

# Crofton Community Centre Society Constitution and Bylaws –Final Draft

## Crofton Community Centre Society

**Constitution :-** (As Filed June \_\_\_\_ 2024)  
(Society Act Certificate of Incorporation No.S0003907)

### 1. The Purposes of the Society are:-

- (a) To own and operate the Crofton Community Centre for the benefit of the community which may include holding community events in it and renting it from time to time at the discretion of the Society and for any other use which the society deems fit.
- (b) To own one or more long term Adult low-income rental housing project for Seniors to benefit the citizens of Crofton for the purpose of financial wellbeing and affordable housing in the community.
- (c) As a Registered Charity the Society may sponsor and/or organize recreational & community events at the discretion of the society.

## Bylaws of Crofton Community Centre 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.

**"Monthly Meeting"** means regularly scheduled meetings of the society for reports from committees, information sharing and planning for budgeted activities not requiring notice.

**"Special General Meeting"** (also "Special Meeting") means a general meeting as defined in the Societies Act (SBC 2015) Chapter 18 (hereafter the "Act"), whether called by the directors of the Society or requisitioned by members pursuant to the provisions of the Act.

## **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. In the event it is determined that any of the Society's bylaws offend the provisions of the Act or regulation or any other law and are invalid, such offending bylaws shall be severable and shall not affect the validity of the balance of the bylaws

## **PART 2 – MEMBERS**

### **Application for membership**

**2.1a** a person who applies for membership of the Society is eligible if:

- The applicant lives in the Crofton Fire Department catchment area; and
- is 16 years of age or older

**2.1b** An Applicant must attend three meetings (monthly, AGM or SGM) during the year from application date to become a member in good standing.

**2.1c** A member to remain in 'Good Standing' must;

- Attend at least one meeting, (monthly, AGM or SGM) per calendar year.
- Pay the annual membership fee of \$1.00 per calendar year.

**2.1d** A member who moves outside the catchment area may choose to remain a member if in good standing and has notified the secretary in writing

### **Duties of members**

**2.2** Every member must uphold the Constitution of the Society and must comply with these Bylaws and Code of Conduct, as developed. All Members, Directors, and Officers will treat one another with courtesy and respect.

### **Amount of membership dues**

**2.3** The amount of the annual membership dues is \$1.00, or such further sum as may be determined from time to time by a majority vote of the members at an AGM or SGM.

- Honorary members shall pay no membership fees for life and will be entitled to vote at annual or special general meetings.

- All memberships must be renewed after September 30 each year. Members shall sign the paid form in person and pay the annual fee while attending an annual or special general meeting or a monthly information meeting.

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

**2.4** A member is not in good standing unless the member renews their membership in accordance with the bylaws.

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

**2.5** A member who is not in good standing

- (i) may not vote at a general meeting, and
- (ii) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.
- (iii) may not be a director or officer of the Society

### **Termination of membership if member not in good standing**

**2.6** A member's membership in the Society is automatically terminated if the member is not in good standing for six consecutive months. If a member fails to renew the membership in accordance with the bylaws, the former member may re-apply for membership.

### **Discipline and Expulsion of Member**

**2.7** The Society may discipline members after having first provided the member an opportunity to correct the problem or behavior. Discipline shall be at the discretion of the board of directors and may include suspension or termination of membership.

If such a matter occurs, a member:

- Will be provided with a written description of the alleged misconduct
- Will have an opportunity to respond
- May request a hearing before a discipline committee
- The disciplinary hearing shall be held in-camera and will not be open to the membership at large.

### **Discipline Committee**

**2.7a** The disciplinary committee shall have three members in good standing selected from the membership;

- one member selected by the board of directors
- one member selected by the alleged offender

- one member selected by agreement of the two already named.

The committee will conduct a hearing, be entitled to consider any evidence it deems appropriate and shall make a written disciplinary recommendation to the board of directors and outline its findings of fact in relation to the allegations, (the "Findings of Fact").

The board of directors will, in its sole discretion, make the final disciplinary decision regarding the member, taking into consideration the Findings of Fact of the disciplinary committee and the gravity of the misconduct. The board of directors' discipline determination shall be final and determinative subject to paragraph 2.7b of the bylaws. The board of directors may elect to censure or reprimand the member, and/or suspend the member's membership or terminate the member's membership from the Society, on terms it deems appropriate, taking into account whatever factors the board deems relevant in the circumstances.

