reports (if applicable).

There is an expectation that Honorary Members will:

- (a) act in a manner that supports the Society's purpose;
- (b) act in a manner consistent with the Society's code of conduct and standards of practice; and
- (c) not act in a manner that the Board considers may harm the Society or bring it into disrepute.

The Board may rescind the Honorary Membership if, in the sole opinion of the Board, the honoree has failed to meet the expectations.

Honorary Members, [including those with retained rights as a General Member or Lifetime member](#):

- (a) are not required to pay fees or dues; and
- (b) are not liable for the Association's debts, liabilities or the consequences of any decisions made by the Board.

Honorary **Members are not liable for the Association's debts, liabilities or the consequences of any decisions made by the Board.**

3.6 MEMBERSHIP DUES

3.6.1 Dues amounts

Members with voting rights:

- (a) will set the dues amounts for all classes of members at an annual general meeting; and
- (b) will consider changes at a general meeting if the dues increase exceeds 10%.

The Board:

- (a) may approve an increase of up to 10% in the dues;
- (b) will recommend any increase of more than 10% to the members for their consideration at the annual general meeting;
- (c) may waive, adjust the amount of or alter the payment schedule for the dues on a case-by-case basis;

- (d) will reflect the decision on the dues in the budget for the upcoming year at a Board meeting to be held within two months of taking office; and
- (e) will inform the members of the dues with the issuance of the dues invoice.

3.6.2 Dues for applicants

Applicants for membership:

- (a) must pay the annual dues applicable to the class of membership for which they are applying;
- (b) must pay the full amount irrespective of when during the financial year they apply for membership; and
- (c) will become members when the Board has approved their application for membership and the dues have been received.

3.6.3 Dues for General and Supporting Members

General Members and Supporting Members:

- (a) will be issued with an invoice before the start of each financial year;
- (b) are expected to pay the dues within 30 calendar days of the invoice being issued;
- (c) who do not pay the dues or make arrangements to pay within 30 calendar days will be in arrears and considered to be not in good standing; and
- (d) who do not pay or have not made arrangements to pay the dues within 60 calendar days will be deemed to have resigned.

3.6.4 Dues for Lifetime Members

General Members who have been approved for lifetime membership:

- (a) will pay the dues amount set by the Members at each AGM; and
- (b) will only pay the amount once at the time when their application for Lifetime Membership is approved by the Board.

3.6.5 Honorary Members

Honorary Members:

- (a) are not required to pay dues.

PART 4. PERIOD OF MEMBERSHIP

4.1 APPLYING FOR MEMBERSHIP

4.1.1 General and Supporting Members

Individuals and organizations wishing to become a General Member or Supporting Member:

- (a) must apply in writing to the Board for membership;
- (b) must provide the name of their representative if they are an organization; and
- (c) will be considered to be continuing members if they pay their dues on time for the upcoming year.

4.1.2 Lifetime Members

Individuals and organizations wishing to change from a General Membership to a Lifetime Membership:

- (a) must apply in writing to make the change;
- (b) will only pay dues once;
- (c) must inform the Board of any change in their representative if they are an organization; and
- (d) will be considered to be in good standing during the period of membership.

4.2 CONFERRING HONORARY MEMBERSHIP

The Board will confer Honorary membership:

- (a) for the lifetime of the member.

PART 5. DURATION OF MEMBERSHIP

A Member may have their membership suspended or terminated.

5.1 SUSPENDING A MEMBER

A member may have their membership suspended:

- (a) during an investigation of an alleged breach of the member's obligations under the bylaws; or
- (b) until corrective action has been taken.

The Board may:

- (a) suspend the membership of any member who is not in good standing for outstanding payments for up to 90 calendar days;
- (b) reinstate the member when all arrears have been paid; and
- (c) suspend the membership of any member whose conduct is or could be harmful to the Society in the sole judgement of the Board;

The Board must give the member:

- (a) not less than 14 calendar days' written notice of the time and place of the Board meeting at which the vote to suspend the membership is to be taken;
- (b) the reason(s) for the proposed suspension; and
- (c) the opportunity to speak at the Board meeting or provide a written submission of no more than 500 words before the Board votes on the resolution.

5.2 TERMINATE A MEMBERSHIP

General and Lifetime Members may **end the membership of a General, Lifetime, or Supporting Membership by special resolution at a general meeting** if they consider that:

- (a) the Member's conduct is or could be harmful to the Society in their sole judgement; or
- (b) the Member has willfully committed a breach of the bylaws.

The Board may:

- (a) terminate a membership on the basis of a deemed resignation if the member has not been in good standing for 90 calendar days after the money was payable.

The Board must:

- (a) notify the Member in writing of the proposed expulsion;
- (b) deliver the notice not less than 14 calendar days before the meeting;
- (c) state the time and place of the meeting;
- (d) provide the reason(s) for the proposed expulsion;
- (e) inform the Member proposed for expulsion of their right to address the meeting in person or in writing; and
- (f) vote by ballot to revoke membership.

The member proposed for expulsion:

- (a) must notify the Secretary at least one working day before the meeting if they wish to address the meeting;
- (a) must provide any written submission at least five working days before the meeting;
- (b) may present a written statement (not to exceed 500 words);
- (c) may address the meeting for no longer than five minutes; and
- (d) may not be present during the discussion or vote.

5.3 REINSTATEMENT AS A MEMBER

The Board, at its sole discretion, may later accept an application for membership from an expelled member.

5.4 END OF MEMBERSHIP

A member's membership ends:

- (a) if they are a General Member or Supporting Member and they do not renew their membership by paying the annual dues;
- (b) if they notify the Society that they wish to resign;
- (c) on her/his death if the member is an individual, or in the case of an organization, when that organization ceases to operate; or
- (d) on being expelled.

Members:

- (a) who cease to be members during a financial year will not receive a refund for the remaining period; and
- (b) who owe money to the Society remain liable for the payment even after termination of the membership.

PART 6. MEETINGS OF MEMBERS

6.1 GENERAL MEETINGS

There are two types of General Meetings: the annual general meeting and special general meetings.

