

**BYLAWS of the
VICTORIA COOL AID
SOCIETY**

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Bylaws of the Victoria Cool Aid Society (the "Society")

Part 1 - Definitions and Interpretation

Definitions

1.1 In these Bylaws:

"**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.

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 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 - Non-Profit Society

Non-Profit Society

2.1 The Victoria Cool Aid Society shall be carried on without purposes of gain for its members and any profits or other accretions to the Society shall be used in promoting its purposes. This is a previously unalterable provision.

Distribution of assets on dissolution

2.2 In the event that the Society should at any time be wound up or dissolved, the remaining assets after payment of all debts and liabilities shall be turned over to a recognized charitable organization in the Province of British Columbia or elsewhere in Canada as directed by the members. This is a previously unalterable provision.

2.2.1 To further clarify bylaw 2.2, the "charitable organization" referred to in bylaw 2.2 shall have aims or purposes similar to those of this Society. The Society will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.

Charitable Purpose

- 2.3 The Society shall carry on exclusively works of a charitable nature. This is a previously unalterable provision.

No personal gain

- 2.4 No member or director of the Society shall receive directly or indirectly any personal financial gain or profit arising out of association with the Society or from holding the position of director. This is a previously unalterable provision.

Disposition of assets

- 2.5 The Society shall not dispose of its assets to a member of the Society without receiving full and valuable consideration. This is a previously unalterable provision.

Constitution

- 2.6 The Society shall not alter or delete the purpose set out in paragraph (b) of the Society's constitution and the Society shall not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.

Part 3 - Members

Application for membership

- 3.1 Any individual person may apply to Society for membership in the Society, and the person becomes a member on the Board's acceptance of the application.
- 3.2 Any organization may apply to Society for membership in the Society, and the organization becomes a member on the Board's acceptance of the application.
- 3.3 The Board may set the procedures by which a person or organization may apply to the Society for membership.
- 3.4 Any organization that is admitted as a member of the Society must authorize an individual to be the organization's representative to act on the organization's behalf, and the representative is entitled to exercise the same powers on behalf of the organization that the representative could exercise if they were an individual member of the Society, and may cast only one vote at a meeting of the Society's members.

Restrictions on membership

- 3.5 No employee of the Society shall be admitted as a member of the Society.

Honourary membership

- 3.6 The Board may at any time appoint honorary members who may exercise all rights of membership.

Duties of members

- 3.7** Every member must uphold the Constitution of the Society and must comply with these Bylaws.

Amount of membership dues

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

Payment of membership dues

- 3.9** Annual membership dues must be paid by a member no later than 10 days immediately preceding the date of the annual general meeting of the Society.

Member not in good standing

- 3.10** A member, other than an honorary member, is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

- 3.11** 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

- 3.12** An individual or organization's membership in the Society is terminated if the member is not in good standing for 12 consecutive months.

Other terminations of membership

- 3.13** The Board may by resolution terminate the membership of any member in accordance with the provisions of the Act for any violation of the bylaw, rule or regulation of the Society, or for any conduct it deems unbecoming a member or prejudicial to the interests of the Society.
- 3.14** The Board may set the procedures by which a member may be given written notice of the proposed termination of their membership, and the procedures by which the member may make representations to the Society respecting the proposed termination.
- 3.15** No member shall have any claim or cause of action against the Society or its directors in respect of the termination of their membership.

Part 4 - General Meetings of Members

Time and place of general meeting

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

Annual general meeting

4.2 An annual general meeting must be held in June or July each year at a location within Greater Victoria.

Extraordinary general meetings

4.3 Every general meeting other than an annual general meeting is an extraordinary general meeting.

4.4 The Board, or 10 per cent of the membership, but in no case less than two members of the Society, may call an extraordinary general meeting.

4.5 An extraordinary general meeting must be held within 30 days of receipt of written notice by the Secretary.

Notice of general meeting

4.6 At least 14 days notice of a general meeting must be given to the auditor and to every member shown on the register of members on the day notice is given.

4.7 No other person is entitled to receive notice of a general meeting.

Delivery of notice

4.8 Notice of a general meeting may be given to a member personally, by regular mail to the member's registered mailing address, or by email to the member's registered email address.

4.9 Notice of a general meeting given by regular mail is deemed to have been given on the second day following the day on which the notice was properly addressed and placed in a Canada Post receptacle, and in the case of notice given by email, immediately.

Contents of notice

4.10 A notice of a general meeting must state place, day and hour of the meeting, and the nature of any business other than ordinary business, and in the case of an extraordinary general meeting, all 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.

Proceedings valid despite omission to give notice

4.11 The accidental omission to give notice of a general meeting to a member, or the non-receipt of a notice by a member, does not invalidate proceedings at a general meeting.

Ordinary business at general meeting

4.12 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 an auditor, if any;
- f) business arising out of a report of the directors not requiring the passing of a special resolution.

Chair of general meeting

4.13 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 Board chair;
 - ii) the vice-chair, if the Board chair is unable to preside as the chair; or
 - iii) one of the other directors present at the meeting, if both the Board chair and vice-chair are unable to preside as the chair.

Alternate chair of general meeting

4.14 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

4.15 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

4.16 The quorum for the transaction of business at a general meeting is 5 voting members.

Lack of quorum at commencement of meeting

- 4.17** 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

- 4.18** 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

- 4.19** 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

- 4.20** 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 21 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

- 4.21** 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,

- g) 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,
- h) receive any other reports of directors' activities and decisions since the previous annual general meeting,
- i) elect or appoint directors, and
- j) appoint an auditor, if any;
- k) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- l) terminate the meeting.

