

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

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

1. INTERPRETATION

1.1. Definitions

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

- a) “**Act**” means the *Societies Act*, S.B.C. 2015, c. 18, as may be amended;
- b) “**Address of the Association**” means the registered office address of the Association on record with the Registrar;
- c) “**Association**” means the “Association of Neighbourhood Houses of British Columbia”;
- d) “**Board**” means the Directors duly elected or appointed to govern the Association;
- e) “**Bylaws**” means the bylaws of the Association as filed with the Registrar;
- f) “**Camp**” means a facility owned or operated by the Association;
- g) “**Community Advisory Board**” means the advisory body established by ANHBC to support a Neighbourhood House/Camp (“CAB”);
- h) “**Constitution**” means the constitution of the Association as filed with the Registrar;
- i) “**Directors**” means both Elected Directors and Appointed Directors, and includes any individual who is or becomes a director of the Association in accordance with these Bylaws, provided they have not ceased to be directors. The term ‘Director’ refers to any one of these individuals.
- j) “**Electronic Means**” means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:
 - 1) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
 - 2) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
- k) “**General Meeting**” means a meeting of the Members, and includes the annual general meeting and any special general meetings of the Association;
- l) “**House/Camp Executive Director**” means a Person employed by the Association to manage and administer the affairs of a Neighbourhood House or Camp;
- m) “**House/Camp Participant**” means a Person who has applied to participate in the affairs of the Association, who is at least 16 years of age, and whose membership has been accepted by a Community Advisory Board and who has paid the annual dues in accordance with the CAB Terms of Reference;
- n) “**Income Tax Act**” means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as may be amended from time to time;
- o) “**Members**” means those Persons who are, or who subsequently become, Members,
- p) “**mutatis mutandis**” means with the necessary changes having been made to ensure that the language makes sense in the context;
- q) “**Neighbourhood House**” refers to the facilities owned and operated by the ANHBC, including any satellite locations associated with each Neighbourhood House.
- r) “**Ordinary Resolution**” means:
 - 1) a resolution passed by a simple majority of the votes cast in respect of the resolution by the Members:
 - a. in person at a duly constituted General Meeting, or
 - b. by Electronic Means in accordance with these Bylaws, or

- c. by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
- 2) a resolution that has been submitted to the Members and consented to in writing by at least two-thirds (2/3) of the Members, and an Ordinary Resolution approved by any one or more of these methods is effective as though passed at a General Meeting of the Association;
- s) “**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 the age of 16 years;
- t) “**Register of Members**” means the record required by the *Societies Act*;
- u) “**Registrar**” means the Registrar of Companies of the Province of British Columbia
- v) “**Terms of Reference**” means the document created by the Board to establish the means by which a Committee or Community Advisory Board is governed.

1.2. Societies Act Definitions

Except as otherwise provided, the definitions in the Act on the date these Bylaws become effective apply to these Bylaws and the Constitution.

1.3. Plural and Singular Forms

In these Bylaws, a word defined in the plural form includes the singular and vice-versa.

2. MEMBERSHIP

2.1. Eligibility for and Admission to Membership

Only those Persons who apply for membership and are accepted by the Board of Directors of the Association may become Members.

2.2. Membership Dues

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

2.3. Membership not Transferable

Membership is not transferable.

2.4. Standing of Members

All ANHBC Members are deemed to be in good standing except for a Member who has failed to pay their annual membership dues by April 30th in each year.

2.5. Cessation of Membership

A Person will cease to be a Member:

- a) upon the expiry of the annual membership term;
- b) upon resignation;
- c) upon no longer being a Member in good standing;
- d) upon becoming an employee of the Association;
- e) upon their expulsion;
- f) if a Corporation, upon its dissolution; or

g) if a Member, upon their death.

3. MEMBERSHIP RIGHTS AND OBLIGATIONS

3.1. Rights of Membership

In addition to any rights conferred by the Act, and these Bylaws, a Member in good standing has the following rights and privileges of membership:

- a) to receive notice of, and to attend, all General Meetings;
- b) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- c) to exercise a vote on matters for determination at General Meetings; and

Compliance with Constitution, Bylaws and Policies every Member will, at all times:

- d) uphold the Constitution and comply with these Bylaws, regulations and the policies of the Association; and
- e) further and not hinder the purposes, aims and objects of the Association.

