



PACIFIC CENTRE FAMILY SERVICES ASSOCIATION BY-LAWS

PART 1 - INTERPRETATION

1. (a.) In these bylaws, unless the context otherwise requires,
 - i. "Board" means the Board of Directors of the Society;
 - ii. "Directors" means the Directors of the Society elected or appointed pursuant to the *Societies Act*;
 - iii. "Members" means the members of the Society as described in bylaws 2 through 10;
 - iv. "Registered address" of a member, means their address as recorded in the register of members;
 - v. "Societies Act" means the *Societies Act* of the Province of British Columbia from time to time in force and all amendments to it; and
 - vi. "Society" means the Pacific Centre Family Services Association.
- (b.) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.

PART 2 – MEMBERSHIP

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. Any person, other than a person who is regularly paid by the Society for work, and subject to the approval of the Directors, is eligible for membership in the society.
3. Categories of Membership
 - (a) **Honorary Life Member:** An Honorary Life Member is a person on whom the Board Directors confers life membership. The fees of an Honorary Life Member are deemed to be paid in full at all times. An Honorary Life Member is entitled to one vote at general meetings of the Society.
 - (b) **Regular member:** A Regular Member is a person who has been accepted into the Society with the approval of the Board Directors and who has paid the full membership fee as set from time to time at the Annual General Meeting. A Regular Member is entitled to one vote at general meetings of the Society.



- (c) **Associate member:** An Associate Member is a person who has been accepted into the Society with the approval of the Board Directors and who has an interest in the activities of the Society. There is no membership fee for an Associate member and Associate Members are not entitled to a vote at general meetings of the Society.
5. Every member shall uphold the constitution and comply with these bylaws. Membership fees are due and payable on April 1 of each year. The amount of the annual membership fee is **\$25.00** or a greater amount determined at the Annual General Meeting of the Society. Membership fees may be waived at the discretion of the Chair of the Board for expertise or hardship reasons.
 6. A person ceases to be a member of the society:
 - (a) When their membership expires at the end of the fiscal year irrespective of when the initial membership in the Society was granted;
 - (b) By delivering their resignation in writing, including electronic communication, to the Board Chair or Secretary of the Society, or by mailing or delivering it to the address of the Society; or
 - (c) On their death or in the case of a corporation on dissolution; or
 - (d) On being expelled; or
 - (e) On having been a member not in good standing for twelve consecutive months.
 7. 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 must be given an opportunity to be heard at a general meeting before the special resolution is put to a vote.
 8. All members are in good standing except a member who has failed to pay his or her current annual membership fee 15 business days in advance prior to the Annual General Meeting. The member is not in good standing so long as the debt remains unpaid, unless otherwise waived by Chair of the Board.
 9. The membership of a person in the Society is not transferable.
 10. No members shall be an employee of the Society and, subject to bylaw 11, no member shall be remunerated for being a member of the Society.
 11. The Board may authorize the reimbursement of expenses necessarily and reasonably incurred by a member while engaged in the affairs of the Society.

PART 3 – MEETINGS OF MEMBERS

12. General meetings of the Society must be held at such time and place, in accordance with the Societies Act, as the Board Directors decides.
13. Every general meeting, other than an Annual General Meeting, is an extraordinary general meeting.



14. The Board of Directors may, when they think fit, convene an extraordinary general meeting.
15. Notice of a general meeting must specify the place, the day, and the hour of meeting, and, in case of special business, the general nature of that business.
16. 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.
17. The Directors may, in its sole discretion, direct that any meeting of the Society, including the Annual General Meeting, or an Extraordinary General Meeting, or any meeting of the Directors, be held electronically, whether by teleconferencing, e-mail or videoconferencing, or any other method which allows for communications between attendees. If any motions are passed at any electronic meeting, they shall be ratified at the next Directors' meeting.
18. An Annual General Meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding Annual General Meeting.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

19. Special business is
 - (a) all business at an extraordinary general meeting except the adoption of rules of order, and
 - (b) all business conducted at an Annual General Meeting, except the following:
 - i. the adoption of rules of order;
 - ii. the consideration of the financial statement;
 - iii. the report of the Directors;
 - iv. the report of the auditor, if any;
 - v. the election of Directors;
 - vi. the appointment of the auditor, if required; and
 - vii. 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.
20. Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
 - (a) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
 - (b) A quorum needs to be 51% of the membership, 30% of the Board Directors, and 1 member from the Board Executive present or a greater number that the members may determine at a general meeting.
21. 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, must be terminated; but in any other case, it must 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.
22. Subject to bylaw 23, the Chair, the Vice-Chair or in the absence of both, one of the other Director's present must preside as chair of a general meeting.