6.1.1 Calling general meetings

The Board:

- (a) **must provide written notice calling a general meeting;**
- (b) give at least 21 calendar days notice before an annual general meeting and 14 calendar days before a special general meeting;
- (c) **give no more than 60 calendar days' notice in advance of the general meeting;**
- (d) **may waive or reduce the period if all members agree in writing;**
- (e) send the notice to each member's last provided email address;
- (f) post the notice on the Society's website for at least 21 calendar days before the annual general meeting, or 14 calendar days before a special general meeting;
- (g) specify whether the meeting will be fully or partially electronic or fully in-person;
- (h) state the time and reason for the meeting in the notice;
- (i) attach the agenda of the business to be transacted in the notice;
- (j) include the text of any special resolution;
- (k) send the notice to the members' email addresses where these have been provided; and
- (l) be available to all members but if by mistake a member does not receive the notice, the meeting can be held and the proceedings at the meeting are valid.

A member:

- (a) may waive their entitlement to be notified of a general meeting; and
- (b) is deemed to have waived entitlement to notification if they:
 - i) **are present at the meeting; unless**
 - ii) **are there to object that the meeting is not lawfully called.**

6.1.2 Quorum for general meetings

Quorum:

- (a) **is 12 members** in good standing who either participate in the meeting or have voted in advance of the meeting;
- (b) must participate in the meeting or have voted in advance for the proceedings of a general meeting to be valid;
- (c) is not needed to elect a chair, or to adjourn a meeting, or end a general meeting; and
- (d) is needed for all other business.

If there is no quorum:

- (a) within **30 minutes** from the time the meeting was set to start, the meeting:

- i) is terminated if it was requisitioned; or
 - ii) stands adjourned if it was called until the same day in the next week, at the same time and in the same place.
- (b) within 15 minutes of the start time for the adjourned meeting:
- i) **the voting Members present will constitute quorum for that meeting; and**
- (c) during a general meeting:
- i) business in progress is suspended until quorum is again present; and
 - ii) after 15 minutes, the meeting is terminated if it was requisitioned; or
 - iii) after 15 minutes, the meeting stands adjourned if it was called until the same day in the next week, at the same time and in the same place.

6.1.3 Proceedings at general meetings

The order of business at all general meetings is:

- (a) determining that there is a quorum;
- (b) electing the chair of the meeting if necessary;
- (c) confirming that the meeting will be conducted under Robert's Rules of Order;
- (d) approving the agenda; and
- (e) dealing with unfinished business from the previous general meeting.

If the meeting is the annual general meeting, the order of business continues with:

- (a) approval of the minutes of the last general meeting;
- (b) considering the financial statements;
- (c) considering the auditor's report;
- (d) receiving any other reports on Directors' activities and decisions since the previous annual general meeting;
- (e) considering Member Proposals;
- (f) appointing Directors; and
- (g) appointing an auditor.

If the meeting is a special general meeting, the order of business continues with:

- (a) dealing with special business included in the notice calling the meeting.

All general meetings conclude with:

- (a) adjourning the meeting.

6.1.4 Chairing a general meeting

The Board Chair will chair the general meetings.

If the Board Chair is unable to preside or is not present within 15 minutes of the start time in the notice, the meeting will be chaired by:

- (a) the Vice-Chair;

- (b) a director if the Vice-Chair is unable to preside; or
- (c) if none of these is available within 15 minutes of the time set for the meeting, the members present will elect a member to preside.

6.1.5 Participating in general meetings

All Members:

- (a) have the right to attend all general meetings; and
- (b) may participate in the proceedings.

All General and Lifetime Members:

- (a) may also vote on all matters if the member is in good standing.

Members may participate in a general meeting:

- (a) in person;
- (b) by telephone; or
- (c) using any electronic communication medium as long as all meeting participants are able to communicate with each other.

6.1.6 Adjourning a general meeting

A general meeting may be adjourned.

If a general meeting is adjourned, the Board must send a new notice if:

- (a) the meeting is adjourned for more than 10 calendar days; or
- (b) new items of business will be added to the agenda.

6.2 MEMBER PROPOSALS

General and Lifetime Members may propose items to be included in the agenda for an annual general meeting.

The proposal must:

- (a) be submitted by a minimum of two General and / or Fulltime members;
- (b) include the names and signatures of the members making the proposal;
- (c) include one statement in support of the proposal to be included in the meeting notice;
- (d) include a description on the proposal that together with the statement for the notice does not exceed 500 words; and
- (e) not be substantially the same as a proposal considered at a general meeting in either of the two previous calendar years.

The Board must:

- (a) include the proposal in the notice calling the annual general meeting if it receives the proposal at least 10 working days before the notice is sent;
- (b) must state the proposal, the members submitting the proposal, and one statement from the proposers in support of the proposal;

- (c) must distribute the proposal in advance of the meeting such that members who will vote in advance have sufficient time to do so;
- (d) may distribute the proposal either in advance of or at the meeting;
- (e) may decline the proposal if it is substantially the same as a proposal considered at the annual general meeting in the previous two years; and
- (f) must permit one of the members who submitted a valid proposal to present the proposal personally, and not by proxy, at the general meeting.

6.3 CONDUCT AT A GENERAL MEETING

6.3.1 Entitlements

Each General and Lifetime Member in good standing is entitled to:

- (a) propose or second a motion;
- (b) participate in the discussion;
- (c) cast one vote on each motion; and
- (d) assign their rights to a proxy holder:
 - i) in whole; or
 - ii) with stipulated limitations.

6.3.2 Participating by proxy

The member:

- (a) may only assigning a proxy to a General or Lifetime Member who:
 - i) is in good standing;
 - ii) does not hold more than five proxies; and
 - iii) will be in attendance at the meeting; and
- (b) must submit a completed Notification of Proxy form:
 - i) as stipulated in the policies; and
 - ii) be received by the Board Secretary at least 48 hours before the meeting.

6.3.3 Voting in advance

The member:

- (a) may vote by email, mail or fax in advance of the meeting;
- (b) may vote on some or all of the motion being proposed; and
- (c) must ensure that the Secretary receives their vote(s) at least 48 hours before the meeting.

6.3.4 Voting in person

The member may vote:

- (a) by attending the meeting in person either physically or electronically.

The vote will be by:

- (a) show of hands, oral vote or any other method at the meeting as long as the voters' intent is clear; or
- (b) ballot at the meeting:
 - i) if the motion is with respect to an identifiable company or individual;
 - ii) before a vote conducted as in (a) above, if the members present at the meeting vote by simple majority in favour of a ballot; or
 - iii) at the direction of the chair.

