

  
CAROL PREST

**BYLAWS OF THE  
SAANICH PENINSULA COMMUNITY FOUNDATION  
(the "Society")**

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**PART 1 - DEFINITIONS AND INTERPRETATION**

**Definitions**

1.1 In these Bylaws:

- (a) "**Act**" means the *Societies Act* of British Columbia as amended from time to time;
- (b) "**Board**" means the directors of the Society;
- (c) "**Bylaws**" means these Bylaws as altered from time to time;
- (d) "**member**" means a member of the Society;
- (e) "**registered address**" of a member means the member's address as recorded in the register of members.

1.2 In these Bylaws words importing the singular include the plural and vice versa, words importing the female person include a male person and vice versa.

**Definitions in Act apply**

1.3 The definitions in the Act apply to these Bylaws.

**Conflict with Act or regulations**

1.4 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 - PURPOSE, OPERATIONS, WINDING UP or DISSOLUTION**

**Purpose**

[SECTION 2.1 AS AMENDED BY SPECIAL RESOLUTION DATED NOVEMBER 13, 2019](#)

2.1 The purpose of the Society is to receive and maintain a fund or funds and to apply all or part of the principal and income therefrom, from time to time, to qualified donees as defined in subsection 149.1(1) of the *Income Tax Act* (Canada).

## **Operations**

- 2.2 The operations of the Society are to be carried on chiefly within the geographical areas of Sidney, Central Saanich and North Saanich, British Columbia. *This provision was previously unalterable.*

## **Winding up or dissolution**

- 2.3 Upon the winding up or dissolution of the Society, the assets that remain after payment of all costs, charges and expenses which are properly incurred in the winding up or dissolution, shall be distributed to such charitable organization or organizations registered under the *Income Tax Act* (Canada) or as may be determined by the members of the Society at the time of winding up or dissolution. *This provision was previously unalterable.*

## **PART 3 - MEMBERS**

### **Membership**

- 3.1 The members of the Society are the applicants for incorporation of the Society and those persons who subsequently become members of the Society.

### **Application for membership**

- 3.2 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

### **Duties of members**

- 3.3 Every member must uphold the constitution of the Society and must comply with these Bylaws.

### **Amount of Membership Dues**

- 3.4 The amount of the annual membership dues, if any, must be determined by the Board.

### **Member not in good standing**

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

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

- 3.6 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**

- 3.7 A person ceases to be a member of the Society:
- (a) 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;
  - (b) on his or her death, or in the case of a corporation or partnership, upon dissolution;
  - (c) on being expelled pursuant to paragraph 3.8; or
  - (d) on having been a member not in good standing for twelve (12) consecutive months.
- 3.8 A member may be expelled by a special resolution of the members passed at an annual general meeting or an extraordinary meeting. The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion. The member who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the meeting before the special resolution is put to a vote.

## **PART 4 - ANNUAL AND SPECIAL GENERAL MEETINGS**

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

- 4.1 A general meeting must be held at the time and place the Board determines.

### **Notice of general meeting**

- 4.2 At least fourteen days (14) notice of the date, time and place of any general meeting of the Society shall be given to all members. Written notice may be given by mail or by electronic means. A statement of the business to be considered at the meeting shall accompany the notice. If a special resolution is to be presented, a copy of the special resolution shall accompany the notice.
- 4.3 Accidental omission to give notice of a meeting does not invalidate the meeting proceedings.
- 4.4 A member of the Society may, in any manner, waive the member's entitlement to notice of a general meeting or may agree to reduce the period of that notice.

- 4.5 Attendance of a member at a general meeting is a waiver of the member's entitlement to notice of the meeting unless the member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

### **Annual general meetings**

- 4.6 An annual general meeting will be held within each calendar year.

### **Ordinary business at annual general meeting**

- 4.7 At an annual 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) presentment of nominations of directors and elections for directors to come into effect at the conclusion of the meeting;
  - (e) appointment of an auditor, if any;
  - (f) consideration of special resolutions, if any;
  - (g) business arising out of a report of the directors not requiring the passing of a special resolution; and
  - (h) terminate the meeting.

### **Notice of special business at annual general meeting**

- 4.8 A notice of an annual general meeting must state 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 judgment concerning that business.

### **Special general meetings**

- 4.9 In addition to annual general meetings, the Society may hold special general meetings.
- 4.10 A majority of the Board may call a special general meeting.
- 4.11 At least fourteen days (14) notice of the date, time and place of any special general meeting of the Society shall be given to all members. Written notice may be given

by mail or by electronic means. A statement of the business to be considered at the special general meeting shall accompany the notice. If a special resolution is to be presented, a copy of the special resolution shall accompany the notice.

- 4.12 Accidental omission to give notice of a special general meeting does not invalidate the meeting proceedings.
- 4.13 A member of the Society may, in any manner, waive the member's entitlement to notice of a special general meeting or may agree to reduce the period of that notice.
- 4.14 Attendance of a member at a special general meeting is a waiver of the member's entitlement to notice of the meeting unless the member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- 4.15 The Board shall call a special general meeting on the written request of 10% of the voting members. The request shall state the reason or reasons for the meeting, which should be directly related to the purposes of the Society as set out in its Constitution. Such a requested meeting shall be held within twenty-one (21) days of receipt of the request.
- 4.16 At a special general meeting the only business that may be considered is that stated in the notice of the meeting.

