

THE KERRISDALE COMMUNITY CENTRE SOCIETY


CAROL PREST

BYLAWS

REGISTERED OFFICE

1. The registered office of the Society shall be at The Kerrisdale Community Centre Building, 42nd and West Boulevard, in the City of Vancouver, in the Province of British Columbia, or at such other place in the said Province as the Directors may from time to time decide.

SEAL

2. The common seal of the Society shall be kept at the registered office of the Society, and same shall not be affixed to any deed, instrument or document of any description save by resolution of the Directors and only in the presence of at least one of the Directors and either the President or Secretary of the Society, who shall respectively testify by their signature that the seal has been so duly affixed.

MEMBERSHIP

3. Membership in this Society shall be divided into the following classes, namely: active junior (under 19 years of age), active adult (19 to 64 years of age), active senior (65 years and over), Life and Honorary. Only active adult, senior and Life members shall be considered to be members of the Society within the meaning and operation of the Provisions of the Societies Act", and be eligible to receive notice of and to vote at any meeting of the Society and, subject to the restrictions in bylaw 21 (ii), to be elected a Director.
4. The active members of the Society shall be not less than fifteen (15) in number.
5. Members on reaching the age of ninety (90) and Past-Presidents of the Society shall automatically become life members of the Society.
6. The Society may honour any member or past member for distinguished or meritorious service within or for the Society or for outstanding community service performed within the City of Vancouver by electing such person to honorary membership in the Society by two-thirds vote of Directors by ballot.
7. Active membership in the Society commences on receipt of a membership card and is valid until the end of the fiscal year.
8. The annual dues of the Society shall be established by the Board of Directors by a majority vote at a meeting attended by at least fifty percent (50%) of all the Directors.
9. The fiscal year of the Society shall commence on the 1st day of September in each year and shall terminate on the 31st day of August in the following year.

LOSS OF MEMBERSHIP

10. An active member shall automatically cease to be such member upon ceasing to reside in British

Columbia, or upon failure to renew membership after the end of a fiscal year, or upon the expiration of thirty (30) days written notice to the Society, of his or her desire to resign such active membership.

11. If in the opinion of the Directors the conduct of any member is undesirable or unsatisfactory, the Directors may suspend such member from the Society as prescribed by the Societies Act.

MEETINGS OF MEMBERS

12. The annual general meeting of the Society shall be held at such time and place during the month of February as may be determined by the Directors.
13. At the annual general meeting of the Society the reports of the Directors and Officers of the preceding year shall be received and dealt with; the Directors for the ensuing year shall be elected; and such other business shall be disposed of as shall be presented to such meeting.
14. The Auditor of the Society, who need not be a member of the Society, shall each year be appointed by resolution of the members at the annual general meeting and shall hold office until a new auditor has been appointed.
15. Extraordinary general meetings of the Society may be called at any time by the President, or shall be called on the requisition of ten percent (10%) of the members of the Society.
16. The notice calling any such meeting shall specify the business to be brought before such meeting and no business shall be conducted at such meeting except as is specified in such notice.
17. Fifteen (15) active members of the Society present in person shall form a quorum at any meeting thereof.
18. If, within half an hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of members shall be dissolved. In any other case, it shall stand postponed to the same day in the next week, at the same time and place, and at such postponed meeting the business shall be transacted whatever the number of members present.
19. The Chair may with the consent of the meeting adjourn the same from time to time, and from place to place, but every adjourned meeting shall be treated as a prolongation only of the original meeting, and shall be restricted to transact only business which might properly have been transacted at the original meeting.
20. At every meeting, every resolution shall be decided by a show of hands unless a ballot vote is requested by any member present; every active member present has one vote. In case there shall be an equality of votes, the resolution is defeated. A declaration by the Chair that a resolution has been carried by a sufficient majority, or lost, as the case may be, and an entry to that effect in the Minute Book of the Society or, in case of a ballot vote, the report of the scrutineer's committee, shall be conclusive evidence of the fact, without proof of the number of votes recorded in favour of, or against such resolution, subject however to the provisions of the Societies Act.