6.3.5 Amendments to the motion

Members who vote by proxy or in advance of the meeting should be aware that:

- (a) minor changes that do not alter the intent of the vote may be made to motions at the meeting; and
- (b) all matters where there are substantive changes proposed to motion(s) at the meeting will be referred back to the Board for further consideration.

The Board:

- (a) will inform members of the results of their deliberations; and
- (b) will bring matters referred back for further consideration back to the members at a general meeting to be held:
 - i) no more than six months later; or
 - ii) if an extension is required to complete the consideration, notify the members of the extension and provide the date for the meeting.

6.3.6 Voting results

If a vote does not have the majority required:

- (a) the chair does not have a second or casting vote; and
- (b) the proposed resolution does not pass.

The Chair must announce the outcome of each vote.

The Secretary will record the motion and results in the minutes of the meeting.

6.3.7 Changes approved at a general meeting

A change that is approved at a general meeting:

- (a) that alters the constitution or bylaws, goes into effect when it is uploaded onto the Registrar's system;
- (b) that changes a policy or procedure, goes into effect when the required changes have been prepared; and
- (c) does not invalidate any prior act that would have been valid if the change had not been made.

6.4 ANNUAL GENERAL MEETINGS

6.4.1 Timing

The Board:

- (a) **must approve the financial statements** no more than 90 calendar days after the end of the financial year of the report; and
- (b) **must hold the annual general meeting no later than six months after the end of the financial year that is being reported on in the financial statements.**

6.4.2 Ordinary business

Ordinary business at the annual general meeting is the:

- (a) adoption of the rules of order;
- (b) consideration of the financial statements;
- (c) consideration of the Directors' Report and any other reports from the Directors;
- (d) business arising out of any Directors' report that does not require a special resolution;
- (e) consideration of any auditors' reports;
- (f) election and appointment of Directors; and
- (g) appointment of an auditor.

At the annual general meeting, the Board must present:

- (a) the annual financial statements; and
- (b) the annual report.

At the annual general meeting, the members:

- (a) may adopt any changes to the rules of order;
- (b) must consider the financial statements and the annual report;
- (c) may elect members to be directors; and
- (d) must consider and vote on any special resolutions that were included with the notice calling the meeting.

6.4.3 Requesting items for inclusion

Members may ask that item(s) be added to the agenda.

The item:

- (a) will be included on the agenda distributed before the meeting if it is received up to 24 hours before the meeting notice is distributed;
- (b) may be put forward as a motion to amend the agenda when the motion to approve the agenda is tabled at the start of the meeting; and
- (c) may be added during the meeting if proposed, seconded and approved by a 2/3 majority

6.4.4 Adjourning an annual general meeting

The Chair:

- (a) may adjourn the meeting; and

- (b) must adjourn a meeting if so-directed by a simple majority of the voting members present.

Business at an adjourned meeting is restricted to the unfinished business from the adjourned meeting.

Unless the meeting is adjourned for 30 calendar days or more, the Board does not have to give notice of the:

- (a) adjourned meeting; or
- (b) the business to be transacted at the adjourned meeting.

6.5 SPECIAL GENERAL MEETINGS

6.5.1 Called by the Board

The Board:

- (a) **may call a general meeting at any time** to deal with item(s) that cannot be delayed until the next annual general meeting;
- (b) must provide notice of the meeting no more than 60 calendar days before and no less than 21 days before the meeting;
- (c) must send the notice of the meeting to all voting members; and
- (d) may send the notice by email.

The proceedings at the meeting are valid even if the Board accidentally omits to send the notice to a voting member or if the member does not receive the notice.

6.5.2 Requisitioned by members

General and Lifetime Members may requisition a general meeting.

The requisition:

- (a) must be submitted by **at least five** General and / or Lifetime Members in good standing;
- (b) **must show the names and signatures of the requisitionists;**
- (c) **must state the business to be discussed in no more than 500 words, including any special resolution the requisitionists wish to have considered;**
 - i) **may be made in a single record or may be several records in similar form;**
 - ii) **must be delivered to the Society's registered address; and**
 - iii) **must be sent to all Directors.**

The Board:

- (a) **must call the meeting within 21 calendar days of receiving the requisition or, failing to do so, the majority of the requisitionists may call the meeting;**
- (b) **must hold the meeting within no more than 60 calendar days after receiving the requisition;**
- (c) **must send the notice in the same manner as if they had called the meeting;**
- (d) **must conduct the meeting for the sole purpose stated in the requisition; and**

- (e) must reimburse the requisitionists for actual costs reasonably incurred unless the members vote not to do so by an ordinary resolution at the meeting.

6.5.3 Ordered by the Court

The court may order that a general meeting be held:

- (a) at the request of a voting member or a director; or
- (b) for any reason the court considers appropriate.

The court:

- (a) will direct how the meeting will be called, held and conducted;
- (b) will specify the notice, date, time, location and manner; and
- (c) may order that the quorum be varied or dispensed with at the meeting.

PART 7. BOARD OF DIRECTORS

7.1 BOARD DUTIES

The Board oversees the management of the Society's activities and internal affairs.

The Board:

- (a) will administer all the affairs of the Society;
- (b) will provide strategic direction to the Society;
- (c) will oversee the Society's operations;
- (d) will oversee the financial viability of the Society and set the budget;
- (e) will establish terms of reference for all committees of the Board; and
- (f) will employ a senior manager, to be known as the Chief Executive Officer, to be responsible for all operational duties delegated by the Board.

The Board:

- (a) may not delegate the responsibility for:
 - (i) setting and approving the budget;
 - (ii) approving the financial statements;
 - (iii) accepting the audit report on the financial statements; and
 - (iv) revoking membership.

7.2 BOARD POWERS

The Board:

- (a) can take any actions that the Society may take;
- (b) has the power to deal with all Society business between general meetings and
- (c) must comply with all laws affecting the Society, these bylaws and any policies or procedures that are passed at a general meeting.

7.2.1 Validity of acts

The Board's acts:

- (a) are valid:
 - (i) for the purpose of appointing directors to fill vacancies even if there are fewer than a quorum;
 - (ii) if they comply with the governance documents that were in place at the time; and
 - (iii) remain valid even if the governance is subsequently changed; and
- (b) are not invalid because of a defect in how director(s) were appointed.

