

South Island Pride Community Centre Society

Constitution & Bylaws

The Constitution

1. The name of the Society is the South Island Pride Community Centre Society.

Part 1 - Purposes of the Society

2. The intended purpose of the Society is to operate as a charitable organization, within the meaning of that term in the Income Tax Act, for promoting and encouraging the exclusively charitable activities of people of all genders, gender identities, and sexualities, and their allies within the Capital Regional District of British Columbia, and, without limiting the generality of the foregoing, it is the purpose of the Society:
 - a) to disseminate to the public, for the advancement of their education, information related to the interests and concerns of people of all genders, gender identities, and sexualities within the Capital Regional District of British Columbia;
 - b) to obtain and maintain a physical facility for the use and benefit of all members of the public;
 - c) to provide a safe meeting & program space, to provide support and education and a focal point for community activities and services including educational workshops, drama, art, music, social events and related programs for people of all ages;
 - d) to provide public education through forums, workshops, and a library regarding the varied issues of our community;
 - e) to maintain a telephone information and referral service for the benefit of all members of the public.
3.
 - a) The Society shall be operated without purpose of financial gain for its members and any profits or accretions to the Society shall be used in supporting and promoting its purposes, and maintaining the community centre facility.
 - b) Paragraph 3 of this Constitution is unalterable.

Part 2 – Bylaws of the Society

Here set forth in numbered clauses, the bylaws providing for the matters referred to in Section 6(1) of the *Society Act* and any other bylaws.

Bylaw 1: Definitions

A. In these bylaws, unless the context otherwise requires:

"auditor" has the same meaning as in section 1 (1) of the *Business Corporations Act*;

"Board" or "Board of Directors" means the properly elected and appointed board of directors as provided for in these bylaws;

"bylaws" means the bylaws of a society;

"bylaws" means the bylaws of the South Island Pride Community Centre Society;

"Centre" means the South Island Pride Community Centre.

"debenture" has the same meaning as in the *Business Corporations Act*;

"debt obligation" means a bond, debenture, note or other similar obligation, whether secured or unsecured, of a society;

"Director" or "Directors" means the duly elected or appointed Members of the Board;

"gender" means the gender of the Member as identified by that Member;

"co-chair" and "co-chairs" means the directors elected by the Board to preside over its meetings;

"Member" means

(a) an applicant for membership to the Society who has not ceased to be a member, and

(b) every other person who becomes and remains a Member in accordance with the bylaws;

"ordinary resolution" means

(a) a resolution passed in a General Meeting by the Members of the South Island Pride Community Centre Society by a simple majority of the votes cast in person, or

(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

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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;

“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,

“the Constitution” means:

- (a) the constitution established the South Island Pride Community Centre Society incorporated under the *Society Act*, and
- (b) the declaration for incorporation of the South Island Pride Community Centre Society, or other similar document;

“the Society” means the South Island Pride Community Centre Society incorporated in 2009 under the *Society Act*; and,

- B So far as the context does not otherwise require, the definitions in the *Society Act* on the date of these bylaws become effective apply to these bylaws.
- C. In these bylaws, unless the context otherwise requires, words importing the masculine include feminine or neutral, and singular include the plural and vice versa.
- D The insertion of headings in these bylaws is for convenience only and shall not affect their interpretation.

Bylaw 2: Membership

- A. The Founding Members of the Society are the applicants for incorporation of the Society and those persons who subsequently have become Members,

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in accordance with these bylaws and, in either case, have not ceased to be Members. A person may apply to the Directors for membership in the Society and on acceptance by the Directors will be a Member.

- B. The annual individual membership is to be \$20.00, or an amount to be determined by the Executive Director.
- C. The annual organizational membership is to be \$50.00, or an amount to be determined by the Executive Director.
 - a. An organizational membership will carry with it rights and benefits to be determined by the Board of Directors in concert with the Executive Director.
- D. A person shall cease to be a member of the Society:
 - a. on having been a member not in good standing for 12 consecutive months; or,
 - b. if that person resigns by notice in writing to the Chair of the Society.
- E. All members are in good standing except a member who has failed to pay the current annual membership fee, or any other subscription or debt due and owing by them to the Society, and is not in good standing so long as the debt remains unpaid.

Bylaw 3: Meeting of Members

- A. The first Annual General Meeting of the Society must be held not more than fifteen (15) months after the date of incorporation and after that an Annual General Meeting must be held at least once in every calendar year, preferably within ninety (90) days of the fiscal year end, but not more than fifteen (15) months after the holding of the last proceeding Annual General Meeting.
- B. The Annual General Meeting of the Society will be held at a time and place designated by the Board of Directors.
- C. The Board may choose to call an Extraordinary General Meeting upon receiving a request signed by not less than 10% of the members in good standing, In the case of such a request, the meeting must be called for a date not more than ninety (90) days after receipt of the request. The request must set forth the objective of the meeting and must be delivered to the offices of the Society. The request is deemed delivered when

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received at the offices of the Society. If the Board does not call a meeting of the Society within thirty (30) days after the receipt of the request, then the requesting members may call the meeting.