23. If at a general meeting
 - (a) there is no Chair, Vice-Chair, or other director present within 15 minutes after the time appointed for holding the meeting, or
 - (b) the Chair and all the other Directors present are unwilling to act as chair, the members present shall choose one of their number to be chair.
24. A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (a) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
 - (b) 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.
25. A resolution proposed at a meeting need not be seconded and the Chair of the meeting may move or propose a resolution.
26. A Regular or Honorary Life member in good standing present at a meeting of members is entitled to one vote.
27. Voting is by show of hands.
28. Voting by proxy is not permitted.
29. 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.
30. Subject to these bylaws and any rules or procedure adopted by the general meeting, Roberts Rules of Order will apply.

PART 5 - DIRECTORS AND OFFICERS

31. 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.
32. 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.
33. The Chair, Vice-Chair, Secretary, Treasurer and one or more other persons are the Directors of the society.
 - (a) The number of Directors shall be **5 and a maximum of 12** or such greater number as may be determined from time to time at a general meeting.
 - (b) The Directors must be voting members in good standing of the society.



34. Directors will serve a two-year term, after which their term will expire, with the exception of Directors appointed in accordance with Section 33. A Director may stand for re-election after their two-year term is complete. There are no limits to the number of terms a Director may serve.
35. An election may be by acclamation otherwise it shall be by ballot or show of hands.
36. At the first Annual General Meeting following the adoption of these by-laws, there shall be an election for one-half of the Directors for a two-year term and an election for one-half of the Directors for a one-year term. Thereafter, all elections shall be for a two-year term.
37. Directors may be elected for a one-year term at the Annual General Meeting, in order to ensure that the two year terms for Directors are staggered. The members attending the Annual General Meeting will be advised if there are any one-year term Directors proposed.
38. The Directors may at any time and from time to time appoint a member as a director to fill a vacancy in the Directors. This appointed director must retire from office at the next Annual General Meeting but said Director may stand for election at that Annual General Meeting, in accordance with Section 33.
39. An individual shall cease to be a Director
 - (a) By delivering their resignation in writing to the Chair or Secretary of the Society or by mailing or delivering it to the address of the Society;
 - (b) On their death;
 - (c) On their ceasing to be a member;
 - (d) On being removed as a Director by Special Resolution; or
 - (e) On being absent from 3 consecutive meetings of the Board without permission from the Board.
40. 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. The notice of Special Resolution for removal shall be accompanied by a brief statement of the reason or reasons for the proposed removal. The Director who is the subject of the proposed resolution for removal shall be given the opportunity to be heard at the general meeting before the Special Resolution is put to a vote.
41. An act or proceeding of the Directors is not invalid merely because there are less than the prescribed number of Directors in office.
42. A Director must not be remunerated for being or acting as a Director but a Director must be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.
43. Each Director shall unreservedly subscribe to and support the purposes of the Society.
44. Each Director has a duty to keep the business and affairs of the Society confidential unless the Board authorizes a particular business or affair to be made public.



PART 6 - PROCEEDINGS OF DIRECTORS

45. The Directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
 - (a) The quorum for a meeting of the Board is 51% of the current appointed Directors.
 - (b) The Directors may from time to time set the quorum necessary to conduct business and unless so set the quorum is a majority of the Directors then in office.
 - (c) The Chair is Chair of all meetings of the Directors; but if at any meeting the Chair is not present within 30 minutes after the time appointed for holding the meeting, the Vice-Chair must act as Chair, but if neither is present the Directors present may choose one of their number to be chair at that meeting.
 - (d) The Chair may at any time and the Secretary, on the request of either the Chair or any 2 Directors shall, convene a meeting of the Directors.
46. The Directors may delegate any, but not all, of their powers to committees consisting of Directors as they think fit.
47. A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the Board held after it has been done.
48. A committee must elect a chair of its meetings; but if no Chair is elected, or if at a meeting the Chair is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee must choose one of their number to be Chair of the meeting.
49. The members of a committee may meet and adjourn as they think proper.
50. For a first meeting of Directors held immediately following the appointment or election of a director or Directors at an annual or other general meeting of members, or for a meeting of the Directors at which a director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly-elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present.
51. A Director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by e-mail, letter, or electronic communication, of any meeting of the Directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn,
 - (a) a notice of meetings of Directors is not required to be sent to that Director, and
 - (b) any and all meetings of the Directors of the Society notice of which has not been given to that Director, if a quorum of the Directors is present, are valid and effective.
52. Questions arising at any meeting of the Directors and committee of Directors must be decided by a majority of votes.
 - (a) In case of a tie vote the Chair does not have a second or casting vote.
53. A resolution proposed at a meeting of Directors or committee of Directors need not be seconded and the chair of a meeting may move or propose a resolution.
54. 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 7 - DUTIES OF OFFICERS