7.2.2 Delegation

The Board may:

- (a) delegate tasks and responsibilities to individual Directors or committees;
- (b) delegate responsibilities of a director; and
- (c) cancel the delegation at any time.

7.3 BOARD COMPOSITION

The Board:

- (a) will have between 12 and 15 directors;
- (b) overall composition will have the necessary skills sets, background and characteristics; and
- (c) will be taken into account by the Nominations Committee in composing the slate of nominees for election to the Board.

The Chief Executive Officer is not a member of the Board but provides support to the Board and attends all Board meetings.

7.4 COMMITTEES OF THE BOARD

7.4.1 Establishing committees

The Board:

- (a) may establish standing and *ad hoc* committees to carry out tasks;
- (b) will establish terms of reference for each committee in policy;
- (c) will confirm the chair and members of the standing committees;
- (d) will appoint the chair and members of *ad hoc* committees; and
- (e) will ensure that at least one director is included on each committee to liaise with the Board.

7.4.2 Standing Committees

The following are standing committees of the Board.

7.4.3 Executive Committee

The Executive Committee:

- (a) consists of:

- i) Board Chair (chair);
 - ii) Chair, Quality Assurance and Improvement Committee (Vice-Chair);
 - iii) Treasurer;
 - iv) Secretary;
 - v) Chair, People and Culture Committee;
 - vi) Chair, Real Estate Committee;
 - vii) Past-Chair; and.
 - viii) CEO (support to the Committee).
- (b) acts on behalf of the Board in an emergency; and
- (c) meets in advance of the Board meeting as required.

7.4.4 Finance and Audit Committee

The Finance and Audit Committee:

- (a) consists of:
- i) the Treasurer (chair);
 - ii) a Vice-Chair appointed by the Board Chair;
 - iii) up to five members appointed by the Board Chair;
 - iv) the Board Chair (ex officio);and
 - v) the CEO (ex officio but without voting rights).
- (b) monitors financial performance, organizational risk reporting and audit performance;
- (c) proposes dues and fees for inclusion in the budget;
- (d) recommends the budget for the upcoming year;
- (e) advises and makes recommendations to the Board on financial, risk and audit matters.

7.4.5 Nominations Committee

The Nominations Committee:

- (a) consists of the Immediate Past Chair, the current Chair, and the incoming Chair;
- i) if any of these officers is unable to serve on the committee, the Board Chair may appoint another member of the Executive Committee who is not standing for election; and
 - ii) if no member of the Executive Committee qualifies to serve, the Board Chair may appoint another director who is not standing for election;
- (b) is chaired by the Past or Incoming Chair;
- (c) will determine the skills and knowledge profile of the Board from those standing and not standing for election;
- (d) will seek and receive nominations for candidates who are willing to stand for election;

- (e) will ensure that the slate for election will be at least sufficient to fill the required positions;
- (f) will ensure that all nominees are qualified and have agreed to stand for election / appointment in writing;
- (g) will manage the nominations process in accordance with the Nomination policy;
- (h) will identify and seek nominations for potential Honorary Memberships; and
- (i) will provide advice to the Board Chair on potential candidates for appointment to fill casual vacancies.

7.4.6 Quality Assurance and Improvement Committee

The Quality Assurance and Improvement Committee:

- (a) consists of:
 - i) the Board Chair (*ex officio*);
 - ii) a Chair and Vice-Chair appointed by the Board Chair;
 - iii) up to five members appointed by the Board Chair; and
 - iv) the CEO (who sits *ex officio* but without any voting rights);
- (b) ensures that an appropriate quality assurance and improvement framework is in place;
- (c) monitors the quality assurance and improvement framework;
- (d) reviews quality-related reports, including (but not limited to) client satisfaction, quality monitoring and quality improvement, client safety incidents; and accreditation results;
- (e) makes recommendations to the Board on quality assurance and improvement actions and activities; and
- (f) advises the Board on quality related issues.

7.4.7 People and Culture Committee

The People and Culture Committee:

- (a) consists of:
 - i) the Board Chair (*ex officio*);
 - ii) a Chair and Vice-Chair appointed by the Board Chair;
 - iii) up to five members appointed by the Board Chair; and
 - iv) the CEO (who sits *ex officio* but without any voting rights);
- (b) monitors the management and support of Beacon's people resources (paid and voluntary);
- (c) monitors people and culture satisfaction processes;
- (d) reviews people and culture related reports; and
- (e) advises and makes recommendations to the Board on people and culture related

issues and initiatives.

7.4.8 Governance Committee

The Governance Committee:

- (a) consists of:
 - i) the Board Chair (*ex officio*);
 - ii) a Chair and Vice-Chair appointed by the Board Chair;
 - iii) up to five members appointed by the Board Chair;
 - iv) the CEO (who sits *ex officio* but without any voting rights);
- (b) reviews and proposes changes to the constitution, bylaws and policies;
- (c) drafts the motions required for:
 - i) approval by the Members with respect to changes to the constitution or bylaws;
 - ii) approval by the Board with respect to policies;
- (d) makes recommendations to the Board related to governance documents; and
- (e) advises the Board on governance issues during the year.

7.4.9 Ad Hoc committees

The Board:

- (a) may establish *ad hoc* committees.

The *ad hoc* committee:

- (a) will have a Chair and Vice-Chair appointed by the Board Chair;
- (b) will carry out the tasks and duties assigned to them by the Board;
- (c) will make recommendations to the Board;
- (d) has no power to make decisions or take action; and
- (e) must report regularly and in a timely way to the Board on their activities, expenditures and outcomes.

7.5 PROCEEDINGS OF THE BOARD

7.5.1 Board meetings

The Board may meet:

- (a) in a fully or partial in-person or electronic meeting; and
- (b) at any time that it considers to be suitable but at least once in each financial quarter.

7.5.2 Quorum

A quorum of the Board is a simple majority of the Directors.

Directors who are unable to attend a meeting:

- (a) should notify the Secretary;

- (b) may vote in advance of the meeting;
- (c) must register any advance vote(s) with the Board Chair or Secretary; and
- (d) are then considered to be present for the purpose of a quorum.