D. Every general meeting, other than the Annual General Meeting, shall be called an Extraordinary General Meeting.

E. Notice of a General Meeting specifying the place, date, time of the meeting, and the reason for the meeting, must be delivered to each member either:

- a. personally
- b. by mail to the registered address
- c. by facsimile, or
- d. by electronic mail

not less than fourteen (14) days before the meeting. The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any members entitled to a notice will not invalidate the proceedings of any meeting.

F. No business, other than the election of a Co-Chair and the adjournment or termination of the meeting, will be transacted at any General Meeting of the Society unless a quorum of three (3) members is present in person at the time when the meeting proceeds to business. If within one hour of the time appointed for a General Meeting, a quorum is not present, the meeting, if convened upon a request, shall be terminated. In any other case, the meeting will stand adjourned for one week at the same hour and place and, if at the adjournment meeting a quorum is not present within one hour of the time appointed, the members present will form a quorum.

G. Either Co-Chair will preside over all meetings of the members as Chair by alternating or if they agree to do so, jointly. Should one not be present, the other will preside as Chair. In the absence of either Co-Chair, the members shall by simple majority, elect one of their number to act as Chair.

H. A General Meeting may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the

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adjournment took place. It is not necessary to give notice of an adjournment.

- I. No resolution proposed at the meeting need be seconded, and the presider may propose a resolution.
- J. In the case of an equality of votes, neither Co-Chair will have a second deciding vote in addition to the vote to which they are entitled as a member, and the proposed resolution will not pass.
- K. At any meeting of the Society, each member of the Society who has been a member in good standing for not less than thirty (30) days before the meeting, has one vote. A member may not cast a vote by proxy.
- L. If at any time during a General Meeting there ceases to be a quorum present, the presider of the meeting may order that the business then in process be suspended until there is a quorum present or until the meeting is adjourned or terminated. If the presider does not order that the business then in progress be suspended, then the business may proceed.

Bylaw 4: Board of Directors

- A. Subject to the *Society Act* and these bylaws, the Board may exercise all of the powers of the Society and will manage or supervise the management of the business and affairs of the Society.
- B. Structure of the Board:
The number of Directors positions shall be between 5 and 12. Two Co-Chairs, Secretary, Treasurer, and one or more other persons (up to 12) are the Directors of the Society.
- C. The Board shall be constituted of those persons who are elected by a majority of members of the Society eligible to vote at a General Meeting. Only members of the Society are eligible for the position of Director.
- D. The Directors must retire from office at the end of their term at the next Annual General Meeting when their successors are elected. A Director may only serve for two consecutive terms. A term of office for a Director is normally two years.
 - a. At the discretion of the Board, at the end of a term, one of the Co-Chairs may retire and the other Co-Chair may continue for an additional term to ensure leadership continuity on the Board.

- b. If a Director resigns office or otherwise ceases to hold office, the remaining Directors may appoint a member to take the place of the former Director.
- E. 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.

Bylaw 5: Removal of Directors

- A. The Society may, by special resolution, remove any Director before the expiration of that Director's term of office and may at the time of passing of that special resolution removing that Director, appoint another person in the Director's stead.
- B. The Board may by resolution remove a Director before the expiration of that Director's term of office and appoint another person in that Director's stead if the Director is regularly and continually absent from meetings of the Board or the Director has been deemed by the Board to have acted against the best interest of the Society.

Bylaw 6: Proceedings of Directors

- A. At the first meeting of the Board after the Annual General Meeting, the Board shall elect from among its members two Co-Chairs, a Secretary, a Treasurer, and other positions as deemed necessary by the Board.
- B. The Board may from time to time as deemed necessary create Standing and Special committees, and may delegate to these committees the powers needed to complete the task(s) given to the committee. These committees must conform to any regulations imposed upon it by the Board and must report at such time and in such manner as the Board directs.
- C. The Board may together from time to time at the dispatch of business, adjourn, and otherwise regulate its meetings as it thinks fit.
- D. The Board must first attempt to arrive at decisions through a consensus process that allows for each Member's voice to be heard. If the Board cannot come to a decision through consensus, the item will be tabled and added to the Agenda of the next meeting. If the Board cannot come to consensus at this time, the decision will be decided by vote by a majority plus one. In the case of an equality of votes the presider will not have a second vote, and the proposed resolution shall not pass.