3.2. Expulsion of Member

A Member may be expelled by a Resolution passed by 2/3rd of the Board of Directors. The notice of the resolution to expel a Member will be provided to the Members and will be accompanied by a brief statement of the reasons for the proposed expulsion. The Member who is the subject of the proposed expulsion will be provided with an opportunity to respond to the statement of reasons at a meeting of the directors.

4. MEETINGS OF MEMBERS

4.1. Time and Place of General Meetings

The General Meetings of the Association will be held at such time and place, and whether by electronic means, in accordance with the Act, as determined by the Board.

4.2. Annual General Meetings

An Annual General Meeting will be held at least once in every calendar year.

4.3. Special General Meeting

Every General Meeting other than an Annual General Meeting is a Special General Meeting.

4.4. Calling of Special General Meeting

The Association will convene a Special General Meeting by providing notice in accordance with the Act and these Bylaws in any of the following circumstances:

- a) at the call of the President;
- b) when resolved by Board Resolution; or
- c) when such a meeting is requisitioned by the Members in accordance with the Act.

4.5. Notice of General Meeting

Notice of every General Meeting to each Member by e-mail sent to the address provided by each Member who has provided the Association with an e-mail address not less than 14 calendar days and not more than 60 calendar days prior to the date of the General Meeting

4.6. Contents of Notice

Notice of a General Meeting will specify the place, the day and the time of the meeting, and whether by electronic means and will include the text of every Special Resolution to be proposed or considered at that meeting.

If the Board has decided to hold a General Meeting by Electronic Means, the notice of that meeting must inform Members how they may participate by Electronic Means.

4.7. Omission of Notice

The accidental omission to give notice of a General Meeting to a Member, or the non-receipt of notice by a Member does not invalidate proceedings at that meeting.

5. PROCEEDINGS AT GENERAL MEETINGS

5.1. Business Required at Annual General Meeting

The following business is required to be conducted at each Annual General Meeting of the Association:

- a) the adoption of an agenda;
- b) the approval of the minutes of the previous Annual General Meeting and any Special General Meetings held since the previous Annual General Meeting;
- c) consideration of the financial statements and the report of the auditor thereon;
- d) consideration of any Members' proposals submitted in accordance with the Act; if anyone by the same means;
- e) the election of Directors;
- f) the appointment of the auditor; and
- g) such other business, if any, required by the Act or at law to be considered at an Annual General Meeting.

The Annual General Meeting may include other business as determined by the Board in its discretion.

5.2. Electronic Participation in General Meetings

The Board may decide, in its discretion, to hold any General Meeting in whole or in part by Electronic Means.

When a General Meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

Persons participating by Electronic Means are deemed to be present in person at the General Meeting.

5.3. 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 met.

5.4. Quorum

A quorum at a General Meeting is ten (10) Members.

5.5. Lack of Quorum

If within thirty (30) minutes from the time appointed for a General Meeting a quorum is not met, the meeting, if convened on the requisition of the Members, will be terminated, but in any other case it will stand adjourned to the same day, in the next week, at the same time and place, and by the same means. If at the adjourned meeting a quorum is not met within thirty (30) minutes from the time appointed for the meeting, the Members in attendance will constitute a quorum and the meeting may proceed.

5.6. Loss of Quorum

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

5.7. Chair

The President (or, in the absence or inability of the President, the Vice-President) will, subject to a Board Resolution appointing another Person, preside as chairperson at all General Meetings.

If at any General Meeting the President, Vice-President or such alternate Person appointed by a Board Resolution, if any, is not present within fifteen (15) minutes after the time appointed for the meeting, the Directors in attendance may select one of their number to preside as chairperson at that meeting.

5.8. Alternate Chair

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

5.9. Adjournment

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

5.10. 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 fourteen (14) days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

6. VOTING BY MEMBERS

6.1. Ordinary Resolution Sufficient

Unless the Act, these Bylaws or adopted rules of order provide otherwise, every issue for determination by a vote of the Members will be decided by an Ordinary Resolution.