7.5.3 Calling a meeting

The Chair:

- (a) may call a meeting of the Board at any time; and
- (b) must call at least one meeting in each financial quarter.

The Board:

- (a) will set the time and date of Board meetings for the upcoming year at the first meeting of the Board after the annual general meeting.

Any three Directors:

- (a) can require the Secretary to convene a Board meeting;
- (b) must make the request in writing; and
- (c) must give the reason(s) for the meeting.

The Secretary:

- (a) must convene the meeting within 14 calendar days of receiving the request (see section 10.9.2 Receiving records).

A majority of the Directors who requested the meeting:

- (a) can call the meeting if the meeting has not been held by the 14th day; and
- (b) must hold the meeting within 30 calendar days of the request being received.

7.5.4 Meeting notice

The Secretary:

- (a) must send notice of a Board meeting:
 - i) that was not prescheduled at least five working days in advance of the meeting; or
 - ii) that was already scheduled at least three working days in advance of the meeting;
- (b) does not have to send a meeting notice to:
 - i) a newly elected or a newly appointed director if the meeting is held immediately after the meeting at which the director was elected or appointed; and
 - ii) a director during any period when they are absent from British Columbia.

The Directors may waive the notice period if all agree.

7.5.5 Chairing the meeting

The Chair will chair the Board meetings.

Vice-Chair will chair the meeting if the Chair is not present 15 minutes after the meeting was scheduled to start.

The Directors may choose a director who is present to chair the meeting if neither the Chair nor the Vice-Chair is then present.

7.5.6 Participating in the meeting

Directors:

- (a) can participate in person, by telephone or by any other communication medium as long as all members are able to communicate with each other;
- (b) are considered to be present at the meeting regardless of how they participate; and
- (c) may not assign a proxy.

Members:

- (a) may be present at any Board meeting;
- (b) may address the Board if:
 - i) they make a request in writing;
 - ii) the request is delivered to the Chair at least five working days before the meeting in question; and
 - iii) the Chair, with the advice of the officers, approves the request.

7.5.7 Voting at a Board meeting

Directors:

- (a) may vote on resolutions at a Board meeting;
- (b) in advance of a Board meeting; or
- (c) by a consent resolution.

Resolutions:

- (a) are passed by:
 - i) a simple majority of the Directors; or
 - ii) special resolution if required in these bylaws; or
 - iii) passed as consent resolutions will be read into the minutes of the following Board meeting.

Voting:

- (a) is normally by a show of hands;
- (b) may be by written ballot if:
 - i) required by the bylaws;
 - ii) requested by the Chair; or
 - iii) requested by a majority of the Directors.

If a vote is tied:

- (a) the Chair does not have a second or casting vote; and
- (b) the resolution does not pass.

PART 8. DIRECTORS

8.1 DIRECTOR DUTIES

Directors:

- (a) will carry out the normal duties of such a position;
- (b) may be tasked with chairing a standing or *ad hoc* committee; and
- (c) will perform other duties as the Board may assign from time to time.

8.2 FIDUCIARY EXPECTATIONS

The Directors must:

- (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 these bylaws.

The Directors must:

- (a) without limiting the above, act with a view to the Society's purpose.

Nothing in a contract or the bylaws relieves a director from:

- (a) the duty to act in accordance with the Act and the regulations; or
- (b) liability for any negligence, default, breach of duty or breach of trust.

8.3 MATERIAL CONFLICT OF INTEREST

A director may have a 'material conflict of interest' in accordance with section 2.1 Definitions, Material Conflict of Interest (d).

8.3.1 Disclosure

The Director:

- (a) must disclose fully and promptly to the other Directors the nature and extent of the interest;
- (b) abstain from voting on the contract, transaction or matter under consideration;
- (c) leave the Directors' meeting, if any, when the issue is discussed;
- (d) may be present to provide information;
- (e) must not act in any way to influence the discussion or vote; and
- (f) is counted as being present for quorum.

8.3.2 Determination

The Board:

- (a) will consider any submission from a General and Lifetime Member or a Director that raises a question on a Director's conflict of interest;
- (b) will inform the Director of the report and investigation;

- (c) will provide an opportunity for the Director to provide relevant information; and
- (d) will in their sole and final judgement, determine whether or not there is a material conflict of interest.

A Director who is contracted to perform paid work for the Society and:

- (a) who will make a profit on the contract, must declare the conflict in advance;
- (b) who does not declare a conflict of interest in advance:**
 - i) must pay an amount equal to any profit; or**
 - ii) does not have to pay any penalty if after disclosure, the contract or transaction is approved by the Board or by a special resolution by the members.**

8.3.3 Records of material conflicts of interest

The conflict of interest must be recorded in:

- (a) the minutes of the Board meeting where the conflict of interest was disclosed; or**
- (b) the consent resolution of directors with respect to the conflict of interest.**

8.4 ELECTION OF DIRECTORS

8.4.1 Positions for election

Before each annual general meeting:

- (a) the Nominating Committee will recommend to the Board the number of positions that need to be filled; and
- (b) the Board will make a final decision and will inform the Nominations Committee.

8.4.2 Nominations for directors

The Nominations Committee:

- (a) will identify those Directors:
 - i) whose terms of office will continue after the AGM and who will thus remain on the Board;
 - ii) whose terms of office end at the AGM but who have not served the maximum term of office and are thus eligible for re-election; and
 - iii) who have served the maximum number of terms and who are thus not eligible for re-election.
- (b) will identify the skills, experience, and knowledge gaps;
- (c) will issue a call for nominations at least 21 calendar days before the annual general meeting;
- (d) will identify potential nominees who could meet the board requirements;
- (e) will close nominations seven calendar days before the annual general meeting; and
- (f) will prepare the election slate, ensuring that all nominees meet the required qualifications.

General and Lifetime Members in good standing:

- (a) can nominate any General or Lifetime Member who is in good standing Full Member;
- (b) must obtain the member's written consent to be nominated; and
- (c) submit the nomination to the Nominations Committee at least 10 calendar days before the annual general meeting.

8.4.3 Elected directors

The members will vote in accordance with section 6.3 Voting at a General Meeting in order to elect:

- (a) directors to fill vacancies on the Board at the annual general meeting; and
- (b) a member to replace a Director they have removed from office at a general meeting.

