


CAROL PREST

Hornby Island Housing Society

Bylaws

**As established by the Articles of Incorporation dated Jan. 14, 1992 and amendments
adopted October 19, 2008, May 26, 1992, September 13, 1993, October 25, 1995,
July 28, 2015, September 08, 2017, July 16, 2018**

PART 1 – DEFINITIONS AND INTERPRETATION

1.1 In these Bylaws:

“Act” means the *Societies Act* of British Columbia as amended from time to time;

“Board” means the directors of the Society;

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

“Director”, in relation to a Society, means an individual who has been designated, elected or appointed, as the case may be, in accordance with section 42 of the Act [*designation, election and appointment of directors*], as a member of the board of directors of the Society, regardless of the title by which the individual is called;

“Extraordinary meeting” means a meeting of members of the organization which occurs at an irregular time. An example would be when an issue arises that needs input from the entire membership that is too urgent or serious to wait to the next annual general meeting.

“General meeting” means a general meeting of the members of a Society; either an annual general meeting or an extraordinary general meeting.

“Member”, in relation to a Society, means a person who becomes, in accordance with the Bylaws, a member of the Society and who remains a member of the Society;

“Ordinary resolution” means any of the following:

- (a) a resolution passed at a general meeting by a simple majority of the votes cast by the voting members, whether cast in person or by proxy;
- (b) a resolution consented to in writing, after being sent to all of the voting members, by at least 2/3 of the voting members;
- (c) if the Bylaws authorize indirect or delegate voting or voting by mail or another means of communication, including by fax, email or other electronic means, a resolution passed by a simple majority of the votes cast, in accordance with the Bylaws, on the resolution;

"Special resolution" means any of the following:

- (a) a resolution passed at a general meeting by at least 2/3 of the votes cast by the voting members, whether cast in person or by proxy;
- (b) a resolution consented to in writing by all of the voting members;
- (c) if the Bylaws authorize indirect or delegate voting or voting by mail or another means of communication, including by fax, email or other electronic means, a resolution passed by at least 2/3 of the votes cast, in accordance with the Bylaws, on the resolution;

"the Society" means Hornby Island Housing Society;

"Voting member" means a member of a Society who has the right to vote under section 84 (1) *[right to vote]*.

- 1.2 The definitions in the Act apply to these Bylaws.
- 1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

PART 2 — MEMBERSHIP

- 2.1 A person may apply to the directors for membership in the Society and on acceptance by the directors is a member.
- 2.2 On being admitted to membership, each member is entitled to, and the Society must give the member without charge, a copy of the constitution and Bylaws of the Society.
- 2.3 Every member must uphold the constitution and comply with these Bylaws.
- 2.4 The amount of the membership dues, if any, must be determined by the directors and approved by membership at an annual general meeting of the Society.
- 2.5 A person ceases to be a member of the Society by:
 - (a) delivering their resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society,
 - (b) on their death or, in the case of a corporation, on dissolution,
 - (c) on being expelled, or
 - (d) on having been a member not in good standing for 6 consecutive months.

- 2.6 A member may be expelled by a special resolution of the members passed at a general meeting.
- (a) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
 - (b) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 2.7 All members are in good standing except a member who has failed to pay their membership fee, if any, or any other subscription or debt due and owing by the member to the Society, and the member is not in good standing so long as the debt remains unpaid.
- 2.8 A voting member who is not in good standing
- (a) may not vote at a general meeting, and
 - (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

PART 3 — GENERAL MEETINGS OF MEMBERS

- 3.1 An extraordinary general meeting is every general meeting other than an annual general meeting. The directors may, when they think fit, convene an extraordinary general meeting.
- 3.2 An annual general meeting must be held at least once in every calendar year.
- 3.3 A general meeting (annual or extraordinary) must be held at the time and place the Board determines.
- 3.4 Notice of a general meeting must be given to:
- (a) every member shown on the register of members on the day notice is given;
 - (b) the auditor, as applicable;
- No other person is entitled to receive a notice of a general meeting.
- 3.5 A notice of meeting must be given 21 days prior to the date of the meeting. The notice may be given to a member, either personally, by mail, email or other electronic means to the member at the member's registered physical and/or electronic address. It may also be given by posting a notice for three consecutive prior weeks in a weekly Hornby Island newsletter.

- 3.6 A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- 3.7 Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business in sufficient detail to permit a member to form a reasoned judgment concerning that business.

The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

- 3.8 The order of business at a general meeting is as follows:
- (a) elect an individual to chair the meeting, if necessary;
 - (b) determine that there is a quorum;
 - (c) approve the agenda;
 - (d) approve the minutes from the last general meeting;
 - (e) deal with unfinished business from the last general meeting;
 - (f) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements;
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting;
 - (iii) elect or appoint directors; and
 - (iv) appoint an auditor, if any;
 - (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
 - (h) terminate the meeting.