#### **Chair of general meeting**

- 4.17 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.

#### **Alternate chair of general meeting**

- 4.18 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within fifteen (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**

- 4.19 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**

- 4.20 The quorum for the transaction of business at a general meeting is three (3) voting members or 10% of the voting members, whichever is greater.

#### **Participation by telephone or other communications medium**

- 4.21 A person who is entitled to participate in a general meeting may do so by telephone or other communications medium if all of the persons participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other.

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

- 4.22 If, within thirty (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 thirty (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**

- 4.23 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**

- 4.24 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 meeting**

4.25 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 thirty (30) days or more, notice of the continuation of the adjourned meeting must be given.

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

4.26 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; and
- (h) terminate the meeting.

### **Number of votes**

4.27 A member in good standing is entitled to one (1) vote.

### **Methods of voting**

4.28 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, two (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.

### **Corporate representatives**

4.29 A corporate member may vote by its authorized representative, who can do anything that corporate member can do, including propose and second resolutions, participate in the discussion and vote.

### **Proxy voting permitted**

4.30 Voting by proxy is permitted provided that the proxy holder is a member of the Society. A proxy holder stands in the place of the voting member appointing the proxy holder and can do anything that member can do, including propose and second resolutions, participate in the discussion and vote.

### **Announcement of result**

4.31 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.

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

4.32 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.

### **Consent resolutions**

4.33 The members may pass ordinary resolutions and special resolutions without a meeting if all of the members consent to the resolution in writing.

## **PART 5 - DIRECTORS**

### **Number of directors on Board**

5.1 The Society must have no fewer than five (5) and no more than eleven (11) directors and at least one of the directors must be ordinarily resident in British Columbia.

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

5.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board for a one (1) year term. An election may be by acclamation.



**Directors must be qualified**

- 5.3 All directors must be qualified as defined by the Act.
- 5.4 On election, each director must confirm in writing she or he is qualified, willing to perform the role and read, understand and accept the responsibilities laid out in the Act and these Bylaws, before participating in any Board meeting.

**Directors may fill casual vacancy on Board**

- 5.5 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

**Term of appointment of director fulling casual vacancy**

- 5.6 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

**PART 6 - DIRECTORS' MEETINGS****Calling directors' meetings**

- 6.1 A directors' meeting may be called by the president or by any two (2) other directors.

**Notice of directors meeting**

- 6.2 At least two (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**

- 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.

**Conduct of directors' meetings**

- 6.4 The directors may regulate their meetings and proceedings as they think fit.
- 6.5 A resolution proposed at a Board meeting need not be seconded.

**Quorum of directors**

- 6.6 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

### **Consent resolutions**

- 6.7 The Board may pass a directors' resolution without a meeting if all of the directors consent to the resolution in writing.

## **PART 7 - OFFICERS**

### **Officers**

- 7.1 The officers of the Society shall be appointed for a one (1) year term by the Board at a meeting to be held as soon as practical immediately after the annual general meeting. An appointment may be by acclamation.

### **Appointment of officers**

- 7.2 Directors must be appointed to the following Board positions, and a director, other than the president, may hold more than one position:
- (a) president;
  - (b) secretary; and
  - (c) treasurer.

### **Directors at large**

- 7.3 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**

- 7.4 The president is the chief executive officer of the Society and the chair of the Board and is responsible for supervising the other directors in the execution of their duties. The president shall preside at all meetings of the Society and is also an ex-officio and voting member of all other committees struck by the Board.

### **Role of secretary**

- 7.5 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, other than those which are the responsibility of the treasurer, in accordance with the Act;
  - (d) conducting the correspondence of the Board; and

- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

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

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

### **Role of treasurer**

- 7.7 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; and
  - (d) making the Society's filings respecting taxes.

## **PART 8 - BORROWING**

### **Directors may borrow**

- 8.1 In order to carry out the Society's purposes, the Board may, on behalf of and in the name of the Society:
- (a) borrow money;
  - (b) issue bonds, debentures, notes or other evidences of debt obligations:
    - (i) at any time;
    - (ii) to any person; and
    - (iii) for any consideration,

as the Board may determine.

### **Members may restrict borrowing powers**

- 8.2 The members may, by special resolution, restrict the borrowing powers of the Board, but a restriction imposed expires at the next annual general meeting unless the special resolution provides otherwise.

## **PART 9 - COMMITTEES**

### **Committees**

- 9.1 There may be committees that are responsible for carrying out such duties as may be allocated by the Board in a properly convened meeting or by consent resolution. A committee may be comprised of members of the Board and members of the Society.

### **Appointment of committee chairs**

- 9.2 The President shall appoint chairs of the committees and their members. The chairs of the committees shall report to the president and the Board.

### **Meetings of committees**

- 9.3 Members of a committee may meet and adjourn as they think proper.

## **PART 10 - REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

### **Remuneration of directors**

- 10.1 These Bylaws do not permit the Society to pay a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

### **Signing authority**

- 10.2 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 any two (2) other directors; or
  - (c) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.
- 10.3 Two (2) authorized signatures will be required for all banking transactions.