### **Termination of membership**

2.7b Termination of membership in the Society requires a special resolution affirming the ruling by the board of directors at an annual or special general meeting. Before taking a vote, the board of directors shall present the Findings of Fact to the members present. The Findings of Fact are not subject to debate and shall not be overturned or varied at the meeting. There shall be no discussion of the Finding of Fact nor debate of the special resolution. Between the date the board votes to terminate the member's membership and the date of the special or annual general meeting when a ratification vote is held, the member shall be deemed suspended. If the members do not vote to uphold the termination, than that member's termination will be set aside and the member shall be considered a member in good standing.

## **PART 3 – GENERAL MEETINGS OF MEMBERS**

### **Time and place of the Annual General Meeting**

**3.1** The annual general meeting shall be held in the month of April each year on a date to be selected by the directors and such date shall be selected not later than March 15th of that year.

**3.2** The Society, shall use its best efforts to hold a minimum of three "Monthly Membership" Information meetings per year, other than the annual general meeting.

## **Ordinary business at the Annual General Meeting**

**3.3** 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) presentation of the annual budget;
- (d) consideration of the reports, if any, of the directors or auditor;
- (e) election or appointment of directors;
- (f) election or appointment of officers;
- (g) appointment of an auditor;
- (h) business arising out of a report of the directors not requiring the passing of a special resolution.

## **Special General Meetings**

**3.4** Special General Meetings of the Society may be called by the board of directors.

**3.4a** Members may compel the board of directors to call a special general meeting by presenting a petition signed by not less than 12 (twelve) or 10% of the members in good standing in the Society, whichever is less. The petition must set out in 500 words or less, the business to be conducted and any special resolutions to be considered. Upon receiving the petition the board shall call the special meeting within 21 days and provide a minimum meeting notice of at least 14 days.

**3.4b** If the board fails to call the special meeting within 21 days after the receipt of the petition, the requisitioning members shall be entitled to call the meeting, provided they do so within 60 days from the expiry of the 21-day period after delivery of the petition to the board of directors. Notice of the special general meeting, whether delivered by the members or by the board of directors, shall be delivered to every member and director

## **Chair of general meeting**

**3.5** 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 in attendance at the meeting, if both the president and vice-president are unable to preside as the chair.

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

**3.6** 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 present at the meeting to preside as the chair.

### **Quorum required**

**3.7** 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**

**3.8** The quorum for the transaction of business at a general meeting is **12** voting members or 10% of the voting members, whichever is greater.

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

- 3.9** 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 by requisition, 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 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**

**3.10** 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 in attendance or until the meeting is adjourned or terminated.

### **Adjournments by chair**

**3.11** 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**

**3.12** 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**

**3.13** 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, on those statements,
  - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
  - (iii) review the annual budget
  - (iv) elect or appoint directors & officers
  - (v) appoint an auditor;

- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

### **Methods of voting**

**3.14** At a general meeting, voting must be in-person 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, 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.

### **Announcement of result**

**3.15** 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**

**3.16** Voting by proxy is not permitted.

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

**3.17** 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 – DIRECTORS**

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

**4.1** The Society must have no fewer than **6** and no more than **11** directors.

To be eligible to be a director a member must;

- be 19 years of age or older
- be in good standing
- have been a member for at least one year
- have attended at least two meetings, (AGM, Special General Meeting, Monthly Information Meeting), during the past calendar year



## **Election of directors**

**4.2** Directors shall be elected for terms of two years, six of the board of directors shall be elected on even years and five of the board of directors shall be elected on odd years.

## **Sequence of Positions to be Elected at the 2025 AGM (only)**

**4.2a** To effect the requirements of 4.2 at the Annual General Meeting of 2025, six directors, including president and secretary, will be elected for a two-year term and five directors, including vice-president and treasurer, will be elected for a one-year term.

## **Nominating Committee**

**4.3** At least one month prior to the annual general meeting the board of directors shall appoint a nominating committee for the purpose of identifying names of suitable candidates as per 4.1. Nominations can also be made at the meeting by any member in good standing.