DIRECTORS

21. The Directors of the Society shall consist of the following: -
 - (i) The immediate past President.
 - (ii) Not more than eighteen (18) Directors elected from the active adult, active senior and life members of the Society, not more than nine (9) of whom shall be elected each year for a term of two (2) years.
 - (iii) Not more than five (5) Directors who may be appointed each year, at any time, by the elected Directors for a period of one year or any portion thereof remaining up to the date of the Society's next annual general meeting.
22. In the election of Directors as aforesaid, or for any vacancies, one vote shall be held and those nominated who receive the highest number of votes shall be elected for the longest terms to be filled, and those receiving the next highest number of votes for the remaining terms. In the event of any tie vote, further ballots shall be taken as necessary.
23. Retiring Directors shall be eligible for re-election.
24. Any Director or Officer who shall be absent without just excuse from three (3) consecutive meetings or from a total of five (5) meetings of the Board of Directors, during the period between annual meetings, shall, by seventy-five percent (75%) vote of the Directors, cease thereupon to be a Director or Officer of the Society. A record of the number of meetings attended by each Director and Officer shall be kept by the Secretary and where two (2) or more meetings have been missed, a notice of memorandum of this shall be forwarded to such Director or Officer with notices of each succeeding meeting.
25. Notwithstanding anything contained in these bylaws, not more than seven (7) members belonging to the same club, organization, society or body corporate, other than "The Kerrisdale Community Centre Society" shall be members of the Board of Directors at any one time. Should at any time more than seven (7) Directors belong to the same club, organization, society, or body corporate, then a sufficient number of said Directors shall resign from the Board of Directors, or in the event of such resignation or resignations not being received within one (1) month after all such Directors have received notice that there is a breach of this bylaw and the said Directors have not reduced their number to not more than seven (7), all the said Directors shall forthwith after the expiration of the said month, be and be deemed to be removed from the Board of Directors.
26. A director may at any time resign as a Director by giving notice in writing of his desire to resign to the Secretary of the Society.
27. The Secretary may at any general meeting by resolution, assented to by at least seventy-five percent (75%) of the members present, remove any Director from office before the expiration of that Director's term and may appoint any other member of the Society to fill the vacancy so created for the remainder of the term of the Director so removed.
28. Any Director who ceases to be a member of the Society shall thereupon cease to be a Director.

29. Should any vacancy or vacancies occur on the Board of Directors, the continuing Directors shall have authority to exercise all the powers granted by these bylaws to the Directors, unless the number on the Board has been reduced to less than five (5), in which event the remaining Directors shall have no power to act until their numbers have been increased to five (5) or more by the members of the Society at a General Meeting called for that purpose.
30. Subject to bylaw 7 hereof, in the event of any vacancy occurring on the Board of Directors, the remaining Directors shall have power to fill the vacancy until the next annual general meeting at which meeting all vacancies shall be filled by the members of the Society for the remainder of the term of such vacancy.
31. No voting members of the Board of Directors of the Society shall receive remuneration or other financial benefits for their services to The Kerrisdale Community Centre Society, regardless of the type of service performed.

OFFICERS

32. The Officers of the Society shall consist of the President, two (2) Vice-Presidents, immediate Past-President, Secretary, and Treasurer. At the first meeting of the new Board of Directors elected at the annual general meeting, the President, Vice-Presidents, Secretary and Treasurer shall be elected by majority ballot of the Directors from the members of the new Board, and such Officers shall hold office until a new Board of Directors has been elected at the next annual general meeting. The immediate Past-President shall hold office until there is a new Past-President. The Directors shall have power to fill from time to time, and at any time, any of the aforementioned offices, except immediate past President, which may become vacant.

POWER OF DIRECTORS

33. Powers are as follows: -
 - (a) To acquire by purchase, gift or otherwise any and all things real and personal which may be deemed by the Society to be beneficial to the objectives of the Society or the members thereof.
 - (b) To borrow, raise, provide or otherwise secure funds in such manner as the Society may see fit, with the sanction of a special resolution where the manner differs from the Board's Investment Policy. The members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting. The special resolution is a resolution of the Society's Directors, which requires at least 75% of the votes cast by Directors in favor in order to pass.
 - (c) To invest and deal with the moneys of the Society not immediately required in such manner as may from time to time be determined.
 - (d) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures and other negotiable and transferable instruments.
 - (e) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property or rights of the Society, and to sell or dispose of the undertaking of the Society or any part thereof.
 - (f) To amalgamate with any other Society having objectives altogether or in part similar to those

of this Society.

- (g) To do all such things as are incidental or conducive to the attainments of any of the above objectives or for the necessary or proper operation of the said Society.

- 34. The Directors may pay employees of the Society such salaries as the Directors may think fit, provided that a majority of all the Directors vote in favour of such salaries.
- 35. All acts done by the Directors shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any of them, or that they, or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
- 36. The Directors shall have the custody and control of the property and assets of the Society.
- 37. The Kerrisdale Community Centre Society shall maintain its records in accordance with the relevant sections of the Societies Act (BC) (2015) either at the registered office of the Society or electronically or both. Any member of the Society may inspect such records at any time without charge subject always to the provisions of the Personal Information Protection Act (BC) (2003). The Society's Privacy Officer in consultation with the President will rule on any disagreements regarding the applicability of these provisions to the specific request. Inspection of any record not publicly available shall be open to a person other than a member of the Society only with the consent of the Board of Directors or of a General Meeting of members.

