



ASSOCIATION OF
NEIGHBOURHOOD HOUSES BC

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ANHBC CONSTITUTION & BYLAWS

Association of Neighbourhood Houses of British Columbia - Houses/SOC

Alexandra Neighbourhood House, Cedar Cottage Neighbourhood House, Frog Hollow Neighbourhood House,
Gordon Neighbourhood House, Kitsilano Neighbourhood House, Mount Pleasant Neighbourhood House,
South Vancouver Neighbourhood House and Sasamat Outdoor Centre

www.anhbc.org

Bull, Houser & Tupper LLP - May 27, 2008

**ASSOCIATION OF NEIGHBOURHOOD HOUSES
OF BRITISH COLUMBIA**

CONSTITUTION

1. The name of the Society is Association of Neighbourhood Houses of British Columbia.
2. (1) The purpose of the Association is to provide effective social services for the welfare of the people within the area served by it and to that end to maintain, develop and operate neighbourhood and community service units, including housing for the impoverished adults.

(9) To raise or assist in raising necessary capital and operating funds of the Association and upon the winding up or dissolution of the Association, any funds of the Association remaining after the satisfaction of its debt and liabilities shall be given or transferred to the Alexandra Foundation of the Association of Neighbourhood Houses (in Foundation), or in the event that the Foundation is no longer in existence, to a recognized charitable organization in the Province of British Columbia or elsewhere in Canada as may be decided by the members of the Association at the time of the winding-up or dissolution. This provision with reference to the distribution of assets upon a winding-up or dissolution is unalterable.

[paragraph 3 intentionally omitted]
4. In the event of the dissolution of the Association of Neighbourhood Houses of British Columbia where the Association of Neighbourhood Houses of British Columbia has received funds from her majesty in the Right of the Province of British Columbia to construct, in part of whole, any recreation facility, the Ministry of the Provincial Secretary and Government Services shall be advised prior to such action and any assets remaining after payment of all debts and obligations shall be given or transferred to the Alexandra Foundation of the Association of Neighbourhood Houses (the Foundation), or in the event the Foundation is no longer in existence, to a recognized charitable organization in the Province of British Columbia or elsewhere in Canada as may be decided by members of the Association at the time of winding-up or dissolution. This provision with reference to distribution of assets upon a winding-up or dissolution is unalterable.
5. The charitable organization referred to in Clause 4 must be registered under the provisions of the Income Tax Act. This clause is unalterable.
6. The Society shall be carried on without purpose of gain for its member(s), and no part of any income of the Society shall be made payable or otherwise available for the personal benefit of the member(s) thereof, and any profits or other accretions to the Society shall be used for promoting its purposes. This clause is unalterable.
7. The directors shall serve without remuneration, and the directors shall not receive, directly or indirectly, any profit from their position as directors but may be paid reasonable expenses incurred by them in performance of their duties. This clause is unalterable.

8. The Association of Neighbourhood Houses of British Columbia guarantees access to any recreation facility which is constructed in part or in whole with funds received from Her Majesty in the Right of the Province of British Columbia, to any person or persons who wish to use it in accordance with the purpose of the facility; the charge for using the said facility to those members of the public who are not members of the Association shall be either a daily or hourly charge, or other charges, as agreed upon between the Association and the Ministry of the Provincial Secretary and Government Services, or the Ministry of Government charged with this responsibility. This clause is unalterable.

**BYLAWS
of
ASSOCIATION OF NEIGHBOURHOOD HOUSES
OF BRITISH COLUMBIA**

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SOCIETY ACT
BYLAWS
of
**ASSOCIATION OF NEIGHBOURHOOD HOUSES
OF BRITISH COLUMBIA**

PART 1. - INTERPRETATION

1.1 Definitions

In these Bylaws and the Constitution of the Association, unless the context otherwise requires:

- (a) **“Address of the Society”** means the address of the Association as filed from time to time with the Registrar in the Notice of Address;
- (b) **“Appointed Director”** means those Persons who have become Appointed Directors in accordance with these Bylaws
- (c) **“Associate Members”** means those Entities who have become Associate Members in accordance with these Bylaws;
- (d) **“Association”** means “ASSOCIATION OF NEIGHBOURHOOD HOUSES OF BRITISH COLUMBIA”;
- (e) **“Board”** means the Directors acting as authorized by the Constitution and these Bylaws in managing or supervising the management of the affairs of the Association and exercising the powers of the Association;
- (f) **“Board Resolution”** means:
 - (i) a resolution passed at a duly constituted meeting of the Board by a simple majority of the votes cast by those Directors who are present and entitled to vote at such meeting; or
 - (ii) a resolution that has been submitted to all Directors and consented to in writing by 75% of the Directors who would have been entitled to vote on the resolution in person at a meeting of the Board;
- (g) **“Bylaws”** means the bylaws of the Association as filed in the Office of the Registrar;
- (h) **“Camp”** means a facility owned or operated by the Association;
- (i) **“President”** means a Person elected to the office of President in accordance with these Bylaws;
- (j) **“Community Board”** means the group of Persons to whom certain powers are delegated by the Board in accordance with these Bylaws;

