



People for a Healthy Community

NEIGHBOURS HELPING NEIGHBOURS

BYLAWS

(Last Filed - Jan 3, 2023)

(Last Altered - Special Resolution Approved May 25, 2021)



Part 1: Interpretation

- 1.1 In these bylaws unless the context otherwise requires:
- a. “directors” means the current directors of the Society;
 - b. “Gabriola Island” means the area defined as Area B within the REgional District of Nanaimo, which includes the surrounding islands;
 - c. “registered address” of a member means the address as recorded in the register of members;
 - d. “Societies Act” means the Societies Act (SBC 2015) Chapter 18, as amended from time to time; and
 - e. “Society” means the People for a Healthy Community on Gabriola Society.
- 1.2 The definitions in the Societies Act on the date these bylaws become effective apply to these bylaws.
- 1.3 A member is entitled to a copy of the constitution and bylaws on payment of the sum of one dollar.
- 1.4 The Society shall be carried on without purpose of gain for its directors and any profit or accretions to the Society shall be used only in promoting its objects. This provision was previously unalterable.
- 1.5 Upon the dissolution of the Society, any assets remaining after satisfaction of the Society’s debts and liabilities shall be given to one or more charitable organizations which provide service on Gabriola. This provision was previously unalterable.
- 1.6 These bylaws shall not be altered or added to except by special resolution at a general meeting.

Part 2: Membership

- 2.1 The members of the Society are:
- a. the application for incorporation of the Society; and
 - b. those persons who are admitted to membership by the Board of Directors.
- 2.2 Eligibility for Membership: A person may apply to the Board of Directors to become a member and, upon fulfillment of the membership requirements, may become a member in one of the following categories:
- a. Regular Members: Those residents of the Regional District of Nanaimo Electoral Area B over the age of 18 years who have made an application to the Board of Directors, whose applications have been approved by the Board of Directors and who have paid the prescribed membership fee will have full voting rights.



- b. Business Members: Those corporate or unincorporated groups who have passed a resolution declaring their support for the purposes of the Society, have made application to the Board of Directors, whose applications have been approved by the Board of Directors and who have paid the prescribed membership fee. A single representative for each such group will have full voting rights.
- c. Honorary Members: Those persons who have rendered exemplary or special service to the Society, as determined by the Board of Directors. Honorary Members will be invited to apply for membership and will have a lifetime right to vote without payment of prescribed membership fees.

2.3 Rights and Obligations of Members

- a. All members have the right to attend general meetings of the Society, to propose issues for discussion, to address matters being discussed and to vote.
- b. Every voting member must uphold the constitution of the Society and comply with these bylaws.

2.4 Termination of Membership: A person shall cease to be a member of the Society:

- a. by delivering a notice of resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society,
- b. by ceasing to be eligible for membership, or
- c. on being expelled.

2.5 If a member becomes ineligible for membership solely by reason of having failed to pay a prescribed membership fee, eligibility will be restored if payment is made within six months of the date that the membership fee became due.

2.6 A member may be expelled by a special resolution passed at a general meeting. The notice of special resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion. The person who is the subject of the special resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

Part 3: General Meetings of Members

- 3.1 General meetings of the Society will be held in accordance with the Societies Act and at the time and place that the directors decide.
- 3.2 General meetings of the Society will require fourteen days notice.
- 3.3 Notice of a general meeting shall specify the place, day and hour of meeting and, in case of special business, the general nature of that business and be sent electronically to members via email. If a member has not provided an email address, notice shall be sent by mail to the member's registered address.



- 3.4 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by any member does not invalidate proceedings at the meeting.
- 3.5 The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the preceded annual general meeting.
- 3.6 Subject to paragraph 3.9, a quorum is 9 voting members.
- 3.7 No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 3.8 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 3.9 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to a time and place determined by the directors and if, at the adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting, the members present constitute a quorum.
- 3.10 The chairperson of the Society or one of the other directors present, will preside as chairperson of a general meeting.
- 3.11 A general meeting may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 3.12 When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- 3.13 In case of an equality of votes, the chairperson shall not have a casting or second vote in addition to the vote to which the chairperson may be entitled as a member, and the proposed resolution shall not pass.
- 3.14 A voting member in good standing present at a meeting of members is entitled to one vote.
- 3.15 Voting shall be by show of hands unless the members determine to have a poll.
- 3.16 Voting by proxy shall not be permitted.