## **Directors may fill casual vacancy on Board**

**4.4** The Board may, at any time, appoint a member in good standing as a director to fill a vacancy that arises on the Board.

## **Term of appointment of director filling casual vacancy**

**4.4a** 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, or at the time of the next annual general meeting, whichever is sooner.

## **Discipline of a Director**

**4.5** The board of directors may discipline any director after having first provided the director an opportunity to correct the problem or behavior. If the director does not comply with the direction of the board, then the board will provide the director:

- i) Written notice of the discipline matter, proposed discipline if any, including reasons, and
- ii) A reasonable opportunity for the director to make representations to the directors respecting the proposed discipline.
- iii) In the event the board of directors considers the matter to be a serious issue that may result in the suspension or removal of the director,

then a disciplinary committee as per section (2.7) and (2.7a) shall be established.

### **Removal of a Director**

- 4.6** In the event the board of directors' decision is for the removal of a director from the board, then the ruling must be affirmed by the membership passing a special resolution at an annual or special general meeting. If requested by a member attending the meeting, the board of directors shall present the statement of fact. There shall be no discussion of the statement of fact nor debate of the special resolution.
- 4.7** Subject to the provisions of the Act and these By-Laws, the directors may exercise all the powers of the Society and conduct the business and management of the Society and its affairs.
- 4.8** The directors and the executive officers shall be the executive committee of the Society during their term of office and shall have power to make such appointments and pay such expenses as and when required to fulfill the functions of the Society.

## **PART 5 – DIRECTORS' MEETINGS**

### **Calling directors' meeting**

- 5.1** A directors' meeting may be called by the president or by any two other directors.

### **Notice of directors' meeting**

- 5.2** At least two days' notice of a directors' meeting must be given unless the majority of directors agree to a shorter notice period.

### **Proceedings valid despite omission to give notice**

- 5.3** 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 Director Meetings**

- 5.4** The Board may:
- regulate meetings and proceedings as on an agreed upon format.
  - make decisions about the day-to-day operations of the Society, or any undertaking the Society owns or has an interest in.

- sell, improve, develop, exchange, lease, rent, or otherwise deal with any personal property of the Society
- mortgage, dispose of, turn to account or otherwise deal with all or any part of the property or rights of the Society and to sell or dispose of the undertaking of the Society or any part thereof, except that in the case of buildings or real estate, approval of three quarters (3/4) of the members present must be obtained at a General meeting, advertised 30 days prior to the date of such meeting.

### **Confidentiality and in-camera sessions**

**5.5** The board may at its sole discretion decide to hold some or all of directors' meeting in-camera. In the event that the board does hold a portion of the meeting in-camera, the board shall not minute that portion of the meeting but shall minute any resolution passed during the in-camera portion of the meeting. All directors have a duty of confidentiality with respect to in-camera sessions and shall not discuss or disclose matters discussed to anyone other than other directors of the Society.

### **Board Meetings by electronic means**

**5.6** The Board may determine, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means. The Board shall take reasonable steps to ensure that all directors are able to communicate and participate in the meeting. The Board may also pass unanimous consent resolutions by circulating consent resolutions electronically to the rest of the board, in which case directors can submit their vote on the resolution electronically to the other board members.

### **Quorum of directors**

**5.7** The quorum for the transaction of business at a directors' meeting is a majority of the directors. Should a directors meeting risk lose quorum a notice of motion shall be presented to ensure the remaining agenda items be discussed and the consensus of each item be presented for ratification by vote at the next scheduled directors meeting.

### **Duties of directors**

**5.8** The first meeting of the directors after the annual general meeting in each year of the Society, shall be held at the call of the President within two (2) weeks following the annual general meeting.

- 5.8a** The directors shall meet at least quarterly and at such other times as may be determined by the board.
- 5.9** The quorum necessary for the transaction of the business of the directors shall be the majority of the board of directors.