- (k) **"Community Board Governors"** means those Persons elected as the governing body of a Community Board for a Neighbourhood House or Camp in accordance with the Terms of Reference for the applicable Community Board;
- (l) **"Community Board Representative"** means the Person appointed by a Community Board in accordance with these Bylaws and the Terms of Reference established for each such Community Board to be an Appointed Director;
- (m) **"Constitution"** means the constitution of the Association as filed in the Office of the Registrar;
- (n) **"Directors"** means those Persons who have become directors in accordance with these Bylaws and have not ceased to be directors, and a "Director" means any one of them;
- (o) **"Elected Directors"** means those Persons who have become Elected Directors in accordance with these Bylaws;
- (p) **"Entity"** means a trust, business corporation, co-operative, non-share corporation or partnership;
- (q) **"House Executive Director"** means a Person employed by the Association to manage and administer the affairs of a Neighbourhood House or Camp;
- (r) **"House Participant"** or **"Camp Participant"** means a Person who has applied for participation in a Neighbourhood House or Camp, and who has been accepted for such participation by a Community Board in accordance with its Terms of Reference;
- (s) **"Income Tax Act"** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- (t) **"Members"** means those Persons who have become Voting Members and those Entities which have become Associate Members in accordance with these Bylaws and, in either case, have not ceased to be members, and a "Member" means any one of them;
- (u) **"Neighbourhood House"** means a facility owned or operated by the Association;
- (v) **"Notice of Dispute"** means a notice in writing given in accordance with Bylaw 8.2 hereof;
- (w) **"Ordinary Resolution"** means
 - (i) a resolution passed at a general meeting by the Voting Members by a simple majority of the votes cast in person, or
 - (ii) a resolution that has been submitted to the Voting Members and consented to in writing by 75% of the Voting Members who would have been entitled to vote on the resolution in person at a general meeting of the Association, and

a resolution so consented to is deemed to be an Ordinary Resolution passed at a general meeting of the Association;

- (x) **"Person"** means a natural person who has attained the age of majority in British Columbia, except in the case of a House Participant, who must have attained at least the age of sixteen (16) years;
- (y) **"Register of Members"** means the list of Voting Members and Associate Members required to be maintained by the Association pursuant to the *Society Act*;
- (z) **"Registered Address"** of a Member or Director means the address of that Person as recorded in the Register of Members or the Register of Directors;
- (aa) **"Registrar"** means the Registrar of Companies of the Province of British Columbia;
- (bb) **"Secession Resolution"** means a resolution passed at a meeting of House Participants, at which a quorum of the greater of 20 House Participants or three times the number of Community Board Governors in office on the date notice is given in the case of a Neighbourhood House, or the Camp Participants, in the case of a Camp, of which not less than 14 days' written notice specifying the intention to propose the Secession Resolution has been given, by a majority of not less than two-thirds (2/3) of those House Participants or Camp Participants, as the case may be, in attendance at the meeting and in no case may the Community Board Representative for such Neighbourhood House or Camp vote on such Secession Resolution;
- (cc) **"Society Act"** means the *Society Act* R.S.B.C. 1996, c.433, as amended from time to time;
- (dd) **"Special Resolution"** means:
 - (i) a resolution passed at a general meeting by a majority of not less than 75% of the votes of those Voting Members who, being entitled to do so, vote in person,
 - (1) 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
 - (2) if every Voting Member entitled to attend and vote at the meeting agrees, at a meeting of which less than 14 days' notice has been given, or
 - (ii) a resolution that has been submitted to the Voting Members and consented to in writing by every Voting Member who would have been entitled to vote on the resolution in person at a general meeting of the Association, and a resolution so consented to is deemed to be a Special Resolution passed at a general meeting of the Association;
- (ee) **"Terms of Reference"** means a document created by the Board to establish the means by which a Committee or a Community Board is governed; and

- (ff) **"Voting Member"** means those Persons who have become Voting Members in accordance with these Bylaws.

1.2 Society Act Definitions

The definitions in the *Society Act* on the date these Bylaws become effective apply to these Bylaws and the Constitution.

PART 2. - MEMBERSHIP

2.1 Classes of Membership

There will be two classes of Membership in the Association: Voting Membership and Associate Membership.

2.2 Eligibility for and Admission to Voting Membership

Any Person who signs the required application form and pays the annual membership dues may become a Voting Member.

Any Person who becomes a Voting Member and is also a House Participant will be identified as such on the Association's Register of Members.

