

GABRIOLA HOUSING SOCIETY
CONSTITUTION & BYLAWS

GABRIOLA HOUSING SOCIETY – CONSTITUTION

As amended at a Special General Meeting on November 25, 2019

1. The name of the Society is the Gabriola Housing Society.
2. The purpose for which the Society is incorporated is to relieve poverty by supporting and/or developing and/or operating housing projects that provide housing to people with low to modest incomes on Gabriola Island.

GABRIOLA HOUSING SOCIETY – BY-LAWS

As amended at Special General Meeting on November 25, 2019

ARTICLE 1 – INTERPRETATION

1. In these bylaws:
 - i. “Act” means the *Societies Act of British Columbia* as amended from time to time,
 - ii. “Board” means the Directors of the Society,
 - iii. “Bylaws” means these Bylaws as altered from time to time,
 - iv. “Society” means the Gabriola Housing Society.
2. The definitions in the Act apply to these By-laws.
3. If there is a conflict between these By-laws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, will prevail.
4. Words referring to the singular include the plural and visa versa.

ARTICLE 2 – MEMBERSHIP

1. Membership shall be open to any person who:
 - i. Has reached the age of majority in British Columbia.
 - ii. Is a resident of the Gabriola Local Trust Area and has been so for a minimum of 6 months.
 - iii. Registers with the Society and pays the annual membership fee (such fee to be determined by the members at an Annual General Meeting).
2. Paid employees of the Society are not eligible to be members of the Society or vote on Society issues.

ARTICLE 3 – TERMINATION OF MEMBERSHIP

1. Membership in the Society shall cease:
 - i. When the individual submits a letter of resignation to the Board of Directors,
 - ii. If the conduct of the member is prejudicial to the welfare of the Society, and when the member has been expelled.
 - iii. When the member does not pay their membership fees.
 - iv. When the member dies.
 - v. When the member has been expelled.
2. The Board of Directors may, on receipt of a complaint in writing by any member of the Society and after holding a hearing at which the member concerned shall have the right to be present and to call witnesses and to make representations, recommend expulsion of such a member from the Society, provided always that such member shall have the right to appeal to a General Meeting of the Society and provided also that the decision of the General Meeting in that regard shall be final.

ARTICLE 4 – OBLIGATION OF MEMBERS

1. Every member shall be bound by and submit to the constitution and by-laws of the Society, and such rules and regulations as shall, from time to time, be determined by the Board of Directors subject to review by the membership of the Society at an Annual or Special General Meeting.

ARTICLE 5 – GENERAL MEETINGS

1. The Annual General Meeting of the Society shall be held at least once every calendar year.
2. Additional Special General Meetings may be held, as determined from time to time by the Board of Directors, or at the request of at least 10% of the members in good standing.
3. A quorum at any General Meeting shall be 3 members or 10% of the membership, whichever is greater, who are in good standing and who are present either in person or, as per Section 82 of the Act, by telephone or other communications medium, such that all persons participating in the meeting are able to communicate with each other.
4. If a quorum is not present at a General Meeting within 30 minutes from the time set for holding the meeting, the meeting shall be adjourned and called again in two weeks hence and those present at the second meeting shall constitute a quorum.
5. Written notice of the date, time and location of a General Meeting must be sent to every member of the Society at least 14 days before the meeting.
6. A notice of a General Meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting.
7. At a General Meeting, the following business is ordinary business:
 - i. Consideration of financial statements of the Society presented to the meeting.
 - ii. Consideration of reports, if any, of the Directors or auditor.
 - iii. Election of Directors, if required.
 - iv. Appointment of an auditor, if any.
 - v. Business arising out of a report of the Directors not requiring the passing of a special resolution.
8. The Board President presides as the chair of a General Meeting, but if the President is unable to do so:
 - i. The Vice-President presides as the chair, or
 - ii. If both the President and the Vice-President are unable to preside as the chair, one of the other Directors present at the meeting presides as the chair.
9. If within 15 minutes from the time set to hold the meeting, there is no Director entitled under Article 5 Section 8 to preside as the chair of a General Meeting, the members who are present must elect a member present at the meeting to preside as the chair.
10. Special resolutions are required in the case of:
 - i. Amendments to the Constitution or By-laws.
 - ii. Expulsion of a member.
 - iii. Removal of a Director.
 - iv. Liquidation of the assets of the Society upon winding up or liquidation of the Society.