8.5 APPOINTMENT OF DIRECTORS

8.5.1 Appointment to fill a vacancy

The Board:

- (a) may appoint a member to fill a vacancy if a Director resigns or is deemed to have resigned; and
- (b) may leave a director position vacant if no member is willing to serve.

8.5.2 Qualifications

A Director must:

- (a) be a General and Lifetime Member;
- (b) be at least age 17 as of the annual general meeting;
- (c) not have been found to be incapable of managing his or her own affairs by any court in Canada or elsewhere;
- (d) not be an undischarged bankrupt;
- (e) not have been convicted in any jurisdiction 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 end of the period set for suspension of the passing of sentence without a sentence having been passed,
 - the imposition of a fine,
 - the end of the term of imprisonment, and
 - the end of the term of any probation, or
 - iii) 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:

- (f) not have been found guilty of an offense against a youth or vulnerable person by any court in Canada or elsewhere;
- (g) not have been found guilty of misconduct by an official sports organization;
- (h) have agreed in writing to serve on the Board; and
- (i) be appointed in accordance with these bylaws.

A Director:

- (a) must resign immediately if at any point they:
 - i) **declare that they are no longer qualified; or**
 - ii) **the Board deems that they have ceased to be qualified.**

8.6 DIRECTORS' TERMS OF OFFICE

8.6.1 Elected directors

Directors who are elected at the annual general meeting:

- (a) can serve for up to six years, consisting of two consecutive three-year terms, excluding any appointed or *ex officio* terms;
- (b) retire from office at the annual general meeting when their successors are elected; and
- (c) are eligible for re-election after a break of at least one year after serving on the Board as an elected or *ex officio* Director.

The Members may approve an exemption to the consecutive term limitation.

8.6.2 Appointed directors

Directors who are appointed between annual general meetings to fill a vacant position:

- (a) hold office until the next annual general meeting; and
- (b) are eligible for election at the annual general meeting.

8.7 RESIGNATION OF A DIRECTOR

A Director who intends to resign:

- (a) must do so in writing; and**
- (b) must stipulate if the resignation is effective:**
 - i) when the Society receives the resignation;**
 - ii) on a specified date; or**
 - iii) on the occurrence of a specified event.**

The Board can deem a Director to have resigned from the Board if:

- (a) the Director has not attended at least 50% of the Board meetings in any 12-month period;
- (b) the Director has not attended three consecutive Board meetings without a reason that the Board considers to be valid;
- (c) the Director is not in good standing for a period of 12 months; or

(d) the Director ceases to be a member.

8.8 REMOVAL OF A DIRECTOR

The General and Lifetime Members can remove a Director if:

- (a) they consider that the Director's conduct has been contrary to the best interests of the Society; and
- (b) they vote by special resolution at a general meeting to do so.

The Board must give the Director:

- (a) not less than 14 calendar days' written notice of the time and place of the general meeting at which the vote is to be taken;
- (b) the reason(s) for the proposed expulsion; and
- (c) the opportunity to speak to the Members and / or provide a written submission before the Board votes on the resolution.

The appellant:

- (a) may present a written statement (not to exceed 500 words) or may speak to the membership; but
- (b) may not be present during the discussion or vote.

The Board must:

- (a) send a notice to the members calling a general meeting;
- (b) include the text of the special resolution and the reason(s) for the proposed removal; and
- (c) include the written statement from the Director in question if it is received before the Board sends out the notice.

The Members:

- (a) will vote by ballot.

8.9 PROTECTION OF DIRECTORS

8.9.1 Liability of directors

A Director is not liable for the consequences of any decision or action if they:

- (a) carried out the duties reasonably and in good faith; and
- (b) relied on:
 - i) the financial statements;
 - ii) a financial review report;
 - iii) written report from a qualified professional;
 - iv) a statement of fact from another Director; or
 - v) any information a court considers provides reasonable grounds for the actions.

The Society will purchase and maintain insurance to protect the Directors and the Executive Director against any liability that may be incurred by having been a director or

the Executive Director.

8.9.2 Indemnification

The Society **may**:

- (a) indemnify the Directors against all penalties in respect of a legal proceeding or investigative action;
- (b) purchase indemnification insurance; and
- (c) pay expenses actually and reasonably incurred.

8.10 REMUNERATION

No Director will be paid for or profit from serving as a director or in any capacity from serving as a director.

Directors will be reimbursed for all necessary and reasonable expenses that they incur as directors.

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

PART 9. OFFICERS

9.1 OFFICER POSITIONS

The Officers are the:

- (a) Chair;
- (b) Vice-Chair;
- (c) Secretary;
- (d) Treasurer; and
- (e) Immediate Past-Chair.

The Board may combine the duties of the Secretary and Treasurer into a Secretary-Treasurer position.

9.2 OFFICERS' DUTIES

9.2.1 Chair

The Chair:

- (a) chairs the Board and general meetings;
- (b) provides leadership and direction to the Board and committees;
- (c) may move or second a resolution;
- (d) may delegate responsibilities to Directors;
- (e) chairs the Executive committee and sits as an *ex officio* member on all other committees;
- (f) represents the Society in public presentations; and
- (g) performs such other duties as the Board may determine from time to time.

9.2.2 Vice-Chair

The Vice-Chair:

- (a) carries out the Chair’s duties if the Chair is absent or otherwise unable to act; and
- (b) performs such other duties as the Board may determine from time to time.

9.2.3 Secretary

The Secretary:

- (a) is responsible for the Board and Society’s correspondence;
- (b) issues notices of general meetings and board meetings;
- (c) takes and stores minutes of board and general meetings;
- (d) has custody of all the Society’s records and documents except those kept by the treasurer; and
- (e) maintains the register of members.

If the secretary is absent from a meeting, the chair will appoint another person to assume the duties for the meeting.

9.2.4 Treasurer

The Treasurer:

- (a) ensures that the financial records, including books of account, are kept in accordance with legally required standards;
- (b) provides financial reports to the Board when required;
- (c) ensures that all accounts receivable and accounts payable are attended to in a timely manner;
- (d) ensures that all funds are properly secured;
- (e) prepares or has the financial statements prepared in compliance with the Societies Act;
- (f) provides financial statements to the Board, members and others as required; and
- (g) presents the annual financial statements for the preceding year at the annual general meeting.