2.3 Dues for Voting Members

The Directors will determine the annual membership dues for Voting Members, other than those Voting Members described in Bylaw 2.4. Dues are payable no later than April 30th in each year.

2.4 Transitional

All Persons who, under a prior version of these Bylaws, was a "Life Member" will become a Voting Member but will not be required to pay the annual membership dues.

2.5 Eligibility for Associate Membership

Any Entity which expresses an interest in the Neighbourhood House movement and in the mission and vision of the Association is eligible for Associate Membership.

2.6 Admission of Associate Member

An Associate Member is an Entity which is eligible for Associate Membership whose application for admission as an Associate Member has been accepted by the Directors. Associate Membership is non-voting.

2.7 Dues for Associate Membership

The Directors will determine the annual membership dues for Associate Members. Dues are payable no later than April 30th in each year.

2.8 Expulsion of Member

A Member may be expelled by a Special Resolution.

2.9 Process for Expulsion

A Member must be given notice of any proposed Special Resolution to expel him, her or it and the reasons for such proposed expulsion. At the meeting at which the vote upon the Special Resolution is to be taken, the Member will be given the opportunity to address the reasons for the proposed expulsion prior to the vote being taken.

2.10 Cessation of Membership

A Person or Entity will immediately cease to be a Member:

- (a) upon the date which is the later of the date of delivering his, her or its resignation in writing to the secretary of the Association or to the Address of the Association and the effective date of the resignation stated thereon; or
- (b) upon no longer being a Member in good standing; or
- (c) upon his, her or its expulsion; or
- (d) if an Entity, upon its dissolution; or
- (e) upon his or her death if a Voting Member.

2.11 Standing of Members

All Members are deemed to be in good standing except for a Member who has failed to pay his, her or its annual membership dues by April 30th in each year.

2.12 Compliance with Bylaws

Every Member will uphold the Constitution and comply with these Bylaws.

PART 3. - MEETINGS OF MEMBERS

3.1 Time and Place of General Meetings

The general meetings of the Association will be held at such time and place, in accordance with the *Society Act*, as the Board decides.

3.2 Extraordinary General Meeting

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

3.3 Calling of Extraordinary General Meeting

The Board may, whenever it thinks fit, convene an extraordinary general meeting.

3.4 Notice of General Meeting

The Association will give not less than 14 days' written notice of a general meeting to Members; but the Voting Members may waive or reduce the period for a particular meeting by unanimous consent in writing. The consent of Associate Members to the waiver or reduction of the period of notice is not required.

3.5 Contents of Notice

Notice of a general meeting will specify the place, the day and the hour of the meeting.

3.6 Omission of Notice

The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any Voting Member entitled to receive notice does not invalidate proceedings at that meeting.

3.7 Annual General Meetings

An annual general meeting will 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

4.1 Special Business

Special business is:

- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
- (b) all business that is transacted at an annual general meeting, except:
 - (i) the adoption of rules of order;
 - (ii) consideration of the financial statements;
 - (iii) consideration of the report of the Directors;
 - (iv) consideration of the report of the auditor;
 - (v) the election of Directors;
 - (vi) the appointment of the auditor; and
 - (vii) such other business that, under these Bylaws or any governing statutes, ought to be transacted at an annual general meeting, or business which is

brought under consideration by the report of the Directors if the report was issued with the notice of the meeting.

4.2 Requirement of Quorum

No business, other than the election of a Person to chair the meeting and the adjournment or termination of the meeting, will be conducted at a general meeting at a time when a quorum is not present.

4.3 Loss of Quorum

If at any time during a general meeting there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4.4 Quorum

A quorum at a general meeting is ten Voting Members.

4.5 Lack of Quorum

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 Voting Members, will be terminated; but in any other case it will stand adjourned to the next day, 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 Voting Members present will constitute a quorum.

4.6 Chair

The President of the Association will, subject to a Board Resolution appointing another Person, chair all general meetings; but if at any general meeting the President, or such alternate Person appointed by a Board Resolution, is not present within 15 minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Voting Members present may choose one of their number to chair that meeting.

4.7 Alternate Chair

If a Person presiding as chair of a general meeting wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Voting Members present at such meeting, he or she may preside as chair.

4.8 Adjournment

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 adjournment took place.

4.9 Notice of Adjournment

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 14 days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

4.10 Motions need not be Seconded

No resolutions proposed at a general meeting need be seconded.

4.11 Ordinary Resolution Sufficient

Any issue at a general meeting which is not required by these Bylaws or the *Society Act* to be decided by a Special Resolution will be decided by an Ordinary Resolution.

4.12 Entitlement to Vote

Each Voting Member is entitled to one vote.

4.13 No Casting Vote

In case of an equality of votes, the Person presiding as chair of a general meeting will not have a casting or second vote in addition to the vote to which the Person presiding as chair may be entitled as a Voting Member, and the proposed resolution will not pass.