Part 4: Board of Directors

- 4.1 The directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully director or required to be exercised or done by the Society in general meeting but subject, nevertheless, to all laws affecting the Society and these bylaws.
- 4.2 The number of directors shall be not less than 5 or greater than 15.
- 4.3 The directors of the Society will include the chairperson, vice chairperson, secretary, and treasurer.
- 4.4 An election may be by acclamation or ballot.
- 4.5 the directors may at any time appoint a member as a director to fill a vacancy on the Board of Directors. A director so appointed shall hold office only until the next general meeting of the Society.
- 4.6 The members may by special resolution remove a director before the expiration of that director's term of office.
- 4.7 No person is disqualified from nomination or election as a director because:
 - a. that person is a director, agent or employee of a non-profit society or agency which conducts business with the Society; or
 - b. that person or a company in which that person holds an interest conducts business with the Society.
- 4.8 The term of office or every elected director shall be two years.
- 4.9 A director's position shall be vacated if the person elected or appointed as director:
 - a. resigns; or
 - b. ceases to be a member of the Society; or
 - c. is absent from 3 consecutive regular meetings or the directors without the consent of the directors; or
 - d. is absent from 30% or more of all regular meetings of the directors in any 12-month period without the consent of the directors.
- 4.10 No director shall be remunerated for being or acting as a director, but a director may be reimbursed for all expenses necessarily and reasonably incurred by that director while engaged in the affairs of the Society.
- 4.11 Candidates proposed for election to the Board of Directors will be put forward by a nominating



committee established under Part 6 of these bylaws. Directors may not be nominated from the floor of the general meeting.

Part 5: Directors Meetings

- 5.1 The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceeding as they see fit.
- 5.2 The directors may from time to time fix the quorum necessary to transact business and unless so fixed, the quorum shall be a majority of the directors then in office.
- 5.3 The chairperson shall act as chairperson of all meetings of the directors unless the directors otherwise decide.
- 5.4 Questions arising at a meeting of directors shall be decided by a majority of votes.
- 5.5 In the case of an equality of votes, the chairperson does not have a second or casting vote and the proposed resolution is not adopted.
- 5.6 A resolution in writing signed by all the directors and placed within the minutes of the meetings is as valid and effective as if regularly passed at a meeting of the directors.
- 5.7 A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be done verbally or by letter, email or facsimile, or any meeting of the directors and may at any time withdrew the waiver, and until the waiver is withdrawn:
 - a. no notice of meeting of directors shall be sent to that director; and
 - b. any and all meetings of the directors of the Society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.

Part 6: Committees

- 6.1 The directors may delegate any, but not all, of their powers to committees consisting of directors and members as they think fit. Committees so formed will conform to any rules imposed on it by the directors and will report any business conducted to the next meeting of the directors.
- 6.2 A committee will elect a member of the committee to be chairperson of its meetings.
- 6.3 The members of a committee may meet and adjourn as they think proper.
- 6.4 A majority of committee members will constitute a quorum.



Part 7: Directors

- 7.1 The chairperson is the chief executive officer of the Society and will:
- a. supervise generally the affairs and business of the Society; and
 - b. preside at all meetings of the Society and directors unless otherwise decided by the directors.
- 7.2 The vice chairperson will:
- a. assist the chairperson; and
 - b. carry out the duties of the chairperson during their absence.
- 7.3 The secretary will:
- a. issue notices of meetings of the directors and of the members of the Society;
 - b. keep minutes of all meetings of the directors and the members of the Society;
 - c. oversee the retention of all records and documents of the Society required to be kept under the Societies Act; and
 - d. maintain the register of members
- 7.4 The treasurer will:
- a. keep the financial records, including books of account, necessary to comply with the Societies Act; and
 - b. render financial statements to the directors, members and others when required.
- 7.5 The offices of secretary and treasurer may be held by one person who will be known as the secretary-treasurer.
- 7.6 When a secretary-treasurer holds office, the total number of directors shall not be less than 5
- 7.7 In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

Part 8: Borrowing

- 8.1 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.
- 8.2 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 9: Auditor



- 9.1 This part applies only where the Society is required or has resolved to have an auditor.
- 9.2 The auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of the auditor.
- 9.3 An auditor may be removed by ordinary resolution.
- 9.4 An auditor shall be promptly informed in writing of appointment or removal.
- 9.5 No director and no employee of the Society shall be the auditor.
- 9.6 The auditor may attend general meetings.

Dated at Gabriola, British Columbia, this 25th day of May 2021.