6.2. Special Resolution

To pass a Special Resolution, two-thirds (2/3) of the Members in attendance at a General Meeting must vote in favour whether:

- a) in person at a duly constituted General Meeting,
- b) by Electronic Means in accordance with these Bylaws, or
- c) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means.

6.3. Entitlement to Vote

Each Member in good standing is entitled to one (1) vote.

6.4. Voting Methods

Voting by Voting Members may occur by any one or more of the following methods, in the discretion of the Board:

- a) by show of hands or voting cards;
- b) by written ballot; or
- c) by vote conducted by Electronic Means.

Where a vote is to be conducted by show of hands or voting cards, and prior to the question being put to a vote, a number of Members equal to not less than ten percent (10%) of the votes in attendance may request a secret ballot, and where so requested the vote in question will then be conducted by written ballot or other means whereby the tallied votes can be presented anonymously in such a way that it is impossible for the assembly to discern how a given Member voted.

6.5. Voting by Proxy

Voting by proxy is not permitted.

7. DIRECTORS

7.1. Management of Property and Affairs

The Board will have the authority and responsibility to manage, or supervise the management of, the property and the affairs of the Association.

7.2. Qualifications of Directors

Pursuant to the Act, a Person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if he or she:

- a) is less than eighteen (18) years of age;

- b) has been found by any court, in Canada or elsewhere, to be incapable of managing their own affairs;
- c) is an undischarged bankrupt; or
- d) has been convicted of a proscribed offence within the prescribed period, for which no pardon has been granted, in accordance with the Act; or
- e) is an “ineligible individual” as defined by section 149.1(1) of the *Income Tax Act* (Canada).

In addition to the foregoing, a Person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if they are not a Member in good standing.

7.3. Composition of Board

The Board of the Association will be made up of the following:

- a) Each Community Advisory Board may appoint a representative of the CAB to be a director of the association; to be known as Community Representatives;
- b) The remainder of the Board are directors at large, so long as the number is one (1) less than the number of Community Representatives.

7.4. Adjustment of Board Composition

If a Community Advisory Board is revoked in accordance with Bylaw 10.5, or secedes in accordance with Part 10.4, the Community Representative for that CAB ceases to be a Director of the ANHBC Board. In that event the ANHBC Directors will appoint a person who must be from the same former Community Advisory Board or from another Community Advisory Board to serve as a Community Representative until the next General Meeting.

7.5. Election of Directors at Large

Directors will be elected by the Members at a General Meeting and will take office commencing at the close of such meeting.

7.5.a Nominations from the floor are not permitted.

7.6. Director Term

The term of office for Directors will normally be two (2) years. For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the Annual General Meeting at which the Director was elected.

7.7. Consecutive terms for Directors

Directors may be elected for consecutive terms.

7.8. Term Limit for Directors

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

7.9. Extension of Term to Maintain Minimum 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 his or her term expires. If, however, insufficient successors are elected resulting in the reduction of the number of Directors to below 3, a Director's term may be extended until such time as successor Directors can be appointed or elected.

7.10. Appointment to fill Vacancy

If a Director ceases to hold office before the expiry of their term, the Board, by Board Resolution, may appoint a qualified Member to fill the resulting vacancy.

The position occupied by an appointed replacement Director will become available for election at the next Annual General Meeting and each such appointed replacement Director will continue in office until the conclusion of the next Annual General Meeting.

The period during which a Person serves as an appointed Director does not count toward the term limits set out above.

7.11. Removal of Director

The Members may remove a Director before the expiration of such Director's term of office by Special Resolution and may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term.

7.12. Ceasing to be a Director

A Person will immediately cease to be a Director:

- a) upon the date of their resignation;
- b) upon the expiry of their term;
- c) if a Community Representative, upon the revocation or secession of that Community Advisory Board;
- d) upon their removal; or
- e) upon their death.
- f) In accordance with Sec. 44(3) of the Societies Act.

7.13. Invalidation of Acts

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

8. RESPONSIBILITIES OF THE BOARD

8.1. Duties of Directors

Pursuant to the Act, every Director will:

- a) act honestly and in good faith with a view to the best interests of the Association;
- b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances; and
- c) act in accordance with the Societies Act and Regulation and any other applicable statutes.