4.14 Decisions by Show of Hands, Voice Vote or Secret Ballot

Voting will be by show of hands or voice vote recorded by the secretary of the meeting, except that, at the request of any two Voting Members present at the meeting, a secret vote by written ballot will be required.

4.15 Voting by Proxy

Voting by proxy is not permitted.

4.16 Ordinary Resolution in Writing

A resolution in writing which is identified as an Ordinary Resolution and signed by a minimum of 75% of the Voting Members who would have been entitled to vote on the resolution at a general meeting of the Association is as valid and effectual as an Ordinary Resolution as if it had been passed at a meeting of Voting Members duly called and constituted and will be deemed to be an Ordinary Resolution. Such a resolution may be in two or more counterparts which together will be deemed to constitute one Ordinary Resolution in writing. Such Ordinary Resolution will be filed with minutes of the proceedings of the Members and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

4.17 Special Resolution in Writing

A resolution in writing which is identified as a Special Resolution and has been signed by all the Voting Members who would have been entitled to vote on the resolution at a general meeting of the Association is as valid and effectual as a Special Resolution as if it had been passed at a meeting of Voting Members duly called and constituted and will be deemed to be a Special Resolution. Such a resolution may be in two or more counterparts which together will be deemed to constitute one Special Resolution in writing. Such Special Resolution will be filed with minutes of the proceedings of the Members and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

4.18 Copy of Special Resolution to be filed with the Registrar

A copy of any Special Resolution passed in accordance with the Bylaws will be filed with the Registrar in the appropriate form and will not take effect until such copy is accepted by the Registrar.

PART 5. - DIRECTORS

5.1 Powers of Directors

The Board may exercise all such powers and do all such acts and things as the Association may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Members in general meeting, but nevertheless subject to the provisions of:

- (a) all laws affecting the Association; and
- (b) these Bylaws and the Constitution.

5.2 Management of Property and Affairs

The property and the affairs of the Association will be managed by the Board.

5.3 Number of Directors

The number of Directors will be not less than fifteen Persons, or such other number, not being less than three, as may be determined from time to time by Ordinary Resolution.

5.4 Composition of Board

The Board will be comprised of the following:

- (a) the Community Board Representatives appointed by each Community Board;
- and
- (b) that number of Elected Directors which is one less than the number of Community Board Representatives.

5.5 Term of Office for Community Board Representatives

Community Board Representatives may be appointed for consecutive two year terms, but may not be re-appointed after serving three (3) consecutive terms.

5.6 Adjustment of Board Composition

In the event a Community Board is revoked in accordance with Bylaw 7.5, or secedes in accordance with Part 8 hereof, and the Community Board Representative for such Community Board ceases to be a Director, the Elected Directors will appoint a Person who must be a Community Board Governor to serve as a Director until the next general meeting at which there is a vacancy for an Elected Director.

5.7 Election of Directors

Elected Directors will be elected by the Voting Members at a general meeting and will take office commencing at the close of such meeting.

5.8 Term of Office for Elected Directors

Elections for Elected Directors will normally be held at the annual general meeting and the term of office of Elected Directors will normally be two years. However the Directors may by resolution determine that some or all vacant Elected Directors' positions will have a term of less than two years, the length of such term to be determined by the Directors in their discretion. For purposes of calculating the duration of an Elected Director's term of office, the term will be deemed to commence at the close of the annual general meeting at which such Elected Director was elected. If, however, the Elected Director was elected at an extraordinary general meeting his or her term of office will be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting.

5.9 Consecutive Terms for Elected Directors

Elected Directors may be elected for consecutive terms.

5.10 Term Limit

An Elected Director may serve for no more than three (3) consecutive terms.

5.11 Election by Secret Ballot

In elections where there are more candidates than vacant positions for Elected Directors, election will be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates will be deemed to be elected in order of those candidates receiving the most votes.

5.12 Voiding of Ballot

No Voting Member will vote for more Elected Directors than the number of vacant positions for Elected Directors. Any ballot on which more names are voted for than there are vacant positions will be deemed to be void.

5.13 Director Must be a Voting Member

A Person must be a Voting Member to be eligible to be a Director of the Association.

5.14 Election of Less than Required Number of Directors

Every Director serving a term of office will retire from office at the close of the annual general meeting in the year in which is or her term expires; but if no successor is elected and the result is that the number of Directors would fall below three, the Person previously elected as a Director will continue to hold office until such time as successor Directors are elected.

5.15 Directors Subscribe to and Support Purposes

Every Director will unreservedly subscribe to and support the purposes of the Association.

5.16 Replacement of Directors

Notwithstanding the foregoing Bylaws, if a Director ceases to hold office, the Board may appoint a Person as a replacement Director to take the place of such Director until the conclusion of the next annual general meeting.

5.17 Invalidation of Acts

No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of Directors in office.

