

Delta Community Collaborative Society

Constitution and Bylaws

May 2012
Incorporated July 2012
Amended October 2013

CONSTITUTION

1. The name of the Society is Delta Community Collaborative Society.
2. The Purposes of the Society are:

To bring together individuals and organizations with the purpose of sharing information needed to plan social, cultural, recreational, and health services that will enhance the well being of Delta residents and add to their enjoyment of the quality of life in Delta, B.C.
3. The operations of the Society will be carried out in the Municipality of Delta, and the surrounding communities, in the province of British Columbia. This provision is alterable.
4. The Society shall operate as a charitable and non-profit organization without purpose of gain for its members. Any income, profits or other accretions to the Society shall be used in promoting its stated purposes.
5. Upon dissolution of the Society, and after payment of all debts and liabilities, the remaining property of the Society shall be distributed and disposed of, as determined by the Board of Directors, to a recognized charitable organization.
6. Clauses 4, 5 and 6 are unalterable.

BYLAWS

PART 1 – INTERPRETATION

- 1 (1) In these Bylaws, unless the context or the Society Act otherwise requires:
- “**directors**” mean the Directors of the Society for the time being;
 - “**document**” means a written instrument, including a notice, order, certificate, register, letter, report, return, account, summons or legal process;
 - “**member**” means a person or organization that is a member of the society;
 - “**ordinary resolution**” means
 - a) A resolution passed in a general meeting by the members of the Society by a simple majority of the votes cast in person,
 - b) A resolution that has been submitted to the members of the Society and consented to in writing by 75% of the members who would have been entitled to vote on it in person at a general meeting of the Society, and a resolution so consented to is deemed to be an ordinary resolution passed at a general meeting of the Society;
 - “**registered address**” of a member, means the member’s address as recorded in the register of members;
 - “**Society Act**” means the Society Act of British Columbia from time to time in force and all amendments to it;
 - “**the Society**” means the Delta Community Collaborative Society;
 - “**special resolution**” means
 - a) A resolution passed in a general meeting by a majority of not less than 75% of the votes of those members of the Society who, being entitled to do so, vote in person
 - i. Of which the notice that the Bylaws provide, and not being less than 14 days notice, specifying the intention to propose the resolution as a special resolution has been given, or
 - ii. If every member entitled to attend and vote at the meeting agrees, at a meeting of which less than 14 days notice has been given,
 - b) A resolution consented to in writing by every member of the Society who would have been entitled to vote on it in person at a general meeting of the Society, and a resolution so consented to is deemed to be a special resolution passed at a general meeting of the Society.
- (2) The definitions in the Society Act on the date these Bylaws become effective apply to these Bylaws.

PART 2 – MEMBERSHIP

- 3 The members of the Society are the members of Delta Community Collaborative Society, who 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.
- 4 There shall be two classes of membership in the Society:

a) Active Member

i. Renewals

A person or organization who is already a member of the Society and who performs volunteer services for the Society shall be an active member for 12 months following the date of performing the volunteer services. A person who is already a member of the Society, on payment of the applicable fee, shall be an active member for the period to which the fee applies.

ii. New Member

A person or organization who is not already a member of the Society may become an active member by being a volunteer within the previous twelve months; or, may apply for the membership in the Society and on acceptance by the Directors and payment of the membership fee shall be an active member for the period to which the fee applies.

b) Honourary Life Member

A person or organization who has given outstanding service to the Society may be awarded active membership privileges without fee for life, by a two-thirds (2/3) majority vote of the Board of Directors appointing them honourary life member.

Both Active and Honourary Life Members shall have voting privileges subject to Article 27.

- 5 Every member shall uphold the constitution and comply with these Bylaws.
- 6 The amount of the first annual membership dues shall be determined by the Directors and after that the annual membership dues shall be determined at the Annual General Meeting of the Society.
- 7 No member shall have voting privileges until that member has been a member of the Society for 14 consecutive days.
- 8 A person under the age of 19 years may be admitted as a member of the Society but may not be elected or appointed to the Board of Directors.
- 9 Individuals who are being paid a salary by the Society and members of their immediate family are not eligible for membership in the Society.
- 10 A person or organization ceases to be a member of the Society
 - a) By delivering notice of resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society,
 - b) On death, in the case of an individual or dissolution in the case of an organization,
 - c) On being expelled pursuant to section 11, or
 - d) On having been a member not in good standing for twelve (12) consecutive months.
- 11 (1) A member may be expelled by a special resolution of the members passed at a general meeting.

- (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reasons for the proposed expulsion.
 - (3) The person or organization 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.
- 12 All members are in good standing that has:
- a) Volunteered their services with the Society during the previous 12 month period,
- And/or
- b) Not failed to pay the current annual membership fee or any other subscription or debt due and owing by the members to the Society,
- and those members shall be in good standing so long as at least one of these requirements has been met.
- 13 All documents of the Society, including the accounting records, but excluding confidential records, which may only be seen or inspected by authorized persons, shall be open to the inspection of a director or member on reasonable notice to the Society. All records which contain names of clients of the Society are confidential records and shall not be seen or inspected except by authorized persons.