## **PART 6 – OFFICERS**

### **Election or appointment of Officers**

- 6.1** All officer positions are for a two-year term. Elections for officers and directors are conducted at the annual general meeting by the membership. The president, secretary and four directors shall be elected on odd numbered years and the vice-president, treasurer and three directors shall be elected on even numbered years. In the event a director in mid-term is elected at the AGM to a full-term position of officer, then there shall be an election or appointment for the remaining term of the vacated director position.
- 6.2** Directors must be elected or appointed to the following officer positions, and a director, other than the president, may hold more than one position:
- (a) president;
  - (b) vice-president;
  - (c) secretary;
  - (d) treasurer.

### **Directors at large**

- 6.3** Directors who are elected or appointed as officers on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

### **Role of president**

- 6.4** The president is the chair of the board and is responsible for supervising the other directors in the execution of their duties.

### **Role of vice-president**

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

### **Role of secretary**

- 6.6** 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 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**

- 6.7** 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**

- 6.8** The treasurer is responsible for doing, or making the necessary arrangements for, the following:
- (a) receiving and depositing monies collected by the Society.
  - (b) keeping accounting records in respect of the Society's financial transactions;
  - (c) working with accounting professionals to ensure the timely completion of Society financial statements and filing of tax returns as required.
  - (d) making the Society's filings respecting taxes.

### **Discipline and Removal of an Officer**

- 6.9** The board may discipline and remove any officer at any time by a 2/3 majority resolution of the board in-camera having first given;
- i) Written notice of the proposed discipline or removal, including reasons, and
  - ii) A reasonable opportunity for the officer to make representations to the board respecting the proposed discipline or removal.
- 6.10** If an officer is removed from office under section 6.9 the board of directors may appoint a member by ordinary resolution, to serve as officer for the balance of

the term or until the next general meeting, whichever comes first at which time an election for the position shall be held.

## **PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

### **Remuneration of directors**

**7.1** These Bylaws do not permit the Society to pay to 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. In such an event, the director who is eligible for compensation will not participate in board discussions regarding the matter or vote on any related resolution.

### **Signing authority**

**7.2** A contract or other record to be signed by the Society must be signed on behalf of the Society after the board of directors has voted to approve such contract or record:

- (a) by the president, together with one other director,
- (b) if the president is unable to provide a signature, by the vice-president together with one other director,
- (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, 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 – APPOINTMENT OF AUDITORS**

### **Appointment of Auditors**

**8.1** At the Annual General Meeting the Society shall appoint an auditor who shall audit all accounts of the Society including but not limiting, the Community Centre Hall; the Osborne Bay Terrace, and the Investment accounts and present the annual financial statements at the Annual General Meeting.

## **PART 9- AMENDMENT OF BY-LAWS**

**9.1** These By-Laws may be altered, amended or added to at any Annual or Special General Meeting by special resolution.

## **PART 10 - SPECIAL RESOLUTIONS**

- 10.1** Notice in writing shall be duly given of intention to propose any resolution as special resolution to a General Meeting, and such notice shall contain a copy of the proposed resolution and shall state the date and place of the meeting of the society at which the resolution will be proposed as a special resolution; such notice shall be given by delivering a copy thereof to the Secretary of the Society and by email a copy thereof to members at least 14 days before such meeting. The vote in favour of the resolution of a majority of not less than 2/3 of the members of the Society present, in-person, at such meeting, entitled to vote, shall be necessary to pass a special resolution.

## **PART 11- ACTS OF DIRECTORS IN CASE OF VACANCY**

- 11.1** Notwithstanding any vacancy or vacancies in the membership of the Board of Directors, the other Directors may act if and so long as their number is not less than that required for a quorum of directors.
- 11.2** All acts done by any meeting of the Directors or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid, or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a Director.

## **PART 12- UNALTERABLE BYLAWS**

- 12.1** The Society will not alter or delete the affordable housing purpose set out in paragraph 1 (b) of its constitution nor bylaws 7.1, 12.1, 13.1 without first obtaining the written consent of the British Columbia Housing Management Commission.
- In the event BCHMC no longer has a contractual agreement with the Society 12.1 becomes redundant

## **PART 13- DISPOSITION OF ASSETS AT DISSOLUTION/WINDING UP**

- 13.1** Upon winding up or dissolution of the society, any funds of the society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such recognized Canadian charitable organization in British Columbia promoting aims similar to those of the society as may be decided by members of the society at the time of winding up or dissolution.