



T.K. SPARKS

## Bylaws of Parkgate Community Services Society

### PART 1 — DEFINITIONS AND INTERPRETATION

#### Definitions

1.1 In these bylaws, unless the context otherwise requires:

“**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;

“**registered address**” of a member means the member’s address as recorded in the register of members;

“**Special resolution**” means a resolution passed in a general meeting by a majority of not less than 2/3 of the votes of those members of a Society who, being entitled to do so, vote in person, and as further defined by the Act.

#### Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

#### Conflict with Act or regulations

1.3 If there is a conflict with these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

#### Importing of words

1.4 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

### PART 2 — MEMBERS

#### Application for membership

2.1 The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently become members, in accordance with these Bylaws and, in either case, have not ceased to be members.

2.2 A person may apply to the Board for membership in the Society, and the person becomes a member 45 days after they apply for membership and pay the Society’s membership dues, if any, unless the Board declines to accept their application for membership. (revised July 2019)

- 2.3** Employees of Parkgate Community Services Society and employees or directors of the North Vancouver Recreation Commission are not excluded from membership in the Society.

**Duties of members**

- 2.4** Every member shall uphold the constitution and comply with these Bylaws.

**Amount of membership dues**

- 2.5** The amount of the annual membership dues, if any, shall be determined by the Board.

**Member not in good standing**

- 2.6** A member is not in good standing if the member fails to pay the member's annual membership dues, if any, or any other subscription or debt and owing by the member to the Society, and the member is not in good standing for so long as those dues remain unpaid.

**Member not in good standing may not vote**

- 2.7** 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

**Termination of membership if member not in good standing**

- 2.8** A person's membership in the Society is terminated
- a) if the person is not in good standing for six (6) consecutive months
  - b) by delivering his or her resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the society;
  - c) on his or her death or, in the case of a corporation, on dissolution,
  - d) on being expelled, or
  - e) on the society being unable to contact the member after reasonable attempts over a period of not less than 24 months

**Expulsion of membership**

- 2.9** 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 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**

### **Time and place of general meeting**

- 3.1** A general meeting of the Society shall be held at least once every calendar year and not more than 15 months after the termination of the previous annual general meeting.
- 3.2** A general meeting shall be held at the time and place the Board determines.
- 3.3** Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.4** The Directors may, when they see fit, convene an extraordinary general meeting. On receipt of a written requisition from 10% or more of the members, the Directors shall call an extraordinary general meeting within the time set out in the Act. The requisition shall be accompanied by a written resolution to be included in the agenda of the meeting.

### **Ordinary business at a general meeting**

- 3.5** 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 auditor, if any;
  - f) Business arising out of a report of the directors not requiring the passing of a special resolution.

### **Notice of special business**

- 3.6** Notice of a general meeting shall specify the place, day and hour of the meeting, and the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgement concerning that business.
- 3.7** Notice shall be given to the membership at least 14 days before the holding of the meeting.
- 3.8** 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.

### **Chair of general meeting**

- 3.9** 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 the vice-president are unable to preside as the chair.

### **Alternate chair of general meetings**

- 3.10** 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.

### **Quorum required**

- 3.11** 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.

### **Quorum for general meetings**

- 3.12** The quorum for the transaction of business at a general meeting is 10 members including three directors of the Society present.

### **Lack of a quorum at commencement of meeting**

- 3.13** 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.

### **If quorum ceases to be present**

- 3.14** 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.

### **Adjournments by chair**

- 3.15** 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.

### **Notice of continuation of adjourned general meeting**

- 3.16** 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.

### **Order of business at general meeting**

**3.17** 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) 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;
- f) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- g) terminate the meeting.

**3.18** Roberts Rules of Order, except as specifically provided otherwise in these bylaws, shall apply to proceedings at all meetings of the Society.

### **Methods of voting**

**3.19** 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.

**3.20** In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member and the proposed resolution does not pass.

### **Voting entitlement**

**3.21** A member in good standing present at a meeting of members is entitled to one vote.

**3.22** A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.

### **Announcement of the result**

**3.23** 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

### **Proxy voting not permitted**

**3.24** Voting by proxy is not permitted.

### **Matters decided at general meeting by ordinary resolution**

**3.25** 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 4 — DIRECTORS**

### **Directors acting as a body**

**4.1** The business and affairs of the society shall be directed by the directors of the society acting as a body.

### **Powers of directors**

**4.2** 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.

**4.3** A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

### **Number of Directors on Board**

**4.4** The Society must have no fewer than 5 and no more than 13 directors.

### **Election or appointment of directors**

**4.5** At each general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

### **Employees not eligible for election**

**4.6** A person may be elected or appointed to serve as a director if he or she:

- a) meets the requirements of the Act
- b) is a member in good standing of the Society
- c) is not an employee of the Society or an employee or director of the North Vancouver Recreation and Culture Commission
- d) has a connection to the Society or to the community it serves

- e) has been nominated, in writing, in a form established by the Board in advance of an election and in accordance with such deadlines as may be established by the Board.

**4.6.1** The Board may recommend the election of a person nominated to serve as a director.

#### **Term of directors**

**4.7** Directors shall serve a 3-year term, and not more than 2 consecutive terms, or 6 consecutive years. A director having completed 2 terms shall be eligible for election again after a minimum of 1-year absence.

#### **Mandatory resignation or removal of directors**

**4.8** A director of the Society who ceases to be qualified to be a director must promptly resign.

**4.8.1** The directors may remove a director who is absent for more than three consecutive meetings in succession without due cause.

**4.9** The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.

#### **Directors may fill casual vacancy on Board**

**4.10** The Board may, at any time, even if their number does not constitute a quorum of directors, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death, removal or incapacity of a director during the director's term of office.