PART 3 – MEETINGS OF MEMBERS

- 14 General meetings of the Society shall be held at the time and place, in accordance with the Society Act, that the Directors decide.
- 15 Every general meeting, other than an Annual General Meeting, is an extraordinary general meeting.
- 16 The Directors may, when they think fit, convene an extraordinary general meeting.
- 17 The Directors, on requisition of 10% or more of the voting members of the Society, must convene a general meeting of the Society without delay.
- 18 (1) Notice of a general meeting shall specify the place, day and hour of the meeting, and, in the case of special business, the general nature of that business.
- (2) 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.
- 19 The first Annual General Meeting of the Society shall be held not more than 15 months after the date of formation of the Society 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 previous Annual General Meeting.

PART 4 – PROCEEDINGS AT GENERAL MEETINGS

- 20 (1) At the Annual General Meeting of the Society the following business shall be conducted:

- a) The consideration of financial statements,
 - b) The report of Directors,
 - c) The report of the Auditor,
 - d) The election of Directors,
 - e) The appointment of an Auditor,
 - f) The other business that, under these Bylaws, ought to be conducted at an Annual General Meeting, or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting.
- (2) All business at general meetings, with the exception of that noted in Bylaw 20(1) and adoption of the rules of order, is special business.
- 21 (1) Business, other than the election of a chair and the adjournment or termination of the meeting, shall not be conducted at a general meeting at a time when a quorum is not present.
- (2) 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) A quorum is 1/3 of the current membership.
- 22 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 the same day in the next week, at the same time and place, and if at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- 23 Subject to Bylaw 24, the President of the Society, the Vice President or, if both are absent or unwilling to act as the chair, one of the other Directors present shall preside as chair of a general meeting.
- 24 If at a general meeting
- a) There is no President, Vice President or other director present within 30 minutes after the time appointed for holding the meeting, or
 - b) The President and all the other Directors present are unwilling to act as the chair,
- the members present shall choose one of their number to be the chair.
- 25 (1) A general meeting may be adjourned from time to time and from place to place, but business shall not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) 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) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
- 26 (1) A resolution proposed at a meeting must be seconded, and the chair of a meeting may move or propose a resolution.

- (2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which the chair may be entitled as a member, and the proposed resolution does not pass.
- 27 (1) A member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting is by show of hands or by secret ballot as the meeting shall decide.
- (3) Voting by proxy is not permitted.
- 28 An organization 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 shall be considered as a member for all purposes with respect to a meeting of the Society.
- 29 Questions of order arising at the meetings of the Society, not provided for by the Bylaws, shall be decided by the chair, subject to an appeal to the meeting and shall be conducted according to Robert's Parliamentary Rules of Order.

PART 5 – DIRECTORS AND OFFICERS

- 30 (1) The Directors shall manage or supervise the management of the affairs of the Society, including the financial affairs of the Society, and ensure that all funds, property and other resources of the Society are being used exclusively for the purposes of the Society as set out in the Society's Constitution.

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.
- (2) 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.
- 31 To be eligible for election to the Board of Directors, a member must be committed to the Mission and Values of the Society; and,
 - (1) Have been actively involved with the Society for a period of at least 6 months prior to the annual meeting at which the election is to occur; and,
 - (2) Be familiar with, and committed to, the principles and values embodied within the Society's Constitution and Bylaws.
- 32 The Board of Directors shall consist of the President, Vice President, Secretary, and Treasurer and up to eight other persons; however, in no case, shall the number of Directors be less than 7 and no more than 12.
- 33 (1) An election may be by acclamation; otherwise it shall be by secret ballot.

- (2) The officers of the Society shall be President, Vice President, Treasurer and Secretary, who shall be elected by the Board of Directors at the first Board meeting following the Annual General Meeting.
 - (3) Directors shall be elected for two-year terms and can serve for no more than three consecutive terms of office.
- 34 Bylaw 31 notwithstanding, the Directors may at any time and from time to time appoint a member as a director to fill a vacancy among the Directors.
- 35 (1) If an officer resigns an office or otherwise ceases to hold office, the Directors shall appoint a member to take the place of the former officer.
- (2) An act or proceeding of the Directors is not invalid merely because there is less than the prescribed number of officers.
- 36 (1) The Directors may remove any officer of the Society by a vote of 80% of the Directors and shall fill such vacancies among the officers.
- (2) The Board of Directors may remove any director of the Society, by a vote of 80% of the Directors, before the expiration of that director's term of office, and may appoint another person to serve during the balance of that term of office.
- 37 The members may, by special resolution, remove a director, before the expiration of that director's term and may elect a successor to complete the term.
- 38 No person may serve on the Board of Directors while being paid a salary or any form of compensation by the Society other than reimbursement for reasonable expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Society.
- 39 A director of the Society who is, directly or indirectly, interested in a proposed contract or transaction with the Society must disclose fully and promptly the nature and extent of the interest to each of the other Directors and shall abstain from voting on the approval of the proposed contract or transaction.