9.3 ELECTION OF OFFICERS

The Board:

- (a) will elect the Officers at the first board meeting after the annual general meeting; and
- (b) may elect a Director to serve in an officer position more than once.

The Past-Chair serves *ex officio* so does not require appointment to the Board or election as an officer.

9.4 RESIGNATION OF AN OFFICER

If an Officer resigns from an officer position and remains on the Board, the Board:

(a) must assign the officer duties to another Director.

If an Officer resigns from an officer position and leaves the Board, the Board:

- (a) must assign the officer duties to another Director; and
- (b) may appoint another member to fill that Director's position in accordance with section 7.5.1, Appointment to fill a vacancy

9.5 REMOVAL OF AN OFFICER

The Board:

- (a) can remove a Director from an officer position; but
- (b) cannot remove a Director from the Board (see section 7.9, Removal of a Director).

To do so, the Board must:

- (a) notify the Officer of the proposed removal;
- (b) call a Board meeting;
- (c) distribute the resolution for removal at least seven calendar days before the meeting;
- (d) hear and / or read any presentation from the Officer in question before voting;
- (e) pass the resolution with a 2/3 majority;
- (f) send a copy of the resolution to the Director; and
- (g) elect a replacement officer for the remainder of the term.

PART 10. FINANCE

10.1 FINANCIAL YEAR

The financial year is from April 1 to March 31.

10.2 BANKING

All Society funds will be deposited:

- (a) in a financial institution that,
 - i) is regulated by the Superintendent of Financial Institutions;
 - ii) carries on a banking business;
 - iii) is selected by the Board; and
 - iv) is to the credit of the Society.

10.3 PAYMENT OF ACCOUNTS

The Board:

- (a) will ensure that all funds are used solely in support of the Purpose; and
- (b) will not distribute any gain, profit or dividend or otherwise dispose of its assets to a member of the society without receiving full and valuable consideration.

The CEO:

- (a) may approve expenditures that have been approved by the Board in the budget.

10.4 BORROWING POWERS

The Board may at their discretion:

- (a) borrow money; and
- (b) issue bonds, debentures, notes or other evidences of debt obligations
 - i) at any time;
 - ii) to any person; and
 - iii) for any consideration.

10.5 FINANCIAL STATEMENTS

The Board, at each annual general meeting:

- (a) must present the financial statements for the period;
 - i) beginning immediately after the end of the preceding financial year,
 - ii) ending not more than six months before the annual general meeting at which the financial statements are presented, and
 - iii) the financial review report, if any, on those financial statements.

10.6 AUDIT OF ACCOUNTS

The Society is required to have an audit conducted on the financial statements.

10.6.1 Appointment of the auditor

The Auditor:

- (a) will be appointed at each annual general meeting by ordinary resolution; and
- (b) will hold office until the close of the following annual general meeting or until a successor auditor is appointed.

10.6.2 Qualifications of the auditor

The auditor:

- (a) must be a member of, or in a partnership whose partners are members of:
 - i) a Provincial or Territorial Institute/Ordre of Chartered Accountants within Canada, or
 - ii) the Certified General Accountants Association of British Columbia, or
 - iii) certified, under the *Business Corporations Act*, by the Auditor Certification Board of that Act.
- (b) must be independent of the society:
 - i) cannot be a director or employee of the society; or
 - ii) an immediate relative of a director or employee of the society; and
 - iii) must immediately resign if they cease to be qualified.

10.6.3 Removal of the auditor

The General and Lifetime Members:

- (a) may, by ordinary resolution, remove the auditor before the end of the auditor's term of office;
- (b) must, at least 14 calendar days before the meeting, provide written notice to the auditor giving the date of the meeting and copies of all the materials to be sent to the members for the meeting;
- (c) must send any written representations from the auditor with the notice calling the meeting if such documents are received at least seven calendar days before the meeting; and
- (d) must, by ordinary resolution, appoint a person as auditor to remain as auditor until the end of the next annual general meeting.

The auditor:

- (a) may send written representations respecting the proposed removal.

10.6.4 Audit report

The Society:

- (a) must provide the auditor with all information and explanations the auditor requires;
- (b) must allow access to all the society's records;
- (c) may require the auditor to attend the annual general meeting if a member so-requests at least seven calendar days before the meeting;
- (d) must communicate to the auditor any material facts that come to their attention after the meeting that could require a change in the financial statements;
- (e) must change the financial statements accordingly;
- (f) must send the amended financial statements to the auditor and the members explaining the amendment.

The auditor:

- (a) must prepare a report on the financial statements consistent with the financial statements that related to the preceding period;
- (b) must state in the report their opinion on whether the financial statements fairly reflect the society's financial position;
- (c) must state reasons for any qualifications made in the report;
- (d) must prepare the report in accordance with generally accepted accounting principles;
- (e) is entitled to receive notice and other communication being sent to the society's members related to the annual general meeting at which the audit report will be presented;
- (f) is entitled to be present and to be heard at the annual general meeting on the financial statements;

- (g) must answer any questions regarding the financial statements; and
- (h) must review and amend their report based on facts and an amended financial statements received after the annual general meeting.

PART 11. SOCIETY RECORDS

11.1.1 Records to be kept

The Society will keep two kinds of records, those that:

- (a) relate to the formation of the society, from official bodies, and the composition of the society; and
- (b) relate to the operation of the society.

11.1.2 Foundational records

The Society must keep records related to its formation, registers of members and directors and records related to the Society as a whole:

- (a) the certificate of incorporation as a society;
- (b) certified copies from the Registrar of the:
 - i) constitution;
 - ii) bylaws;
 - iii) statement of directors; and
- (c) statement of the Society's office;
- (d) copies of records from the Registrar, other than in response to a request;
- (e) orders from any:
 - i) court or tribunal, and
 - ii) government body, agency or official;
- (f) the register of directors with their contact information;
- (g) consents to act as director, declarations of conflict of interest and resignations;
- (h) disclosures of interest by Directors or the Executive Director;
- (i) register of members, by classes of members with contact information;
- (j) the minutes of general meetings, including the text of each resolution passed;
- (k) consents to resolutions received from Members in the case of consent resolutions;
- (l) the financial statements; and
- (m) reviews of the financial statements.

