**Constitution and Bylaws of Saanich Neighbourhood Place (the "Society")**

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# Constitution

The name of the Society is Saanich Neighbourhood Place.

The purpose of the Society is to:

1. Establish, maintain and conduct a center providing quality family programs including education, care and guidance of children and caregivers.
2. Provide opportunities for parent education and support through family participation in activities, services and programs of Saanich Neighbourhood Place.
3. Develop family and community support services which follow affordability, accessibility, quality and sound management principles.
4. Develop and foster good working relationships with a variety of agencies and community groups in the region in order to effectively deliver programs and services, and enhance Saanich Neighbourhood Place.

# Bylaws

# Part 1 — Definitions and Interpretation

**Definitions**

* 1. In these Bylaws:

**"Act"** means the *Societies Act* of British Columbia as amended from time to time;

**"Board"** means the Board Members of the Society;

**“Board Member”** has the same meaning as “director” in [section 1 of the Act](https://www.bclaws.gov.bc.ca/civix/document/id/complete/statreg/15018_01#section1) [*definitions*]*;*

**“Bylaws”** means these Bylaws as altered from time to time.

**“Executive Director”** means the senior manager appointed under [section 61 of the Act](https://www.bclaws.gov.bc.ca/civix/document/id/complete/statreg/15018_01#section61) [*senior managers*]who has the highest level of authority to manage the activities and internal affairs of the society.

**Definitions in Act apply**

* 1. The definitions in the Act apply to these Bylaws.

**Conflict with Act or regulations**

* 1. 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 — Members

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| *See* [*Part 6, Division 1 (sections 67-70)*](https://www.bclaws.gov.bc.ca/civix/document/id/complete/statreg/15018_01#division_d1e5232) *of the Societies Act for the legal provisions related to membership.* |

**Application for membershi****p**

* 1. 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.
  2. An individual becomes a member in the Society upon being elected or appointed to the Board in accordance with bylaws 4.2 and 4.3.
  3. A person becomes a member, or renews their existing membership, in the Society by

(a)attending a general meeting, and

(b)consenting to become a member or renew their existing membership.

* 1. A person must not be admitted as a member in the Society if they do not provide their name and an email address at which they can be contacted.

**Expiration of membership**

* 1. A member’s membership expires upon the close of the annual general meeting that immediately follows their admission or renewal as a member in the Society.

**Duties of members**

* 1. Every member must uphold the constitution of the Society and must comply with these Bylaws.

**Amount of membership dues**

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

**Member not in good standing**

* 1. A 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**

* 1. 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**

* 1. A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

**No personal advantage**

* 1. No employee or Board Member shall receive any personal advantage from the Society that is not available to the general public.

# Part 3 — General Meetings of Members

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| *See Part 6, Divisions* [*2*](https://www.bclaws.gov.bc.ca/civix/document/id/complete/statreg/15018_01#division_d1e5445) *&* [*3*](https://www.bclaws.gov.bc.ca/civix/document/id/complete/statreg/15018_01#division_d1e6375) *(sections 71-85) of the Societies Act for the legal provisions related to general meetings, annual reports, and voting.* |

**Time and place of general meeting**

* 1. A general meeting must be held at the time and, if applicable, place the Board determines.

**Ordinary business at general meeting**

* 1. 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 Board Members or auditor;

(d)election or appointment of Board Members

(e)appointment of an auditor, if any;

(f)business arising out of a report of the Board Members not requiring the passing of a special resolution.

**Notice of special business**

* 1. A notice of a 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.

**Chair of general meeting**

* 1. 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 Board Members in attendance at the meeting, if both the Board Chair and Vice-Chair are unable to preside as the chair.

**Alternate chair of general meeting**

* 1. 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 in attendance must elect an individual in attendance at the meeting to preside as the chair.

**Quorum required**

* 1. 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 in attendance.

**Quorum for general meetings**

* 1. The quorum for the transaction of business at a general meeting is fifty percent, plus one, of the Society’s Board Members.

**Board Members on leave of absence (general meetings and special resolutions)**

* 1. A Board Member who is on a leave of absence may not vote at general meetings or on special resolutions.
  2. A Board Member who is on a leave of absence is not to be counted for the purpose of determining whether there is a quorum at a general meeting, or whether a special resolution has enough favourable votes to pass.

**Lack of quorum at commencement of meeting**

* 1. If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not in attendance,

(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, if applicable, place, and if, at the continuation of the adjourned meeting, a quorum is not in attendance within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are in attendance constitute a quorum for that meeting.

**If quorum ceases to be in attendance**

* 1. If, at any time during a general meeting, there ceases to be a quorum of voting members in attendance, business then in progress must be suspended until there is a quorum in attendance or until the meeting is adjourned or terminated.

**Adjournments by chair**

* 1. 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, if applicable, 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**

* 1. 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 30 days or more, notice of the continuation of the adjourned meeting must be given.

**Order of business at general meeting**

* 1. The Board may determine the order of business of a general meeting.

**Methods of voting**

* 1. 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.

**Announcement of result**

* 1. 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**

* 1. Voting by proxy is not permitted.