55. The Directors may at their sole discretion delegate any of their duties to the Executive Director.
56. The Vice-Chair must carry out the duties of the Chair during his or her absence.
57. The Secretary must
- conduct the correspondence of the Society;
 - issue notices of meetings of the Society and Directors;
 - keep minutes of all meetings of the Society and Directors;
 - have custody of all records and documents of the Society except those required to be kept by the Treasurer;
 - have custody of the common seal of the Society;
 - maintain the register of members.
 - In the absence of the Secretary from a meeting, the Directors must appoint another person to act as Secretary at the Meeting.
58. The Treasurer must
- keep the financial records, including books of account, necessary to comply with the Societies Act;
 - render financial statements to the Directors, members and others when required.
59. The offices of the Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.
60. In the absence of the Secretary from a meeting, the Directors must appoint another person to act as Secretary at the meeting.

PART 8 – EXECUTIVE DIRECTOR

61. The Board shall appoint an Executive Director of the Society to be responsible for the operational day-to-day activities of the Society under the general supervision of the Board.
62. The Board shall determine the remuneration and other terms and conditions of employment for the Executive Director.
63. Subject to any directions by the Board, the Executive Director may appoint other employees of the Society as deemed necessary to carry out the purposes of the Society and may determine their remuneration and other terms and conditions of their employment.
64. A Director is not eligible to be appointed as an employee of the Society including as Executive Director.

PART 9 - SEAL

65. The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
66. 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 Chair and Secretary or Chair and Secretary-Treasurer.



PART 10 - BORROWING

67. 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 as they decide and in particular but without limiting that power, by the issue of debentures.
68. A debenture must not be issued without the authorization of a special resolution.
69. 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 11 – FISCAL YEAR

70. The fiscal year end of the Society shall be determined by the Board.

PART 12 – AUDITOR

71. The following part applies only where a Society is required or has resolved to have an auditor.
72. The first auditor must be appointed by the Directors who must also fill all vacancies occurring in the office of auditor.
73. At each Annual General Meeting the Society must appoint an auditor to hold office until re-elected or a successor is elected at the next Annual General Meeting.
74. An auditor may be removed by ordinary resolution.
75. An auditor must be promptly informed in writing of the auditor's appointment or removal.
76. A Director or employee of the Society must not be its auditor.
77. The auditor may attend general meetings.

PART 11 - NOTICES TO MEMBERS

78. A notice may be given to a member, either personally electronically or by mail to the member at the member's registered address.
79. A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
 - (a) Notice of a general meeting must be given to every member shown on the register of members on the day notice is given, and
 - (b) the auditor, if Part 11 applies.
 - (c) No other person is entitled to receive a notice of general meetings.
 - (d) The notice period is considered 14-business days.



PART 12 - BYLAWS

80. 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.
81. These bylaws must not be altered or added to except by special resolution.

PART 13 – PROVISIONS PREVIOUSLY IN THE CONSTITUTION

82. The operations of the Society are to be chiefly carried out on South Vancouver Island region of the Province of British Columbia.
83. In the event of the dissolution of Pacific Centre Family Services Association, all remaining assets shall be disbursed to a Registered Charity, as recognized by the Canada Revenue Agency, which is delivering similar services within the South Vancouver Island area of British Columbia. Prior to dissolution, the BC Community Gaming Grants Branch, or its successors, must be notified, to ensure that any Community Gaming Grant funds are disbursed to an organization which meets their eligibility criteria.

PART 14 – INDEMNIFICATION

84. Subject to the provisions of the *Societies Act*, each Director, employee or agent of the Society shall be indemnified by the Society against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which they may be made a party by reason of their being, or having been a Director, employee or agent of the Society, except in relation to matters as to which they shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of their duty as a Director, employee or agent. “Derelict” shall mean grossly negligent, criminally negligent, intentionally engaged in tortuous conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Society.

PART 15 – EFFECTIVE DATE

85. Effective on **XXX** these bylaws repeal and replace the bylaws of the Society in effect immediately prior to that date.
86. Nothing in these bylaws affects the validity of anything done prior to XXX that was validly done in accordance with the bylaws then in effect.

***Updates are pending approval at the AGM in September