No resolution by chair

4.22 The chair of a general meeting shall not move or propose a resolution.

Resolutions must be seconded

4.23 A resolution proposed at a general meeting must not be put to a vote unless seconded by a voting member.

Methods of voting

4.24 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 where otherwise directed by the chair of the meeting.

Equality of Votes

4.25 In the case of an equality of votes, the chair of the meeting must cast a vote, being the only vote the chair of the meeting shall cast.

Announcement of result

4.26 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

4.27 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

4.28 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 5 - Directors

Number of directors on Board

5.1 The Society must have no fewer than 6 directors.

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.

Directors may fill casual vacancy on Board

5.3 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board.

Term of appointment of director filling casual vacancy

5.4 A director appointed by the Board to fill a vacancy ceases to be a director at the conclusion of the next annual general meeting unless elected by the members at that annual general meeting.

Term

5.5 Directors shall be elected to a term of two years commencing from the date of their election at an annual general meeting.

5.6 Directors shall serve no longer than three terms totaling no more than six consecutive years unless nominated by the Board to serve a fourth two-year term.

Indemnity

5.7 The Society shall indemnify each director of the Society, past or present, against any and all liability and expense in connection with or resulting from any claim, action, suit or proceeding in which the Director becomes involved as a party or otherwise by reason of having been a director of the Society.

Remuneration of directors

5.8 Directors shall not be remunerated in any capacity, however directors may be reimbursed for necessary and reasonable expenses incurred while acting on behalf of the Society. The Society will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.

Part 6 - Directors' Meetings

Calling directors' meeting

6.1 A directors' meeting may be called by the Board chair or by any 2 other directors.

Notice of directors' meeting

- 6.2** 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

- 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.

Quorum of directors

- 6.5** The Board may from time to time fix the quorum necessary to transact business, and unless so fixed, the quorum for the transaction of business at a directors' meeting is a majority of the directors.

Meeting minutes

- 6.6** No member of the Society or the public is entitled to inspect the minutes of a directors' meeting, except as follows:
- a) The Society shall, on request by a member of the Society or the public disclose any portion of the minutes that evidences a disclosure by director or senior manager of a conflict of interest;
 - b) The Board may, on request by a member of the Society or the public, and in accordance with the policies and procedures set by the Board, disclose the minutes of a directors' meeting.

Committees

- 6.7** The Board may appoint standing or ad-hoc committees to carry out any activity of the Board, but no committee may pass a resolution on behalf the Board.

Part 7 - Board Duties

Election or appointment to Board positions

- 7.1** Directors must be elected or appointed to the following Board positions, and a director, other than the Board chair, may hold more than one position:
- a) chair;
 - b) vice-chair;
 - c) secretary;
 - d) treasurer.

Officers

7.2 The Board chair, vice-chair, secretary and treasurer shall be the officers of the Society.

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 Board chair

7.4 The Board chair is responsible for supervising the other directors in the execution of their duties.

Role of vice-chair

7.5 The vice-chair is responsible for carrying out the duties of the Board chair if the Board chair is unable to act.

Role of secretary

7.6 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- a) ensuring that the Society's bylaws and policies are adhered to by the Board.
- b) issuing notices of general meetings and directors' meetings;
- c) taking minutes of general meetings and directors' meetings;
- d) keeping the records of the Society in accordance with the Act;
- e) conducting the correspondence of the Board;
- f) filing the annual report of the Society and making any other filings with the registrar under the Act; and
- g) providing appropriate delegation and oversight of these duties to any director or employee of the Society.

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

- e) providing appropriate delegation and oversight of these duties to any director or employee of the Society.

Seal

- 7.8 The Board may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
- 7.9 The common seal shall be affixed only when authorized by a resolution of the Board and may be affixed only in the presence of the Board chair and secretary unless directed otherwise by the Board.

Part 8 - Borrowing

Borrowing

- 8.1 In order to carry out the purposes of the Society the Board 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 the foregoing, by issue of debentures.

Resolution required

- 8.2 No debentures shall be issued without a resolution of the Board.

Restrictions on borrowing

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

Part 9 - Reporting Society Provisions

Auditor

- 9.1 The Society must have an auditor.

Requirements for changing auditor

- 9.2 At an annual general meeting, a resolution appointing an auditor, other than the incumbent auditor, must not be proposed unless
 - a) the incumbent auditor has declined reappointment, or
 - b) at least 14 days' written notice of the proposed resolution has been given to
 - i) all persons entitled to receive notice of the meeting, and
 - ii) the incumbent auditor.

Comparative financial statements

- 9.3 The financial statements of the Society must be prepared as comparative financial statements relating separately to

- a) the period determined under section 35 (2) of the *Societies Act*, and
- b) the preceding period, if any, in relation to which financial statements for the Society were prepared.

Exception to requirement for comparative financial statements

- 9.4** Despite Reporting Society Provision 3, the financial statements of the Society may deal with only the period determined under section 35 (2) of the *Societies Act* if the reason for doing so is set out in the financial statements.

Providing financial statements and auditor's report to auditor and members

- 9.5** At least 10 days before the date of each annual general meeting, the Society must send to the auditor and to each member a copy of
- a) the financial statements that are to be presented at the meeting, and
 - b) the auditor's report, as defined in section 1 of the *Societies Act*, on those financial statements.

Providing financial statements and auditor's report to security holder

- 9.6** The Society, on request of a person holding a bond, debenture, note or other evidence of debt obligation, whether secured or unsecured, of the Society, must send to the person a copy of the Society's latest financial statements and a copy of the auditor's report, as defined in section 1 of the *Societies Act*, on those financial statements.

Last Amended July 29, 2020