

Bulkley Valley Christian Seniors' Care Society

**Constitution and By-Laws
Adopted by the Membership
At the May 2013 AGM
Registered in Victoria January 2014**

Transitioned according to the new Societies Act

By Warner Bandstra Brown

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CONSTITUTION
Of the
Bulkley Valley Christian Seniors' Care Society

1.0 The name of the society is Bulkley Valley Christian Seniors' Care Society

2.0 The purposes of the society are:

- a) To operate as a strictly non-profit corporation for the purpose of providing housing units to senior citizens, including areas for social and recreational needs. The Society principles shall be based on the Christian Bible as the infallible, inspired and authoritative Word of God as understood within the Three Forms of Unity. See Appendix A for a summary of these forms.**
- b) To acquire, accept, solicit or receive, by purchase, lease contract, donation, legacy, gift, grant, bequest or otherwise any kind of personal property for the fulfillment of the objects of the Society.**

By-Laws

MEMBERSHIP

- 1.0 Membership in the Society shall be open, upon application and payment of the membership fee, to any person who holds faith in the gospel of Jesus Christ. The Board of Directors of the Society shall have sole and absolute discretion as to the acceptance or rejection of any application.**
- 2.0 Membership of the Society shall be divided into the following classes:**
 - a) Life membership**
 - b) Honorary membership**
 - c) Ordinary membership**
 - i) Life membership shall be extended to persons accepted by the Society upon payment of a membership fee of One Hundred Dollars (\$100), and such members shall be members of the Society for life.**
 - ii) Honorary membership may be conferred on a person in recognition of exemplary grant or services to the Society. Honorary membership shall entitle the honorary member to attend meetings and other functions of the Society but shall not entitle the honorary member to hold office or to vote at any meetings of the Society.**
 - iii) Ordinary members shall be entitled to all the rights of membership in the Society so long as they are not in default in payment of annual dues and do not contravene any of the rules and regulations of the Society enacted pursuant to these bylaws.**
- 3.0 No membership shall be transferable.**
- 4.0 Every member shall be entitled to the privileges of the Society in accordance with and subject to the bylaws, and shall be bound by and submit to the bylaws as well as such rules and regulations as may be from time to time enacted pursuant thereto.**
- 5.0 The membership fee shall be in the sum of Ten Dollars (\$10) per member per year.**
- 6.0 The annual dues payable by members shall be in such amounts or as may be determined by the directors. Such determination shall be made prior to and be announced at the Annual General Meeting of the Society and shall be payable within thirty (30) days after the date of the Annual General Meeting.**

- 7.0 A person shall cease to be member of the Society:**
- a) By delivering his resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society, or**
 - b) On his death or,**
 - c) On being expelled or,**
 - d) On having been a member not in good standing for 12 consecutive months.**
- 8.0**
- a) A person may be expelled by a special resolution of the members passed at a general membership meeting.**
 - b) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.**
 - c) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.**
- 9.0 All members are in good standing except a member who has failed to pay the current annual membership fee or any other subscription or debt due and owing by him to the Society and he is not in good standing so long as the debt remains unpaid.**

DIRECTORS AND OFFICERS

- 10.0 The Board of Directors of the Society shall consist of a maximum of eight members. At the first general meeting of the members of the Society, the members shall elect two directors for a term of one (1) year each, two directors for a term of two (2) years each, and two directors for a term of three (3) years each. Thereafter at each annual general meeting of members of the members of the Society, the places on the Board of Directors vacated by the retiring members shall be filled with Directors who shall each be elected for a term of three (3) years. A retiring director shall be eligible for re-election. No director shall serve more than two (2) consecutive terms.**
- 11.0 The directors shall, in advance of the giving of any notice of any annual general meeting at which an election of directors is to take place, appoint a nomination committee, and such committee shall submit to the directors names of persons qualified to fill the vacancies to arise in the Board of Directors. The report of the nomination committee shall be submitted to the Board of Directors for inclusion in the notice of the Annual General Meeting. At such Annual General Meeting the Directors to be elected shall be elected from those names submitted in the report of the nomination committee as well as nominations that may come forward from the floor. Members receiving the greater number of votes cast shall be declared elected as the circumstances and numbers of vacancies require.**

12.0 The officers (Executive Committee) of the Society shall be:

President

Vice-President

Recording Secretary

Corresponding Secretary

Treasurer

13.0 Within two (2) weeks following the Annual General Meeting of members of the Society, the Board of Directors shall meet and shall elect, by show of hands or by secret ballot, from amongst their number persons to serve as the Officers of the Society for the next succeeding year.