5.18 Ceasing to be a Director

A Person will automatically cease to be a Director:

- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the secretary of the Association or to the Address of the Association and the effective date of the resignation stated therein; or
- (b) upon the expiry of his or her term; or
- (c) upon the date such Person is no longer a Voting Member; or
- (d) if a Community Board Representative, upon the revocation or secession of his or her Community Board; or
- (e) upon his or her removal; or
- (f) upon his or her death.

5.19 Reimbursement of Directors' Expenses

A Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Association.

5.20 Compensation of Directors

A Director is not entitled to any compensation.

5.21 Powers of the Board

The Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Association. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Association in furtherance of the purposes of the Association.

5.22 Investment of Property and Standard of Care

If the Board is required to invest funds on behalf of the Association, the Board may invest the property of the Association in any form of property or security in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Association.

5.23 Investment in Mutual or Pooled Funds

The property of the Association may be invested by the Board, or by any agent or delegate of the Board, in any mutual fund, common trust fund, pooled fund or similar investment.

5.24 Investment Advice

The Directors may obtain advice with respect to the investment of the property of the Association and may rely on such advice if a prudent investor would rely upon the advice under comparable circumstances.

5.25 Delegation of Investment Authority to Agent

The Directors may delegate to a stockbroker, investment dealer, or investment counsel the degree of authority with respect to the investment of the Association's property that a prudent investor might delegate in accordance with ordinary business practice.

PART 6. - PROCEEDINGS OF THE BOARD

6.1 Procedure of Meetings

Meetings of the Board may be held at any time and place determined by the Board, provided that two days' notice of such meeting will be sent to each Director. However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the secretary of the Association.

6.2 Quorum

The Board may from time to time fix the quorum necessary to transact business and, unless so fixed, the quorum will be a majority of the Directors.

6.3 Chair of Meetings

The President of the Association will, subject to a Board Resolution appointing another Person, chair all meetings of the Board; but if at any Board meeting the President or such alternate Person appointed by a Board Resolution is not present within 15 minutes after the time appointed for the meeting, or requests that he or she not chair that meeting, the Directors present may choose one of their number to chair that meeting.

6.4 Alternate Chair

If the Person presiding as chair of a meeting of the Board wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Directors present at such meeting, he or she may preside as chair.

6.5 Calling of Meetings

The President, or in the absence of the President, the Vice-President, or any three (3) directors, may at any time request the secretary to convene a meeting of the Board.

6.6 Notice

For the purposes of the first meeting of the Board held following the appointment or election of a Director or Directors at an annual or other general meeting, or for the purposes of a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be properly constituted.

6.7 Motions need not be Seconded

No resolutions proposed at a meeting of the Board need be seconded.

6.8 Passing Resolutions

Any issue at a meeting of the Board which is not required by these Bylaws or the *Society Act* to be decided by a resolution requiring more than a simple majority will be decided by Board Resolution.

6.9 No Casting Vote

The Person chairing a meeting may vote but, if he or she does so and the result is a tie, he or she will not be permitted to vote again to break the tie and the resolution being voted on will be deemed to have failed.

6.10 Procedure for Voting

Voting will be by show of hands or voice vote recorded by the secretary of the meeting except that, at the request of any one Director, a secret vote by written ballot will be required.

6.11 Resolution in Writing

A Board Resolution in writing which has been deposited with the secretary is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such Board Resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. Such resolution will be filed with minutes of the proceedings of the Board and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

6.12 Waiver of Notice by Absent Director

A Director who contemplates being, or is, absent from British Columbia may, by letter, facsimile, or electronic mail, send or deliver to the Address of the Association a waiver of notice of any meeting of the Board for a period not longer than one year and may at any time withdraw the waiver in like manner. Until the waiver is withdrawn:

- (a) no notice of meetings of the Board need be sent to that Director; and
- (b) any and all meetings of the Board, notice of which has not been given to that Director, will, if a quorum is present, be valid and effective.

PART 7. – COMMUNITY BOARDS

7.1 Transitional

Prior to the revision of these Bylaws in 2008, the following were Neighbourhood Houses and Camps of the Association: **[list]**. Upon June 25, 2008 each of these Neighbourhood Houses and Camps will be established as Community Boards.

7.2 Establishment of Community Board

The Board may, in its discretion, decide to establish a Community Board for a Neighbourhood House or Camp.

7.3 Terms of Reference

In the event the Board decides to establish a Community Board for a Neighbourhood House, it must establish a Terms of Reference for such Community Board. The Terms of Reference must describe the governance structure of the Community Board, the role of the Community Board and the powers to be delegated to the Community Board. The Board may, in its discretion, amend any Terms of Reference established for a Community Board in any manner it sees fit at any time.

7.4 Delegation to Community Board

The Board may delegate such of its powers to a Community Board as it thinks fit.