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- E. Meetings will be called from time to time by either Co- Chair, or may be requested by any two Board Directors. In the absence of either Co-Chair, the other will call a meeting upon receipt of a request from two Directors. If neither Co-Chair calls a meeting within forty-eight (48) hours of receipt of a request for a meeting, the requesting Directors may call the meeting themselves. Notice of every meeting will be given to each Director not less than forty-eight (48) hours before the time when the meeting is to be held, except that no notice of a meeting is necessary if:
- a. all Directors are present;
 - b. if those absent have waived notice of, or,
 - c. otherwise signified their consent to the holding of the meeting.
- F. A quorum is formed by a majority of the Directors for transacting the business of the Society. If within thirty minutes of the time appointed for a meeting requested by two Directors, a quorum is not present, the meeting will be terminated. In any other case, the meeting will stand adjourned to another date and time not less than one day nor more than seven days thereafter, as the Directors present at the meeting determine. If at such adjourned meeting a quorum is not present within thirty minutes of the time appointed, those Directors shall form a quorum.
- G. The Directors will cause records to be kept relating to the affairs of the Society and will record resolutions and proceedings of all meetings of the Society, the Board, and any Committees.
- H. A resolution signed by all Directors will have the same force and effect as if regularly passed at a duly constituted meeting of the Board.
- I. Either Co-Chair may preside at meetings of the Board. In the absence of both Co-Chairs any member duly elected as Chair by the members of the Board present may preside.
- J. All acts done by any meeting of the Board of Directors or a committee of the Board will, notwithstanding that it be afterwards discovered that there was some defect in the appointment or election of any Director or persons acting as a Director, or that they or any of them are disqualified, be as valid as if every such person had been duly elected or appointed and was qualified to be a Director.

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- K. The Directors may make such rules and regulations for the conduct of the affairs of the Board and the affairs of the Society as they deem desirable, provided that such rules and regulations are not inconsistent with the bylaws of the *Society Act*.
- L. A Director may participate in a meeting of the Board or of any committee of the Directors through the use of a conference telephone call or other communication facilities by means of which all Directors participating in the meeting can hear each other and provided that the majority of the Directors agree to such participation. A Director participating in a meeting in accordance with this bylaw will be deemed to be present at the meeting, counted in the quorum, and entitled to speak and participate in the decision making process.
- M. The Directors must see that all necessary books and records of the Society required by the bylaws of the Society or by any applicable statute or law are regularly and properly kept.

Bylaw 7: Executive Committee

- A. There shall be an Executive committee of the Board comprised of:
 - a. the two Co-Chairs
 - b. the Secretary, and
 - c. the Treasurer
- B. Between meetings of the Board, the Executive committee may process and exercise (subject to the regulations which the Board may from time to time impose) all the powers of the Board in the management or supervision of the management of the business and the affairs of the Society.
- C. The Board must fill vacancies in the Executive Committee by election or appointment from among its number. If and whenever a vacancy exists on the Executive Committee the remaining members may exercise all of its powers so long as a quorum remains in effect.

Bylaw 8: Officers

- A. The Board may appoint such officers and agents and authorized the employment of such persons as it may determine to carry out the purpose of the Society.

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- B. All appointments of such officers, agents, and other persons shall be made upon such terms and conditions and at such remuneration as the Directors may determine, and every such appointment shall be subject to termination at the pleasure of the Directors unless otherwise fixed by contract.
- C. The Co-Chairs of the Society shall”
- a. perform duties in accordance with the provisions of the *Society Act*.
 - b. preside individually or together over meetings of the Board, General Meetings, and at the Annual General Meeting.
 - c. provide Chair reports at Director’s meetings, General Meetings, and Annual General Meetings.
 - d. perform such other duties as may be assigned by the Board.
- D. The Treasurer of the Society shall:
- a. keep or cause to be kept the financial records of the Society in accordance with the provisions of the *Society Act* and ordinary accounting principles.
 - b. report for examination the financial records of the Society from time to time at regular Director’s meetings and the Annual General Meeting in a format appropriate for submission by the Secretary to the Registrar of Companies.
 - c. make available for examination by an auditor the financial records of the Society.
 - d. perform such other duties as may be assigned to the office.
- E. The Secretary of the Society shall:
- a. keep or cause to be kept the records of the Society in accordance with the provisions of the *Society Act*.
 - b. be responsible for filing with the Registrar of Companies the financial statements and annual report within thirty days of holding of the Annual General Meeting as required by the *Society Act*.
 - c. perform such other duties as may be assigned to the office.
- F. Other members of the Board shall:
- a. perform such duties as may be assigned to the office.

G. The Co-Chairs, the Secretary, and the Treasurer, and any other officer appointed under this bylaw are authorized to acknowledge donations for the purpose of issuing a receipt for charitable donations under the *Income Tax Act*.