14.0 The members of the Society may be at a special General Meeting called for such purpose, and upon showing just cause therefore, remove any officer or director from office before the expiration of his period of office. The Directors shall have power to fill any casual vacancy that may occur in the Board or in the offices for a period of one year or until the next Annual General Membership meeting.

15.0 The Directors shall meet together for the dispatch of the business of the Society at least four times in each year and may adjourn and/or otherwise regulate their meetings from time to time as they deem fit. The Directors shall so meet together when called by the President or the Secretary or at the written requisition of at least two Directors.

16.0 At least three (3) days' notice shall be given of any meeting of Directors.

17.0 No officer or director shall receive any remuneration for his services as such officer or director, but he may upon resolution of the Directors be reimbursed for all expense necessarily and reasonably incurred by him while engaged in the affairs of the Society.

A Director shall have vacated his office:

- a) if he by notice in writing resigns his office,**
- b) if he is absent from two executive meetings in succession without assigning a reason satisfactory to the members of the Board or, members of the Society, or;**
- c) upon his death.**

18.0 The President, Vice-President, Secretaries and Treasurer shall together form the Executive Committee of the Board of Directors and shall be empowered to carry on the regular business of the Society in accordance with the policies established by the Board of Directors. Additionally, the Executive Committee shall have power at their sole discretion to appoint subcommittees to deal with matters of membership, finance, house rules, and such other special committees as the circumstances shall, from time to time, require. The President shall be an ex-officio member of every committee.

- 19.0 a) The Executive Committee shall meet together for the dispatch of its business from time to time at the call of the President or the Secretary.
- b) The Directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed, the quorum shall be the majority of the Directors then in office.
- 20.0 The duties of the officers shall be such as are usual to their office, as modified or enlarged by the directors or by the provisions of the following sub-paragraphs:
- a) President: The President shall preside at all meetings of the Board of Directors, unless unavoidably absent, and may attend all committee meetings at his own discretion.
- b) Vice-President: The Vice-President shall, in the absence of the President, discharge all the duties of the President and shall in addition thereto discharge such other duties as may be required of or assigned to him by the Board of Directors.
- c) Recording Secretary: The Recording Secretary shall attend all meetings of the Board of Directors. He shall keep accurate records of all the proceedings of the Board of Directors and of all meetings of the Society.
- d) Corresponding Secretary: The Corresponding Secretary shall conduct the correspondence of the Society, and discharge such other duties as his office may require and as may be assigned to him from time to time.
- e) Treasurer: The Treasurer shall keep a systematic record of all money received and disbursed by the Society, and shall preserve the same together with all invoices, receipts, deeds and other papers relative to this office. He shall give a report at each Annual Meeting of the Society, and to the Directors upon request.

MEETINGS

- 21.0 The Annual General Meeting of the Society shall be held no later than the last day of May in each year and at least fourteen (14) days written notice of such Annual General Meeting shall be given to all members specifying the time and place thereof.
- 22.0 The business of each Annual General Meeting shall be as follows and shall be dealt with in order below specified:
- a) Roll call of members and confirmation or quorum;
- b) Approval of the minutes of the last preceding General Meeting;
- c) The Treasurer's Report;
- d) Reports of Committees and the Society's accountant or auditor.
- e) President's Report;
- f) Unfinished business;
- g) Election of Directors.

- 23.0** At all AGM meetings of members of the Society, a quorum shall consist of fifteen (15) members personally present within one-half hour after the time at which the meeting is called. If the number of members present is fewer than fifteen, the meeting shall be adjourned to the same time and place within 14 days thereafter and at that time the members then present shall be and constitute a quorum for all purposes whatsoever.
- 24.0** The directors of the Society, on the requisition of 10% or more of the voting members of the Society, must convene a general meeting of the Society without delay. The requisition may consist of several documents in similar form each signed by one or more requisitionists and must:
- a) state the purpose of the general meeting
 - b) be signed by the requisitionists, and
 - c) be delivered or sent by registered mail to the address of the Society

If within 21 days after the date of the delivery of the requisition, the directors do not convene a general meeting, the requisitionists, or a majority of them, may themselves convene a general meeting to be held within 4 months after the date of the delivery of the requisition. Such meeting must be convened in the same manner as nearly as possible, as general meetings are convened by the directors.