7.5 Appointment of Community Board Representative

Each Community Board will appoint a Community Board Representative who must be a Person who has attained the age of majority. In the event a Community Board fails to appoint a Community Board Representative within thirty (30) days of receiving a notice from the Board requesting such appointment, the Board will appoint a Community Board Representative for such Community Board, which Person will serve until the Board is advised of the appointment by the Community Board of its Community Board Representative.

7.6 Revocation of Community Board and Termination of Terms of Reference

The Board may, in its discretion, revoke a Community Board and terminate its Terms of Reference at any time except that it may not revoke a Community Board and terminate its Terms of Reference if a Notice of Dispute has been issued in accordance with Bylaw 8.2 hereof. If the Board revokes a Community Board, the appointment of such Community Board's Community Board Representative will cease upon the date of such revocation.

PART 8. – COMMUNITY BOARD DISPUTE RESOLUTION AND SECESSION

8.1 Role of House Executive Director

In the case of a disagreement between the Community Board Governors of a Community Board and the Board, the House Executive Director is in a situation of divided loyalty.

A House Executive Director is expected to take reasonable steps to maintain his or her neutrality between the position of the Community Board Governors of the Community Board served by the House Executive Director and the position of the Board.

8.2 Stage One Dispute Resolution

In the event that the Community Board Governors of a Community Board (the "Dissenting Community Board") and the Board have a disagreement, either may provide the other with a Notice of Dispute. The recipient of a Notice of Dispute is required to meet with the donor of the Notice of Dispute within 45 days of the delivery of the Notice of Dispute to the recipient, at which time the issue which is the subject of the disagreement will be discussed and, if possible, resolved by mutual agreement.

8.3 Failure of Stage One Dispute Resolution

In the event the Dissenting Community Board and the Board cannot resolve their disagreement in accordance with the procedure described in Bylaw 8.2 within 90 days after its commencement, then provided that a Secession Resolution has not been delivered in accordance with Bylaw 8.4, the Board and the Dissenting Community Board must mediate. If a mediation does not result in an agreement between the Board and the Dissenting Community Board within 90 days of the commencement of the mediation, then the Board and the Dissenting Community Board must arbitrate. Any mediation or arbitration will be conducted in accordance with rules established by the British Columbia International Arbitration Centre.

8.4 Failure of Dispute Resolution and Secession Resolution

In the event the Dissenting Community Board and the Board cannot resolve their disagreement in accordance with the procedure described in Bylaw 8.2, then the Dissenting Community Board may, within 90 days of the date upon which the meeting described in Bylaw 8.2 is held, pass a Secession Resolution provided that the Dissenting Community Board has first followed the procedures mandated by any Terms of Reference relating to the secession of a Neighbourhood House or Camp established by the Board. If a Secession Resolution is passed, then a copy must be delivered to the Board as soon as reasonably possible.

8.5 Negotiation of Secession

In the event a Secession Resolution is passed and delivered to the Board, the Board must then commence a negotiation, in good faith, with the Dissenting Community Board with respect to the secession of the Neighbourhood House or Camp from the Association. Such negotiations must commence no later than 45 days after the delivery of the Secession Resolution to the Board. Should the House Executive Director for the Neighbourhood House or Camp in question not wish to participate in the secession of the Neighbourhood House or Camp, then such House Executive Director will advise the Board as soon as possible and such Person will have their employment duties reassigned within the Association. Any real property or interest in real property associated with the Neighbourhood House or Camp will remain the property of the Association, but it is open for the Board and the Dissenting Community Board to negotiate the transfer of other property and employees.

In the event the negotiation does not result in an agreement between the parties within 90 days after its commencement, then the Board and the Dissenting Community Board must mediate. If a mediation does not result in an agreement between the Board and the Dissenting Community Board within 90 days of the commencement of the mediation, then the Board and the Dissenting Community Board must arbitrate. Any mediation or arbitration will be conducted in accordance with rules established by the British Columbia International Arbitration Centre.

PART 9. - COMMITTEES

9.1 Delegation to Committees

The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors as it thinks fit.

9.2 Terms of Reference and Rules

In the event the Board decides to create a committee, it must establish Terms of Reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the Terms of Reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

9.3 Meetings

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed *mutatis mutandis* by the rules set out in these Bylaws governing proceedings of the Board.

9.4 Executive Committee

There may be an Executive Committee consisting of the Officers and such other Directors as are appointed by the Directors.

9.5 Power to Transact Business

Subject to the control of the Board, the Executive Committee will have power to transact all business of the Association in the interim between meetings of the Board. The Executive Committee will meet at the call of the chair of the Executive Committee.

9.6 Standing and Special Committees

The Board may create such standing and special committees as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by a Board Resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee will automatically be dissolved.