8.2. Remuneration of Directors and Officers and Reimbursement of Expenses

Directors will not be remunerated in any capacity, however Directors may be reimbursed for necessary and reasonable out of pocket expenses incurred while acting on behalf of the Association. The Association will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission or its successor.

8.3. 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.

8.4. 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 in comparable circumstances.

8.5. 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.

9. PROCEEDINGS OF THE BOARD

9.1. Board Meetings

Meetings of the Board may be held at any time and place, and in any manner, determined by the Board.

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.

9.2. Notice of Board Meetings

Meetings of the Board may be held at any time and place determined by the Board provided that two (2) days' notice of the 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 was decided or are present at the meeting or waive notice in writing or verbally.

9.3. Participation by Electronic Means

The Board may decide, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means.

9.4. Quorum

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

9.5. Director Conflict of Interest

A Director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Association, or a matter for consideration by the Directors:

- a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;

- b) will disclose fully and promptly the nature and extent of their interest in the contract, transaction or matter;
- c) is not entitled to vote on the contract, transaction or matter;
- d) will absent themselves from the meeting or portion thereof:
 - 1) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
 - 2) in any case, during the vote on the contract, transaction or matter; and
- e) refrain from any action intended to influence the discussion or vote.

The Board may establish further policies governing conflicts of interest of Directors and others, provided that such policies must not contradict the Act or these Bylaws.

9.6. Chair of Meetings

The President (or, in the absence or inability of the President, the Vice-President) will preside as Chairperson at all meetings of the Board.

If at any meeting of the Board the President, Vice-President and such alternate Person appointed by a Board Resolution, if any, are not present within fifteen (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 preside as chairperson at that meeting.

9.7. Alternate Chair

If the Person presiding as Chairperson of a meeting of the Board wishes to step down as Chairperson 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 Chairperson.

9.8. Resolution in Writing

Directors may pass a directors' resolution without a meeting if a written copy of the resolution is sent to all the Directors and two-thirds (2/3rds) of the Directors then in office consents in writing to the resolution. Such resolution will be filed with the minutes of the proceedings of the Directors 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.

10. COMMUNITY ADVISORY BOARDS

10.1. Establishment of Community Advisory Board

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

10.2. Terms of Reference

The Board of Directors will establish the Terms of Reference applicable to Community Advisory Boards. The Terms of Reference describe the governance structure of the Community Advisory Board, the role of the Community Advisory Board and the powers, if any, to be delegated to the Community Advisory Board. The Board may, in its discretion, amend any Terms of Reference established for the Community Advisory Boards in any manner it sees fit at any time.

10.3. Appointment of Community Representative

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

11. COMMUNITY ADVISORY BOARD DISPUTE RESOLUTION AND SECESSION

11.1. Stage One Dispute Resolution

In the event that a Community Advisory Board (the “Dissenting Community Advisory 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.

11.2. Failure of Stage One Dispute Resolution

In the event the Dissenting Community Advisory Board and the Board cannot resolve their disagreement in accordance with the procedure described in Bylaw 10.1 within 90 days after its commencement, then provided that a Secession Resolution has not been delivered in accordance with Bylaw 10.3, the Board and the Dissenting Community Advisory Board must mediate. If a mediation does not result in an agreement between the Board and the Dissenting Community Advisory Board within 90 days of the commencement of the mediation, then the Board and the Dissenting Community Advisory Board must arbitrate. Any mediation or arbitration will be conducted in accordance with rules established by the British Columbia International Arbitration Centre.

11.3. Failure of Dispute Resolution and Secession Resolution

In the event the Dissenting Community Advisory Board and the Board cannot resolve their disagreement in accordance with the procedure described in Bylaw 10.1, then the Dissenting Community Advisory Board may, within 90 days of the date upon which the meeting described in Bylaw 10.2 is held, pass a Secession Resolution provided that the Dissenting Community Advisory 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.

11.4. Negotiation of Secession

Secession Resolution means a resolution passed at a meeting of House members or Camp members as the case may be, of which not less than 14 days’ written notice specifying the intention to propose the Secession Resolution has been given to such House members or Camp members and the House Executive Director, if any, and at which a quorum of at least 30% of the relevant House members or Camp members, and at least 75% of the Community Advisory Board’s in office on the date notice is given in the case of a Neighbourhood House, or the Camp members, in the case of a Camp, are in attendance at the meeting.