PART 4 — PROCEEDINGS AT GENERAL MEETINGS

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

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

4.2 Special business is:

- (a) all business at an extraordinary general meeting except ordinary business as listed in 4.1 above, as well as:
- (b) all business conducted at an annual general meeting, except the following:
 - (i) the other business that, under these Bylaws, ought to be conducted at an annual general meeting;
 - (ii) (or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

4.3 The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or
 - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

- 4.4 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.
- 4.5 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.
- 4.6 The quorum for the transaction of business at a general meeting is 5 voting members.
- 4.7 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
 - (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.
- 4.8 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.9 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.
- 4.10 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

- 4.11 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.
- 4.12 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.
- 4.13 Voting by proxy is not permitted.
- 4.14 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

PART 5 — DIRECTORS AND OFFICERS

- 5.1 The directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to
 - (a) all laws affecting the Society,
 - (b) these Bylaws, and
 - (c) rules, not being inconsistent with these Bylaws, that are made from time to time by the Society in a general meeting.
- 5.2 The president, vice president, secretary, treasurer and one or more other persons are the directors of the Society.
- 5.3 The number of directors must be 5 or a greater number determined from time to time at a general meeting.
- 5.4 Directors shall be elected for a two-year term with approximately one half of the directors being elected at each annual general meeting.
- 5.5 President, vice president, secretary, treasurer are agreed upon by the Board members at the first Board of Director's meeting after the annual general meeting.
- 5.6 If a successor is not elected, the person previously elected or appointed may continue to hold office.

- 5.7 The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors. A director so appointed holds office only until the conclusion of the next annual general meeting of the Society, but is eligible for re-election at the meeting.
- 5.8 The members may, by special resolution, remove a director, before the expiration of their term of office, and may elect a successor to complete the term of office.

PART 6 – DIRECTORS’ MEETINGS

- 6.1 A directors’ meeting may be called by the president or by any 2 other directors.
- 6.2 At least 2 days’ notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period.
- 6.3 The accidental omission to give notice of a directors’ meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.
- 6.4 The directors may regulate their meetings and proceedings as they think fit.
- 6.5 The quorum for the transaction of business at a directors’ meeting is a majority of the directors.
- 6.6 In the case of urgent business, if a meeting quorum cannot be physically satisfied, then voting may be carried on by electronic participation.
- 6.7 A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.
- 6.8 The directors may, as they see fit, meet at the places they think deem appropriate to conduct business, adjourn and otherwise regulate their meetings and proceedings.
- 6.9 The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
- 6.10 A director may at any time, on the request of a director, must convene a meeting of the directors.
- 6.11 The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.

- 6.12 A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
- 6.13 A committee must 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 appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
- 6.14 The members of a committee may meet and adjourn as they think proper.

PART 7 — BOARD POSITIONS

- 7.1 Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:
- (a) president;
 - (b) vice-president;
 - (c) secretary;
 - (d) treasurer.
- 7.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.
- 7.3 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.
- 7.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.
- 7.5 The secretary is responsible for doing, or making the arrangements necessary for, the following:
- (a) conduct the correspondence of the Society;
 - (b) issue notices of meetings of the Society and directors;
 - (c) take minutes of all meetings of the Society and directors;
 - (d) keep all records and documents of the Society except those required to be kept by the treasurer;

- (e) file the annual report of the Society and making any other filings with the registrar under the Act.
- (f) maintain the register of members.

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

- (a) Receiving and banking monies collected from the members or other sources;
- (b) Keeping accounting records in respect of the Society's financial transactions necessary to comply with the *Societies Act*;
- (c) Preparing the Society's financial statements;
- (d) Making the Society's filings respecting taxes;
- (e) Rendering financial statements to the directors, members and others when required.

7.7 The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.

7.8 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

PART 8 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

- 8.1 To further clarify bylaw 11.2, directors may not be remunerated in any capacity; however directors may be reimbursed for necessary and reasonable expenses incurred while acting on behalf of the Society. The society will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.
- 8.2 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 to the personal benefit of the members thereof, and profits or other accretions to the Society shall be used solely to promote its objectives. This paragraph was previously unalterable.
- 8.3 A contract or other record to be signed by the Society must be signed on behalf of the Society by 2 or more members of the Board Executive Committee, as authorized by the Board as a whole.

PART 9 — BORROWING

- 9.1 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 of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
- 9.2 A debenture must not be issued without the authorization of a special resolution.
- 9.3 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

PART 10 — AUDITOR

- 10.1 This Part applies only if the Society is required or has resolved to have an auditor.
- 10.2 The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
- 10.3 At each annual general meeting the Society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
- 10.4 An auditor may be removed by ordinary resolution.
- 10.5 An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 10.6 A director or employee of the Society must not be its auditor.
- 10.7 The auditor may attend general meetings.

PART 11 – PREVIOUS CONSTITUTION PROVISIONS

- 11.1 Upon windup or dissolution of the Society the assets remaining after the payment of all costs, charges and expenses properly incurred in the windup, and after the payment to any and all employees of the Society of any arrears of salaries or wages, and after payment of any debts of the Society, shall be distributed to a charitable organization or organizations with comparable objectives, and registered under the provisions of the Income Tax Act, which shall be designated by the Board of Directors. This provision was previously unalterable.
- 11.2 Directors serve without remuneration, and the directors shall not receive, directly or indirectly, any profits from their positions as directors but may be paid reasonable expenses incurred in the performance of their duties. This provision was previously unalterable.
- 11.3 During the Society's active existence, the Society shall not dispose of its assets to a member of the Society without receiving full and valuable consideration. This paragraph was previously unalterable.

PART 12 – MISCELLANEOUS

- 12.1 The society will not alter or delete the affordable housing purpose set out in paragraph 1. a) of its constitution and the society will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.
- 12.2 These Bylaws must not be altered or added to except by special resolution.