PART 10. - DUTIES OF OFFICERS

10.1 Election of Officers

At the first meeting of the Board, the Board will elect the officers. All officers must be Directors. The Board will elect a President and a Vice-President, together with such other officers as are required in accordance with these Bylaws, who will hold office until the first meeting of the Board held after the next following annual general meeting. No officer may hold the same office for more than three consecutive years and the President may not be a Community Board Representative.

10.2 Secretary and Treasurer Required

The Board will appoint a secretary and treasurer and may appoint and remove such other officers of the Association as it deems necessary and determine the duties, responsibilities and term, if any, of all officers.

10.3 Removal of Officers

A Person may be removed as an officer by a resolution passed at a meeting of the Board by a majority of not less than two-thirds of the Directors present.

10.4 Replacement

Should the President or any other officer for any reason not be able to complete his or her term, the Board will remove such officer from his or her office and will elect a replacement without delay.

10.5 Duties of President

The President will supervise the other officers in the execution of their duties and will preside at all meetings of the Association and of the Board.

10.6 Duties of Vice-President

The Vice-President will perform the duties of the President in the absence of the President.

10.7 Duties of Secretary

The secretary will be responsible for making the necessary arrangements for:

- (a) the issuance of notices of meetings of the Association and the Board;
- (b) the keeping of minutes of all meetings of the Association and the Board;
- (c) the custody of all records and documents of the Association, except those required to be kept by the treasurer;
- (d) the maintenance of the Register of Members; and
- (e) the conduct of the correspondence of the Association.

10.8 Duties of Treasurer

The treasurer will be responsible for making the necessary arrangements for:

- (a) the keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the *Society Act* and the *Income Tax Act*; and
- (b) the rendering of financial statements to the Directors, Members and others, when required.

10.9 Absence of Secretary at Meeting

If the secretary is absent from any meeting of the Association or the Board, the Directors present will appoint another person to act as secretary at that meeting.

10.10 Combination of Offices of Secretary and Treasurer

The offices of secretary and treasurer may be held by one Person who will be known as the secretary-treasurer.

PART 11. – EXECUTION OF INSTRUMENTS

11.1 No Seal

The Association will not have a seal.

11.2 Execution of Instruments

Contracts, documents or instruments in writing requiring the signature of the Association may be signed by the President, together with the secretary or the treasurer, and all contracts, documents and instruments in writing so signed will be binding upon the Association without any further authorization or formality. The Board will have power from time to time by Board Resolution to appoint any officer or officers, or any Person or Persons, on behalf of the Association either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

PART 12. - BORROWING

12.1 Powers of Directors

In order to carry out the purposes of the Association, the Board may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in any manner it decides, including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

12.2 Issuance of Debentures

No debenture will be issued without the authorization of a Special Resolution.

12.3 Restrictions of Borrowing Powers

The Voting Members may by Ordinary Resolution restrict the borrowing powers of the Board.

PART 13. - AUDITOR

13.1 Requirement

The Association is required to be audited and to appoint an external auditor with the qualifications described in section 42 of the *Society Act*.

13.2 Appointment of Auditor at Annual General Meeting

At each annual general meeting, the Association will appoint an auditor to hold office until he, she or it is reappointed or his, her or its successor is appointed at the next following annual general meeting in accordance with the procedures set out in the *Society Act*.

13.3 Removal of Auditor

An auditor may be removed by Ordinary Resolution in accordance with the procedures set out in the *Society Act*.

13.4 Notice of Appointment

An auditor will be promptly informed in writing of his, her or its appointment or removal.

13.5 Restrictions on Appointment

No Director or employee of the Association will act as auditor.

13.6 Attendance at Annual General Meetings

The auditor may attend general meetings.

PART 14. - NOTICES

14.1 Entitlement to Notice

Notices of a general meeting will be given to:

- (a) every Person shown on the Register of Members as a Voting Member or an Associate Member on the day the notice is given; and
- (b) the auditor.

No other Person is entitled to be given notice of a general meeting.

14.2 Method of Giving Notice

A notice may be given to a Member or a Director either personally, by delivery, facsimile, electronic mail, or by first class mail posted to such Person's Registered Address.

14.3 When Notice Deemed to have been Received

A notice sent by mail will be deemed to have been given on the second day following that on which the notice was posted. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if there shall be, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails, then such notice will only be effective when actually received. Any notice delivered either personally, by delivery, facsimile, electronic mail, or by first class mail will be deemed to have been given on the day it was so delivered or sent, if sent or received on or before 4:00 p.m. local time on a day other than Saturday or Sunday or some other day upon which banks are not open for business in Vancouver, British Columbia.

14.4 Days to be Counted in Notice

If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

PART 15. - MISCELLANEOUS

15.1 Inspection of Records

The documents, including the books of account, of the Association and the minutes of meetings of the Association and the Board will be open to the inspection of the Directors. The minutes of any meeting of the Association will be open to the inspection of Members in good standing upon reasonable notice to the keeper of such documents but the Members will not be entitled or have the right to inspect any other document of the Association.