Bylaw 9: Financial

- A. Subject to the provisions of the *Society Act*, the Board has the power to invest the whole or any part of the funds of the Society as it may from time to time by resolution determine. Funds of the Society may be invested only with such financial institutions as have been approved for the purpose by resolution of the Board.
- B. The Board may from time to time authorize the borrowing of money from any chartered bank or from any other person, firm, or corporation for the purposes of the Society and, subject to the provisions of the *Society Act* may secure the repayment of the moneys so borrowed in such a manner and on such terms as it may prescribe in and by such resolution.
- C. The Board shall cause proper accounting records to be kept:
- a. of all sums of money received and expended and the matter in respect of which each such receipt and expenditure has taken place;
 - b. of the assets and liabilities of the Society; and,
 - c. perform such other duties as may be assigned to the office.
- D. Unless otherwise ordered by the Board of Directors, the fiscal year of the Society shall terminate on December 31st of the year.
- E. At each Annual General Meeting the members shall appoint an auditor to audit the books of the Society for the ensuing year.

Bylaw 10: Seal

- A. The Directors may approve a Common Seal for the Society and may destroy a seal and substitute a new seal in its place.
- B. The Common Seal may be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution, or, if no persons are prescribed, in the presence of the Co-Chairs.

Bylaw 11: General Provisions

- A. Subject to the *Society Act*, every Director and every officer or member of each committee of the Board and the heirs, executors, and administrators, and estates of those Directors, officers, and members 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, including an amount paid to settle an action or satisfy a judgement, actual or reasonable incurred by them, in a civil, criminal, or administrative action or proceeding to which they are made a party by reason of being or having been Director, officer, or member of a committee, including an action brought by the Society, if:
- a. they acted honestly and in good faith with a view to the best interests of the Society; and,
 - b. in the case of a criminal or administrative action or proceeding they had reasonable grounds for believing that their conduct was lawful.
- B. No Director or officer shall be liable for:
- a. the acts, receipts, neglects, or defaults of any other Director, officer, or member;
 - b. joining in any receipts or other acts of conformity;
 - c. any loss or expense happening to the Society through the insufficient or deficiency of title to any property by order of a Director, officer, or member for or behalf of the Society;
 - d. the insufficiency or deficiency of any security in or upon which any of the moneys of the Society have been invested;
 - e. for any loss or damage arising from the bankruptcy, insolvency, or torturous act of any person with whom any of the moneys, securities, or effects of the Society have been deposited; or,
 - f. any loss occasion by any error of judgement or oversight on their part or for any other loss, damage, or misfortune whatever which may happen in the execution thereof unless the liability arises through the wilful neglect, default, or dishonesty of that Director or officer.
- C. With the exception of those Directors who are officers or employees of the Society, Directors shall serve without remuneration provided that the

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Board may by resolution from time to time award special remuneration or pay sums in respect of out-of-pocket expenses out of the funds of the Society to any Director who performs any special work or service for or undertakes any special commission on behalf of the Society outside of the work or services ordinarily required by a Director.

- D. It shall be the duty of every Director who is in any way, whether directly, or indirectly, interested in a contract or transaction with the Society to fully and promptly disclose such interests to the extent, in a manner, and at the time required by the application provisions of the *Society Act* and to abstain from voting in respect of the contact or transaction or proposed contract or transaction as and when prohibited by the *Society Act*. Any such Director shall not be counted in the quorum at a meeting of the Board at which the proposed contact or transaction is approved.
- E. Subject to compliance with these bylaws and the *Society Act*, no Director or officer shall be disqualified from contracting with the Society nor shall any contact or agreement with the Society entered into by any Director or officer or in which any Director or officer is interested or any transaction on behalf of the Society conducted by any Director or officer which transaction on behalf of the Society conducted by any Director or officer which transaction is such that the Director or officer is a party or in which the Director or officer is otherwise interested be avoided, nor shall any Director or officer so contracting or being so interested be liable to account to the Society for any profit realized from or in connection with any such contact or arrangement or transaction by reason of such Director or officer holding office in the Society by reason of the fiduciary relationship thereby established.

Bylaw 12: Alternation of Bylaws

- A. These Bylaws may only be altered or amended by special resolution.

Bylaw 13: Notices

- A. Any notice or other document to be given by the Society to a member of the Society or of the Board or of any committee of the Board or to any officer shall be sufficient given if delivered personally to the person to whom it is to be given or, if delivered, to the registered address or, if mailed by prepaid ordinary mail in an envelope addressed to the registered address or if sent by any means or facsimile or electronic mail,

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provided the Society retains proof of delivery, a notice or document so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid, and a notice or document so mailed shall be deemed to have been given when deposited in a post office or public letter box and a notice sent by means of facsimile or electronic mail shall be deemed to have been give when delivered through the appropriate technology.

20 July 2009

(Witnessed signatures attached)