PART 6 – PROCEEDINGS OF DIRECTORS

- 40 (1) Directors meetings shall be held at least four (4) times per year, at places the Directors determine fit, to dispatch business, adjourn and otherwise regulate their meetings and proceedings.
- (2) A minimum of 51% of the Directors constitutes a quorum.

For clarification, 51% specifically means the following:

Directors	Quorum
7	4
8	5
9	5
10	6
11	6
12	7

- 41 (1) The President, or in the President's absence, the Vice President shall chair all meetings of the Board of Directors. If neither is present, the Directors may choose one of their number to chair the meeting.
- (2) At any time, upon the request of a majority of the Directors, the Secretary shall convene a meeting of the Directors.
- 42 (1) the Board of Directors may delegate any, but not all, of their powers to committees consisting of a director, or Directors, and other individuals as the Board of Directors thinks fit.
- (2) A committee so formed shall conform to any rules imposed on it by the Directors, and shall report all their recommendations and actions to the next meeting of the Directors.
- 43 The Board shall appoint chairpersons to all committees. All such chairpersons shall be members of the Board of Directors.
- 44 Notice of meetings of the Board of Directors shall be delivered to each Director not less than one (1) day before the meeting is to take place.
- 45 (1) Questions arising at a meeting of the Directors and committees of Directors shall be decided by a majority of votes.
- (2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote the chair is entitled to as a member, and the proposed resolution does not pass.
- 46 Resolutions proposed at a meeting of Directors, or committee of Directors, need to be seconded and the chairperson of a meeting may move to propose a resolution.
- 47 A resolution in writing, signed by all Directors and placed with the minutes of the Directors is valid as if regularly passed at a meeting of Directors.

PART 7 – DUTIES OF OFFICERS

- 48 The President shall
- (1) Ensure that the Board consistently operates by its own rules;
- (2) Chair all meetings of the Society and of the Directors;
- (3) Represent the Board to outside parties in announcing Board-stated positions or decisions or in stating the President's decisions and interpretations within the area delegated to the President; and
- (4) Establish the agenda for meetings of the Society and of the Directors.
- 49 The Vice President shall carry out the duties of the President during the President's absence.
- 50 The Secretary shall
- (1) Handle correspondence as so directed by the Board;
- (2) Ensure that notices of meetings are sent out and that the appropriate notice period is respected;
- (3) Ensure minutes of all meetings of the Society and Directors are recorded and filed;
- (4) Ensure that the register of members is maintained;

- (5) Ensure that all records and documents of the Society, except those that are the responsibility of the Treasurer, are maintained; and
 - (6) Sign official documents of the Society when requested by the Board.
- 51 The Treasurer shall
- (1) Ensure that proper and accurate financial records and reports are maintained;
 - (2) Ensure that regular financial reports are made to the Board; and
 - (3) Interpret the financial statements, budget, and reports to the Board.
- 52 The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary Treasurer.

PART 8 – SEAL

- 53 The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
- 54 The common seal shall 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

- 55 In order to carry out the purposes of the Society, the Directors may, in the name of the Society, raise or secure the payment or repayment of monies in the manner they decide including the issuing of debentures.
- 56 No debentures shall be issued unless first approved by a special resolution.

PART 10 – AUDITOR

- 57 At the end of each fiscal year the accounts and books of the Society shall be examined and their correctness verified by the Auditor who shall be appointed annually at the Annual General Meeting.
- 58 The remuneration of the Auditor of the Society shall be set by the Directors.
- 59 The Auditor is appointed to hold office until the next Annual General Meeting when the Auditor may be re-appointed or a successor may be appointed.
- 60 The Auditor may be removed by an ordinary resolution.
- 61 The Auditor shall be promptly informed in writing of the Auditor's appointment or removal.
- 62 If a vacancy occurs in the office of the Auditor, the Board of Directors shall forthwith appoint a replacement to hold the position of Auditor until the next Annual General Meeting.
- 63 A director or employee of the Society shall not be the Auditor.

- 64 The Auditor shall report upon the books and accounts and the general state of the finances of the Society to the Board of Directors of the Society within 90 days after the fiscal year end.

PART 11 – NOTICES TO MEMBERS

- 65 Written notice of general meetings, copies of all special resolutions and of all other materials to be considered at the general meeting shall be posted on the members bulletin Board in the Society's main offices, e-mailed, mailed or handed personally to all members, and any other persons entitled to such notice and materials, not less than 14 days prior to the general meeting date. The members, and any other persons entitled to the notice period and materials, may waive or reduce the notice period for any particular general meeting by unanimous consent in writing.
- 66 A notice sent by mail shall be deemed to have been given on the fourth day following that on which the notice is mailed, and in proving that the notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

PART 12 – BYLAWS

- 67 On being admitted to membership, each member is entitled to a copy of the Constitution and Bylaws of the Society.
- 68 These Bylaws shall not be altered or added to except by special resolution.

Board Members as of AGM 2013 (October 22)

- | | |
|---------------------------------|---------------------------------|
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Name (Please print) | 2. _____
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