In the event a Secession Resolution is passed and delivered to the Board, the Board and the Dissenting

Community Advisory Board must then commence a negotiation, in good faith, 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. Any real property or interest in real property associated with the Neighbourhood House or Camp will remain the property of the Association. The Board and the Dissenting Community Advisory Board will negotiate, in good faith, the transfer of property other than real property, any employees and the liabilities associated with the Neighbourhood House or Camp.

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

11.5. Revocation of Community Advisory Board

The Board may, in its discretion, terminate a Community Advisory Board at any time except where a Notice of Dispute has been issued. If the Board terminates a Community Advisory Board, the term of that Community Representative will cease upon the date of such revocation.

A Notice of Dispute means a written notice delivered in accordance with these Bylaws to the address of the Association.

12. BOARD ROLES

12.1. Election or appointment to Board positions

Directors will appoint or elect individuals from among their number to fill the following Board positions, and a director, other than the president, may hold more than one position:

- a) president;
- b) vice-president;
- c) secretary;
- d) treasurer.

(a) Role of president

The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

The President may not be a Community Representative.

(b) Role of vice-president

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.

(c) Role of secretary

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

In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

(d) Role of treasurer

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.

The Board may, by Board Resolution, create and remove such other roles of the Association as it deems necessary and determine their duties and responsibilities

12.2. Term

The term of office for each role will be one (1) year, commencing on the date the Director is so appointed and continuing until the first meeting of the Board held after the next following Annual General Meeting. A Director may serve in a role for consecutive terms. No director may hold the same role for more than three (3) consecutive years.

12.3. Removal

A Person may be removed from their role by an Ordinary Resolution of the Board.

13. INDEMNIFICATION

13.1. Indemnification of Directors and Eligible Parties

To the extent permitted by the Act, each Director and eligible party (as defined by the Act) will be indemnified by the Association against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Person by reason of his or her holding or having held authority within the Association:

- a) is or may be joined as a party to such legal proceeding or investigative action; or
- b) is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

13.2. 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.

14. COMMITTEES

14.1. Creation and Delegation to Committees

The Board may create standing and special committees as may 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 Board Resolution.

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.

14.2. Standing and Special Committees

Unless specifically designated as a standing committee, a committee is deemed to be a special committee and any special committee so created must be created for a specified time period.

A special committee will automatically be dissolved upon the earlier of the following:

- a) the completion of the specified time period; or
- b) the completion of the task for which it was created.

14.3. Terms of Reference

In the event the Board decides to create a committee, it must establish terms of reference for the committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may be imposed by the Board in the terms of reference or otherwise, and will report every act or thing done in the exercise of those powers at the next meeting of the Board, or at another time determined by the Board.

14.4. 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.

15. SEAL

The Association will not have a corporate seal.

16. FINANCIAL MATTERS

16.1. Borrowing Powers

In order to carry out the purposes of the Association, the Board may, on behalf of and in the name of the Association, raise, borrow 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.

16.2. Restrictions on Borrowing Powers

The Members may, by a Resolution, restrict the borrowing powers of the Board.

16.3. Audit Required

The Association is required to be audited and will annually appoint an auditor in accordance with the Act.

16.4. Appointment of Auditor at Annual General Meeting

An auditor will be appointed at an Annual General Meeting to hold office until reappointed at a subsequent Annual General Meeting or a successor is appointed in accordance with the procedures set out in the Act.

16.5. Vacancy in Auditor

In the event of a vacancy, the Board will appoint an auditor to hold office until the next Annual General Meeting.

16.6. Removal of Auditor

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

16.7. Notice of Appointment

An auditor will be promptly informed in writing of such appointment or removal.

16.8. Auditor's Report

The auditor must prepare a report on the financial statements of the Association in accordance with the requirements of the Act and applicable law.

16.9. Participation in General Meetings

The auditor is entitled in respect of a General Meeting to:

- a) receive every notice relating to the meeting to which a Member is entitled;
- b) attend the meeting; and
- c) to be heard at the meeting on any part of the business of the meeting that deals with the auditor's duties or function.

An auditor who is present at a General Meeting at which the financial statements are considered must answer questions concerning those financial statements, the auditor's report and any other matter relating to the auditor's duties or function.