11.1.3 Operational records

The Society must keep records of its operations:

- (a) the minutes of each meeting of directors, including:
 - i) a list of the Directors present, and

- ii) **the text of each resolution passed at the meeting**
- (b) a copy of each consent resolution and a copy of each of the consents;
- (c) accounting records of each transaction that materially affected the financial position; and
- (d) audit reports.

11.2 DISPOSAL OF RECORDS

The Society may dispose of records that:

- (a) were created or last altered more than 10 years previously; and
- (b) are no longer relevant to the activities or internal affairs of the Society.

11.3 LOCATION OF RECORDS

The Society will keep non-electronic and electronic records at the Society's registered office.

The Board may approve other location(s) at which some or all of the records may be kept.

If there are records that are not kept at the registered office, the Society must have a written notice at the registered office showing the location(s) and the records that are stored there.

11.4 MAINTENANCE OF RECORDS

The Society will take reasonable precautions in preparing and keeping the records to:

- (a) keep the records in a complete state;
- (b) avoid loss, destruction or damage to the records;
- (c) prevent tampering with the records; and
- (d) make access simple, reliable and prompt.

11.5 INSPECTION OF RECORDS

The Directors, Members and other authorized persons must be able to inspect the books and records at all reasonable times.

11.5.1 Directors

Directors may, without charge, inspect any Society record in section 10.1, Records to be kept.

11.5.2 Members

Members may, without charge, inspect:

- (a) the records listed in section 10.1 Records to be kept;
- (b) directors' disclosures of interest;
- (c) Board meeting minutes;
- (d) consent resolutions;
- (e) accounting records that affect the financial position; and
- (f) financial statements.

11.5.3 Public

A member of the public:

- (a) is entitled to inspect the financial statements if they have paid the fee specified in the regulations.

11.6 ACCESS TO THE RECORDS

The Society may set:

- (a) a reasonable period of notice;
- (b) reasonable restrictions on the times for the inspection.;
- (c) must provide a copy of the financial statements no later than 14 calendar days after receiving the request and payment.

11.6.1 Access by members

Members who want to inspect the register of members must:

- (a) apply for access in writing;
- (b) state their name; and
- (c) state that the information obtained will only be used to:
 - i) requisition or call a general meeting;
 - ii) seek support for a member proposal; or
 - iii) influence the voting of members.

The Society:

- (a) will provide members access to all documents that they are entitled to see;
- (b) may impose a reasonable period of notice;
- (c) may place reasonable restrictions on the times during which the member may inspect the documents; and
- (d) will do so without charge.

11.6.2 Provision, restriction, denial of access

The Board:

- (a) may restrict access if it considers the release may be harmful to the Society or one or more members;
- (b) will restrict access to the Directors' register unless the information will be used solely for the Society's activities or internal affairs; and
- (c) will provide access only if the information will be used for organizational purposes.

The Society will:

- (a) respond to requests for inspection within 14 calendar days;
- (b) provide a member with a copy of the constitution, bylaws and most recent financial statements without charge; and

- (c) determine whether to charge a fee and set that fee in accordance with the Regulations.

11.7 INSPECTION OF REGISTERS

11.7.1 Register of members

The Board may, by resolution, restrict a member's right to inspect the Register of Members if they determine that inspection would be harmful to the Society or to the interests of one or more of its members.

If the rights have been restricted, a member may apply in writing to the society to inspect the register of members.

The application must:

- (a) include the applicant's name, and
- (b) confirm that the information will only be used to:
 - i) requisition or call a general meeting;
 - ii) submit a Members' Proposal; or
 - iii) influence the voting of members.

If the application is approved, the member may inspect the register without charge.

The Board may:

- (a) impose a reasonable period of notice; and
- (b) restrict the times during which the member may inspect the register of members.

Any member who inspects the register of directors can only use the information in connection with matters related to the Society's activities or internal affairs.

11.7.2 Register of directors

The register of directors can only be used in connection with matters related to the Society's activities or internal affairs.

11.8 COPIES OF RECORDS

A member may request a copy of any document which they are entitled to access.

The Society:

- (a) may charge a fee unless these bylaws say that the person may receive the copy free of charge;
- (b) will provide the copy if any required fee is paid; and
- (c) will send the copy no later than 14 calendar days after the request is received and any required fee has been paid.

11.9 SENDING AND RECEIVING RECORDS

11.9.1 Sending records

The Society will provide the records by:

- (a) email, fax or mail if the recipients provides that information;

- (b) pick-up at the registered office;
- (c) delivery, at cost to the recipient, to the address provided by recipient; or
- (d) any other manner agreed to by the parties.

11.9.2 Receiving records

A record is considered to have been received at the beginning of the:

- (a) 3rd day after the record is delivered to the delivery address;
- (b) 5th day after the record is mailed; and
- (c) 3rd day after the record is emailed or faxed.

11.9.3 Records served

The Society may be served a record if it is delivered to the registered office or to a Director.

PART 12. SEAL

The Society does not use a seal.

PART 13. AMENDMENTS

The Board:

- (a) may approve minor changes to these bylaws that do not:
 - i) add a new provision or clause; or
 - ii) alter the intent of a provision or clause.

The Society:

- (b) must approve all substantive changes to the bylaws at a duly called general meeting with a special resolution;
- (c) must update the bylaws on the BC Registry; and
- (d) must make the amended bylaws available to the Members.

PART 14. DISSOLUTION

The Society:

- (a) may submit a request to the Registrar to dissolve the society;
- (b) must pay all obligations before distributing any residual funds or assets;
- (c) must return any remaining funds received as a grant or contribution from the Government of BC for any purpose other than the provision of affordable housing, to the Minister of Finance of the Province of British Columbia;
- (d) will distribute any residual funding received from the British Columbia Housing Management Commission for the purpose of providing affordable housing to an organization or organizations carrying out similar purposes;
- (e) may distribute any other remaining assets to:

BYLAWS

- i) a registered society whose aims or purpose is aligned with the Society, or
- ii) a qualified recipient by ordinary resolution of the General and Lifetime Members;
or
- iii) if passing an ordinary resolution is not feasible, as specified in a Board resolution.

Provision (c) may not be altered without the written consent of the designated British Columbia Minister responsible.

Provision (d) may not be altered without first obtaining the written consent of the British Columbia Housing Management Commission.