PROCEEDING OF DIRECTORS

- 38.
 - (a) The Directors may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings as they think fit.
 - (b) Except in the event of an emergency, twenty-four (24) hours notice of any meeting shall be given by the President or the Secretary, and, at the request of one-third of the existing Directors the Secretary shall call a meeting of the Directors.
- 39. The quorum of every meeting of Directors shall be five (5) Directors present in person.
- 40. Every question at a meeting of the Directors shall be determined by a majority of the votes of the Directors present, every Director having one (1) vote.
- 41. A nominating committee of not less than three (3) members shall be appointed by the President, subject to approval of the Board of Directors, not less than ninety (90) days prior to each annual general meeting for the purpose of recommending Directors of the Society, and a Nominating Committee so appointed shall recommend a slate of Directors at each annual general meeting of the Society.
- 42. A resolution determined on without any meetings of the Directors and evidenced in writing under the hands of all the Directors (such as an electronic response) shall be as valid and effectual as a resolution passed at a meeting of the Directors.

43. The President, the Past-President, or one of the Vice-Presidents shall preside as Chair at every meeting of the Society and of the Directors. If neither the President, nor the Past-President or a Vice-President be present at the time of holding any meetings or declines to take the chair, then one of the Directors present at the meeting shall be elected as Chair to preside at such meeting.
44. Minutes shall be made and kept in books provided for such purposes or as an electronic record of: (a) all appointments of Officers made by the Directors and of (b) all resolutions and proceedings at all meetings of the Society and of the Directors, and such minutes of any such meeting shall be signed by the chair of the meeting or the Secretary of the Society.
45. The Society may from time to time and at all times indemnify and save harmless every Director and other Officer and servant of the Society, and their heirs, executors and administrators and estate and effect respectively, from and against all losses, costs, charges and expenses whatsoever (including travelling expenses) in any way incurred or sustained by a Director or other Officer, for, or by reason of, or in respect of any act, deed, matter or thing whatsoever made, done or permitted by a Director or other Officer by majority ballot of the Directors, in, about or in relation to the proper discharge of their duties, and the Directors shall pay or retain the same out of the funds of the Society. If any Director or other Office of the Society is guilty of actual fraud, wilful negligence, or dishonesty whereby the Society incurs any loss or damages, such Director or other Officer shall be liable to recoup the same to the Society. Except as aforesaid no Officer of the Society shall be liable to the Society for any loss, damage, costs or expenses that may happen to, or be incurred by, the Society in consequence of any act, omission or default by such Officer while purporting to act as such.

BANKING

46. The bank of the Society shall be such bank as may from time to time be determined upon by the Directors.
47. All cheques, notes, drafts, and other negotiable instruments shall be signed, executed or endorsed by such person or persons and in such manner as may be determined upon from time to time by the Directors.
48. The Directors shall cause full and true accounts to be kept of all the commercial, financial, and other affairs, transactions and engagements of the Society and of all such things as shall be requisite to exhibit the true financial condition of the Society.
49. The books and accounts of the Society shall be audited within five (5) calendar months after the termination of each fiscal year by auditors appointed by the members, or by two (2) Directors personally. The Directors shall thereafter present at each annual general meeting of the Society a written report showing the state and condition of the affairs of the Society accompanied by a balance-sheet, a summary of the assets and liabilities, and a statement of the income and expenditure of the Society, made up from the date of the end of the past fiscal year.

NOTICES

50. Notice of all meetings of the Society shall be well and sufficiently given if given personally or by

electronic mail, or if written notification thereof specifying the general nature of the business to be presented at such meeting be posted in a prominent place on the premises at which the meetings of the Society are held fourteen (14) clear days prior to the holding of such meeting.

51. Notice of any Directors' meeting shall be well and sufficiently given if given personally or by electronic mail.

AMENDMENTS

52. No part of these bylaws shall be repealed or amended unless a written notice of the intention to propose such amendment shall have been given by posting a copy thereof in a prominent place on the premises of the Society, at least fourteen (14) days prior to the meeting at which the same is to be presented, and seventy-five percent (75%) of the voting members present at the meeting at which such proposed amendment is considered shall approve the same with or without such modifications or alterations as may be thought best.
53. Any proposed special resolution shall be submitted to the Secretary at least four (4) weeks before the date of the meeting where it is proposed to consider it and the Secretary shall give all voting members notice thereof at least fourteen (14) days before such meeting date. A seventy-five percent (75%) majority of the voting members present at such meeting shall be required for approval of any such resolution.

RULES OF ORDER

54. Relevant policies of the Board of Directors will be the authority for all matters of meeting procedure not specifically covered by these bylaws. Should a procedural question not be addressed by policy, it may be settled by a majority vote of meeting participants.

DISSOLUTION CLAUSE

Special Resolution passed at annual general meeting 28th February 1996.

55. In the event of winding up or dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations concerned with the social problems or organizations promoting the same purposes of this Society, as may be determined by the members of the Society at the time of winding up or dissolution, and if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organizations, provided however that such organization referred in this paragraph shall be a charitable organization, a charitable corporation, or a charitable trust recognized by the Department of National Revenue of Canada as being qualified as such under the provisions of the Income Tax Act of Canada. **This provision was previously unalterable.**

CONSOLIDATED BYLAWS May 30, 1974 (AMENDED 1978, 1982, 1996, 1997, 2001, 2002, 2004, 2009, 2011, 2013, 2017, 2018, 2019)