15.2 Participation in Meetings

Any meeting of the Association, the Board or any committee, may also be held, or any Member, Director or committee member may participate in any meeting of the Association, the Board or any committee, by telephone or video conference call or similar communication equipment as long as all the Members, Directors, or Persons participating in the meeting can hear and respond to one another. All such Voting Members, Directors, or Persons so participating in any such meeting will be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing Bylaws, will be entitled to vote by a voice vote recorded by the secretary of such meeting. This method of voting will from time to time be used for passing resolutions.

15.3 Rules Governing Notice, Board Resolutions and Ordinary Resolutions

The rules governing when notice is deemed to have been given set out in these Bylaws will apply *mutatis mutandis* to determine when a Board Resolution will be deemed to have been submitted to all of the Directors and when an Ordinary Resolution will be deemed to have been submitted to all of the Voting Members.

15.4 Right to become Member of other Society

The Association will have the right to subscribe to, become a member of, and cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Association's purposes.

15.5 Not a Reporting Society

Subject to an order of the Registrar pursuant to the *Society Act* stating that the Association is a "reporting society" as defined under the *Society Act*, the Association is not a "reporting society".

PART 16. - INDEMNIFICATION

16.1 Indemnification of Directors and Officers

Subject to the provisions of the *Society Act*, each Director and each officer of the Association will be indemnified by the Association against all costs, charges and expenses reasonably incurred in connection with any claim, action, suit or proceeding to which that Person may be made a party by reason of being or having been a Director or officer of the Association.

16.2 Indemnification of Past Directors and Officers

To the extent permitted by the *Society Act*, the Association will indemnify and hold harmless every Person heretofore now or hereafter serving as a Director or officer of the Association and that Person's heirs and personal representative.

16.3 Advancement of Expenses

To the extent permitted by the *Society Act*, all costs, charges and expenses incurred by a Director or officer with respect to any claim, action, suit or proceeding may be advanced by the Association prior to the final disposition thereof, in the discretion of the Board, and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that the recipient is entitled to indemnification hereunder.

16.4 Approval of Court and Term of Indemnification

The Association will apply to the court for any approval of the court which may be required to ensure that the indemnities herein are effective and enforceable. Each Director and each officer of the Association on being elected or appointed will be deemed to have contracted with the Association upon the terms of the foregoing indemnities.

16.5 Indemnification not Invalidated by Non-Compliance

The failure of a Director or officer of the Association to comply with the provisions of the *Society Act*, or of the Constitution or these Bylaws, will not invalidate any indemnity to which he or she is entitled under this part.

16.6 Purchase of Insurance

The Association may purchase and maintain insurance for the benefit of any or all Directors, officers, employees or agents against personal liability incurred by any such Person as a Director, officer, employee or agent.

PART 17. - BYLAWS

17.1 Entitlement of Members to copy of Constitution and Bylaws

On being admitted to membership, each Member is entitled to, and upon request the Board will provide him or her with, a copy of the Constitution and Bylaws of the Association.

17.2 Special Resolution required to Alter or Add to Bylaws

These Bylaws will not be altered or added to except by Special Resolution.



Certificate of
Incorporation No. S-0000036

SOCIETY ACT

COPY OF RESOLUTION

I CERTIFY THIS IS A COPY OF A
DOCUMENT FILED ON

The following is a copy of

- a special resolution* passed
- an ordinary resolution
- a directors' resolution

JUL 31 2009

17 
RGN TOWNSHEND
REGISTRAR OF COMPANIES
PROVINCE OF BRITISH COLUMBIA

In accordance with the by-laws of the Society on the 28th day of July, 2009:

"RESOLVED as special resolutions that the Constitution of the Society be altered by:

- (a) changing the name of the society from "Association of Neighbourhood Houses of Greater Vancouver" to "**Association of Neighbourhood Houses of British Columbia**", and that paragraph 1 of the Constitution be altered accordingly.
- (b) deleting therefrom subparagraph 2(1) and substituting therefor the following as a new subparagraph 2(1):

"2(1) The purpose of the Association is to provide effective social services for the welfare of the people within the area served by it and to that end to maintain, develop and operate neighbourhood and community service units, including housing for impoverished adults."

DATED this 30th day of July, 2009.

Association of Neighbourhood Houses of Greater Vancouver

(Name of Society)

By 
(Signature)

SOLICITOR
(Relationship to Society)

* Strike out words which do not apply.

- [Note – (a) No special resolution has effect until accepted by the Registrar of Companies.
- (b) Send, in duplicate, to the Registrar of Companies. Mailing Address: PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3. Location Address: 2nd Floor – 940 Blanshard Street, Victoria BC together with applicable fee. Telephone number: 250 356-8673.]

Additional information and forms are available on the internet at: www.fin.gov.bc.ca/registries