#### **Term of appointment of director filling casual vacancy**

**4.11** A director appointed by the Board to fill a vacancy ceases to be a director at the next annual general meeting, at which time that member may be elected as a new director for a full 3-year term.

#### **Less than prescribed number of directors**

**4.12** An act or proceeding of the directors is not invalid merely because there is less than the prescribed number of directors in office.

## **PART 5 – DIRECTORS' MEETINGS**

#### **Calling directors' meeting**

**5.1** The directors shall meet on a regular basis not less than 7 times a year and, in addition, a directors' meeting may be called by the president or by any 2 other directors.

#### **Notice of directors' meeting**

**5.2** At least 2 days notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

#### **Proceedings valid despite omission to give notice**

- 5.3 The accidental omission to give notice of a director’s meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

### **Conduct of directors’ meetings**

- 5.4 The directors may regulate their meetings and proceedings as they see fit.

### **Quorum of directors**

- 5.5 The quorum for the transaction of business at a directors’ meeting is four of the directors then in office.

### **Voting at directors’ meetings**

- 5.6 Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
- 5.7 In the case of a tie vote, the chair does not have a second or casting vote, and the resolution does not pass.
- 5.8 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.

## **PART 6 – BOARD POSITIONS**

### **Election or appointment of Officers**

- 6.1 The following Board positions represent the Officers of the Society, and must be elected or appointed from the directors of the Board:
- a) president;
  - b) vice-president;
  - c) secretary;
  - d) treasurer.

### **Directors at large**

- 6.2 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.

### **Role of president**

- 6.3 The president is the chief executive officer of the Society and presides at all meetings of the society. The president shall chair meetings of the Board and is responsible for supervising the other directors in the execution of their duties.

### **Role of vice-president**

- 6.4 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.



### **Role of secretary**

- 6.5** The secretary is responsible for doing, or making the necessary arrangements for, the following:
- a) issuing notices of general meetings and directors' meetings;
  - b) taking minutes of general meetings and directors' meetings;
  - c) keeping the records of the Society in accordance with the Act;
  - d) conducting the correspondence of the Board;
  - e) filing the annual report of the Society and making any other filings with the registrar under the Act.

### **Absence of secretary from meeting**

- 6.6** In the absence of the secretary from the meeting, the Board must appoint another individual to act as secretary at the meeting.

### **Role of treasurer**

- 6.7** The treasurer is responsible for doing, or making the necessary arrangements 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;
  - c) preparing the Society's financial statements;
  - d) making the Society's filings respecting taxes;
  - e) presenting before the members of the Society at the annual general meeting a financial summary report for the Society for the preceding fiscal year.

### **Role of executive director**

- 6.8** The executive director is the chief operating officer of the society and shall be appointed by the directors.
- 6.9** Upon appointment, the executive director shall become an ex-officio member of the board, and shall be entitled to propose a resolution but not to vote.

## **PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

### **Remuneration of directors**

- 7.1** These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, reimburse a director for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society and, pay remuneration to a director for services provided by the director to the Society in another capacity.

### **Signing authority**

- 7.2** A contract or other record to be signed by the Society must be signed on behalf of the Society
- a) by the president, together with one other director,

- b) if the president is unable to provide a signature, by the vice-president together with one other director,
- c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
- d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

## **PART 8 — SEAL**

- 8.1** The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
- 8.2** The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

## **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 - NOTICE**

### **Notice to members and directors**

- 10.1** Notice may be given to a member of the Society if the Society provides the notice to the member by personal delivery, prepaid mail, email or any other means agreed to by the Society and the member.
- 10.2** Notice of a general meeting must be given to:
  - a) every member shown on the register of members on the day notice is given, and
  - b) the auditor, if any.
- 10.3** No other person is entitled to receive a notice of a general meeting.

### **Deemed receipt**

- 10.4** A notice to a member is deemed to have been received:
  - a) if delivered, on the day notice was delivered;

- b) if sent by prepaid mail, on the third business day following the day on which the notice was posted;
- c) if sent by electronic communication, the day after the notice was sent; or
- d) if given by any other means agreed upon by the Society and member, on the day that notice would, in the ordinary course, most likely have reached the terminus (but not necessarily the member himself) of the means agreed upon.

## **PART 12 – PUBLIC RECORDS**

### **Inspection of Society records**

- 12.1** The books and records of the society shall be open to inspection by members at all reasonable times at the office of the executive director.

### **Bylaws**

- 12.2** 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.
- 12.3** These bylaws may be amended from time to time as prescribed by the *Society Act*.

## **PART 13 – DISSOLUTION OF THE SOCIETY**

- 13.1** In the event of winding up or dissolution of the society, any funds of the society remaining after the satisfaction of its liabilities shall be given or transferred to a “Canadian Charitable Organization” concerned with education or any other purpose beneficial to the community as may be determined by the members of the society at the time of winding up or dissolution. This clause was previously unalterable.

## **PART 14 - GENERAL**

- 14.1** The society shall be carried on without purpose of gain for its members, and any profits or other accretions to the society shall be used in promoting its objects. This clause was previously unalterable.

## **PART 15 — LIMITATION OF LIABILITY**

- 15.1** Directors of the society shall be deemed to have assumed office on the expressed understanding and agreement and condition that directors of the society, and their heirs, executors, and administrators and estates and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the society from and against all costs, charges and expenses whatsoever which such directors sustain or incur in or about any action, suit or proceedings which may be brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them or any director, in or about the execution of the duties of their office, and also from and against all other costs, charges and expenses which are sustained or

incurred in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by their own wilful neglect or default, subject to the *Society Act*, or any obligations imposed by law, notwithstanding this bylaw.