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

* 1. 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 4 — Board Members

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| *See Part 5, Divisions* [*1*](https://www.bclaws.gov.bc.ca/civix/document/id/complete/statreg/15018_01#division_d1e3289)*,* [*2*](https://www.bclaws.gov.bc.ca/civix/document/id/complete/statreg/15018_01#division_d1e3687)*,* [*3*](https://www.bclaws.gov.bc.ca/civix/document/id/complete/statreg/15018_01#division_d1e3923)*,* [*4*](https://www.bclaws.gov.bc.ca/civix/document/id/complete/statreg/15018_01#division_d1e4256)*,* [*5*](https://www.bclaws.gov.bc.ca/civix/document/id/complete/statreg/15018_01#division_d1e4544)*, &* [*7*](https://www.bclaws.gov.bc.ca/civix/document/id/complete/statreg/15018_01#division_d1e4992) *of the Societies Act for the legal provisions related to Board Members, including matters such as minimum qualifications and residency requirements, changes (e.g., removal of Board Members), roles and responsibilities, Board resolutions, conflicts of interest, liability, and indemnification.* |

**Number of Board Members on Board**

* 1. The Society must have no fewer than 3 and no more than 11 Board Members.

**Election or appointment of Board Members**

* 1. At each annual general meeting, the voting members entitled to vote for the election or appointment of Board Members must elect or appoint the Board.

**Board Members may fill casual vacancy on Board**

* 1. The Board may, at any time, appoint a person as a Board Member to fill a vacancy.

**Restrictions on Board membership**

* 1. A Board Member must not be an employee of the Society**.**

# Part 5 — Board Meetings

**Calling a Board meeting**

* 1. A Board meeting may be called by the Chair of the Board or by any 2 other Board Members.

**Notice of Board meeting**

* 1. At least 2 days' notice of a Board meeting must be given unless all the Board Members agree to a shorter notice period.

**Proceedings valid despite omission to give notice**

* 1. The accidental omission to give notice of a Board meeting to a Board Member, or the non-receipt of a notice by a Board Member, does not invalidate proceedings at the meeting.

**Conduct of Board meetings**

* 1. The Board Members may regulate Board meetings and proceedings as they think fit.

**Quorum of board members**

* 1. The quorum for the transaction of business at a Board meeting is fifty percent, plus one, of the Society’s Board Members.

**Board Members on leave of absence (Board meetings and Board resolutions)**

* 1. A Board Member who is on a leave of absence may not vote on Board resolutions.
  2. A Board Member who is on a leave of absence is not to be counted for the purpose of determining whether there is a quorum at a Board meeting, or whether a Board resolution has enough favourable votes to pass.

**Board resolution without a meeting**

* 1. Subject to bylaw 5.7, the Board may pass a resolution in accordance with [section 54(2) of the Act](https://www.bclaws.gov.bc.ca/civix/document/id/complete/statreg/15018_01#section54) without a meeting if fifty percent, plus one, of Board Members consent to the resolution in writing.
  2. The Board must not pass a Board resolution without a meeting if any Board Member requests that a meeting take place to discuss the resolution. The request must be in writing to the Board Chair, Vice-Chair, Secretary, or Treasurer and must be made prior to the resolution being introduced, or within 24 hours after its introduction.

# Part 6 — Board Positions

**Election or appointment to Board positions**

* 1. Board Members must be elected or appointed to the following Board positions, and a Board Member, other than the Board Chair, may hold more than one position:

(a)Board Chair;

(b)Vice-Chair;

(c)Secretary;

(d)Treasurer.

**Board Members at large**

* 1. Board Members who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as Board Members at large.

**Role of Board Chair**

* 1. The Board Chair is the chair of the Board and is responsible for supervising the other Board Members in the execution of their duties.

**Role of Vice-Chair**

* 1. The Vice-Chair is the vice-chair of the Board and is responsible for carrying out the duties of the Board Chair if the Board Chair is unable to act.

**Role of Secretary**

* 1. The Secretary is responsible for doing, or making the necessary arrangements for, the following:

(a)issuing notices of general meetings and Board meetings;

(b)taking minutes of general meetings and Board meetings;

(c)keeping the records of the Society in accordance with the Act;

(d)conducting the correspondence of the Board;

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

**Absence of Secretary from meeting**

* 1. 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**

* 1. 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.

# Part 7 — Remuneration of Board Members and Signing Authority

**Remuneration of Board Members**

* 1. These Bylaws do not permit the Society to pay to a Board Member remuneration for being a Board Member, but the Society may, subject to the Act, pay remuneration to a Board Member for services provided by the Board Member to the Society in another capacity.

**Signing authority**

* 1. A contract or other record to be signed by the Society must be signed on behalf of the Society

(a)by the Board Chair, together with one other Board Member,

(b)if the Board Chair is unable to provide a signature, by the Vice-Chair together with one other Board Member,

(c)if the Board Chair and Vice-Chair are both unable to provide signatures, by any 2 other Board Members, or

(d)in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

# Part 8 — Inspection of Records

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| *See Part 3, Divisions* [*2*](https://www.bclaws.gov.bc.ca/civix/document/id/complete/statreg/15018_01#division_d1e1781) *&* [*3*](https://www.bclaws.gov.bc.ca/civix/document/id/complete/statreg/15018_01#division_d1e2588) *(sections 20-32) of the Societies Act for the legal provisions related to  record-keeping and distribution of records.* |

**Inspection by members**

* 1. A member that is not a Board Member is not entitled to inspect any portion of records described in [section 20(2) of the Act](https://www.bclaws.gov.bc.ca/civix/document/id/complete/statreg/15018_01#section20) [*records to be kept]*.

**How to request records**

* 1. A person requesting copies of the Society’s records must make the request in writing to the Board Chair, Vice-Chair, Secretary, or Executive Director.