- 25.0** At any general meeting, all resolutions, except Special Resolution, shall be passed by a majority of the vote cast. Special Resolution shall be passed by three-quarters of the votes cast. Every member present and entitled to vote shall have one vote. All voting shall be by show of hands unless the presiding officer shall direct a ballot. The presiding officer shall not be entitled to vote, but in the case of an equality of votes, shall have a casting vote, and he may be counted for the purpose of ascertaining that a quorum is present.
- 26.0** Any members in good standing shall be entitled to vote at any general meeting and interest in the matter shall be no bar to his vote thereupon. Resident lease holders are eligible to serve on the board and may be nominated for a board position.

AUDIT

- 27.0** The Board of Directors shall provide for the review or audit of the books of the Society. A review will be obtained unless 2/3 of the members vote to require an audit. For that purpose, at each Annual General Meeting, the Society shall appoint an accountant to prepare a Review Engagement Report or Audit Report as required, and the Secretary and Treasurer shall arrange to submit their books, vouchers and statement of account to

such accountant and such accountant shall submit his report to the Directors prior to the next Annual General Meeting of the Society following his appointment.

BORROWING POWERS

- 28.0** 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. A debenture must not be issued without the authorization of a special resolution. The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

CORPORATE SEAL

- 29.0** The Directors shall adopt and provide for the safe custody of the common seal of the Society. The seal shall not be affixed to any document except by the authority of a resolution of the Directors, and in the presence of such officers may be prescribed in and be such resolution.

NOTICES

- 30.0** A notice may be given by the Society to any member either personally or by sending it by post to him at the address provided by him to the Society. Such notice sent by post service shall be deemed to be in effect three to four days after the time at which the notice is deposited in a Post Office in the Province of British Columbia.

ALTERATIONS OF BYLAWS

- 31.0** These bylaws must not be altered or added to except by a Special Resolution of the members at a general meeting of the Society. The Society shall give 21 days notice of proposed alterations or additions to the bylaws, specifying the proposed resolution, to the members entitled to receive notice of a general meeting.

GENERAL

- 32.0** It shall be the duty of every member of the Society to furnish the Society with his mailing address and to advise the Society in writing of any change thereof. Any notice sent by post to the address of a member recorded with the Society shall be deemed to have been received by such member.
- 33.0** The books and records of the Society shall be open to the inspection of the members at all reasonable times during office hours at the registered office of the Society save and except from the time of the appointment of auditor of the Society and the presentation of his report at the next Annual General Meeting.
- 34.0** No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Society shall invalidate such meeting or make void any proceedings taken thereat and any members may at any time waive notice of any such meeting and may ratify, and approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, directors or officer shall be his last address recorded on the books of the Society.

PROVISIONS FROM THE SOCIETY'S PRE-TRANSITION CONSTITUTION

- 35.0** The directors of the Society shall serve without remuneration, and the directors shall not receive, directly or indirectly, any profits from their positions as directors but may be paid expenses incurred by them in furthering the purposes of the Society. This clause was previously unalterable.

- 36.0** The Society shall be carried on without purposes of gain for its members, and no part of the income of the Society shall be payable or otherwise available for the personal benefit of a member thereof, any profits or other accretions to the Society shall be used for promoting the purposes of the Society. This clause was previously unalterable.
- 37.0** Upon the winding up or dissolution of the Society, the assets remaining after payment of all liabilities, costs, charges and expenses, including all costs of such winding up or dissolution shall be distributed to a charitable organization in British Columbia, registered or designated as such under the provisions of the Income Tax Act of Canada or regulations there under which shall be designated by the Board of Directors of the Society. This clause was previously unalterable.
- 38.0** The operations of the Society are to be carried on in the Province of British Columbia chiefly in the Bulkley Valley in the province of British Columbia.