17. NOTICE GENERALLY

17.1. Method of Giving Notice

Except as otherwise provided in these Bylaws, a notice may be given to a Member or a Director either personally, by regular mail, courier, fax or e-mail the member's contact provided for this purpose.

17.2. When Notice Deemed to have been Received

A notice sent by mail will be deemed to have been given on the 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, 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 then the notice will only be effective when actually received.

Any notice delivered personally, by courier, facsimile, or electronic mail will be deemed to have been given on the day it was so delivered or sent.

17.3. 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.

17.4. Inspection of Documents and Records

The documents and records of the Association, including the financial and accounting records and the minutes of General Meetings, committee meetings and meetings of the Board, will only be open to the inspection of any Director at reasonable times and on reasonable notice.

A Member in good standing is entitled, upon providing not less than fourteen (14) days' notice in writing to the Association, to inspect any of the following documents and records of the Association at the Address of the Association during the Association's normal business hours:

- a) the Constitution and these Bylaws, and any amendments thereto;
- b) the statement of directors and registered office of the Association;
- c) minutes of any General Meeting, including the text of each resolution passed at the meeting;
- d) resolutions of the Members in writing, if any;
- e) annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;
- f) the register of Directors;
- g) the register of Members;
- h) the Association's certificate of incorporation, and any other certificates, confirmations or records furnished to the Association by the Registrar;
- i) copies of orders made by a court, tribunal or government body in respect of the Association;
- j) the written consents of Directors to act as such and the written resignations of Directors; and
- k) the disclosure of a Director or of a senior manager regarding a conflict of interest.

Except as expressly provided by statute or at law, a Member will not be entitled or have the right to inspect any other document or record of the Association. However, subject to such policies as the Board may establish, a Member in good standing may request, in writing delivered to the Address of the Association, to inspect any other document or record of the Association and the Board may allow the Member to inspect the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

Copies of documents which a Member is allowed to inspect may be provided on request by the Member for a fee to be determined by the Board, provided such fee does not exceed the limits prescribed in the Act.

18. CHARITABLE PROVISIONS

18.1. Dissolution

Upon the winding-up or dissolution of the Association, any funds and property remaining after the

payment of all costs, charges and expenses properly incurred in the winding-up or dissolution, including the remuneration of the liquidator, and the payment to employees of the Association of any arrears of salaries or wages, and after payment of any debts of the Association, will be distributed to ANHBC Neighbourhood Houses Foundation, or in the event that such organization is no longer a “qualified donee” as defined by the *Income Tax Act*, then to the Alexandra Foundation for Neighbourhood Houses, or in the event that such organization is no longer a “qualified donee” as defined by the *Income Tax Act*, then to such other “qualified donees” as are designated by the Board. Any funds or property remaining received for specific purposes will, wherever possible, be distributed to “qualified donees” carrying on work of a similar nature to such specific purposes. The Association will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission or its successors.

18.2. Designated Society

The Association is a Designated Society under Section 245 of the Act and will not alter or delete any provision identified as a previously unalterable provision without the prior written consent of the Government of British Columbia Minister(s) as identified in Societies Regulation 18.

18.3. Affordable Housing Purpose

The Association will not alter or delete the affordable housing purpose set out in paragraph 1 of its Constitution without first obtaining the written consent of the British Columbia Housing Management Commission or its successors. The Association may not alter or delete this Bylaw 16.3 without first obtaining the written consent of the British Columbia Housing Management Commission or its successors.

18.4. No Distribution of Income to Members

The Association shall be carried on without purpose of gain for its Member(s), and no part of any income of the Association shall be made payable or otherwise available for the personal benefit of the member(s) thereof, and any profits or other accretions to the Association shall be used for promoting its purposes.

19. BYLAWS

19.1. Entitlement of Members to copy of Constitution and Bylaws

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

19.2. Special Resolution required to Alter Bylaws

These Bylaws will not be altered except by Special Resolution.

19.3. Effective Date of Alteration

Any alteration to the Bylaws or Constitution will take effect on the date the alteration application is filed with the Registrar in accordance with the Act.

THESE BYLAWS ADOPTED BY SPECIAL RESOLUTION DATED: June 24, 2026