11. A special resolution requires a two-thirds majority vote of the members in good standing and present at the meeting.
12. Any special resolution to be considered at an Annual or Special General Meeting must be included in the written notice of the meeting, and delivered to all members of the Society at least 14 days prior to the General Meeting where the special resolution is to be considered.
13. Notice to Members may be delivered either by mail or email.
14. A notice sent by email shall be deemed to have been received on the same day the notice is sent, provided the notice was delivered without an “electronic error message” notification.
15. A notice sent by mail shall be deemed to have been received on the third day after the day which the notice is posted, provided that the notice was properly addressed and put in a Canadian post office receptacle.
16. Notice of a General Meeting must be given to every member shown on the register of members on the day the notice is given. No other person is entitled to receive a notice of General Meeting.
17. Notice of a General Meeting may be publicized in a local publication for the purposes of informing the community at large.
18. Voting shall be carried out as follows:
 - i. A member in good standing, present at the meeting of members, is entitled to one vote.
 - ii. Voting is by a show of hands, except in the case of the election of Directors where voting is by secret ballot or where a resolution is passed to vote by secret ballot.
 - iii. Voting by proxy is not permitted.

ARTICLE 6 – BOARD OF DIRECTORS

1. The number of Directors shall not be less than five (5) or more than nine (9).
2. The Board of Directors are responsible for the development of policy and overall monitoring of the financial and operational aspects of the Society.
3. Only members in good standing may stand for election as Director.
4. The term of office for a Director is two years.
5. Directors may be elected for six consecutive years and then may not be re-elected for a period of at least one year.
6. A member in good standing may nominate another member in good standing for Director either before or at a General Meeting at which a Director is to be elected. In order to stand for election as a Director, an individual must be a member in good standing for at least 10 days in advance of such General Meeting.
7. The term of office of a Director ends at the close of the Annual General Meeting at which their term expires.

8. Where a member of the Board of Directors dies or resigns their office, the Board of Directors may, at any meeting thereafter, appoint a member to the Board in the place of the absent member.
9. The Board may, at any time, appoint a member in good standing as a Director to fill up to 3 vacancies on the Board. Directors so appointed will serve only until the next Annual General Meeting.
10. Any Board member may be suspended from the Board of Directors if, in the opinion of the Board, the Director is grossly negligent in the performance of their duties, providing however, that any Board member so suspended shall be at liberty to appeal the decision of the Board directly to the membership of the Society at the next General Meeting.
11. The Board of Directors shall arrange the business of the Society and set its policies, and in particular:
 - i. Have the power to hire employees of the Society and define their duties, remuneration and conditions of employment.
 - ii. Have the power to suspend or dismiss any employees.
 - iii. Pass banking regulations and appoint signing officers of the Society.
 - iv. Prepare an annual budget.
 - v. Establish proper accounting procedures.
 - vi. Set a time for General Meetings.
 - vii. Have the power to establish sub-committees on which at least one Board member shall sit and consisting of other persons as the Board of Directors sees fit to appoint, and to define the powers and duties of such sub-committees.
 - viii. Have the power to apply and administer any grants received by the Society, for the purposes and in such a manner as is consistent with the objectives of the Society.
 - ix. Unless waived by ordinary resolution at an AGM, the Board shall annually appoint external auditors to review the books and accounts.
12. A quorum at any meeting of the Board shall be a majority of the members of the Board of Directors who are present either in person or, as per Section 82 of the Act, by telephone or other communications medium, such that all persons participating in the meeting are able to communicate with each other. As per Section 54(2) of the Act, the Board may pass an ordinary resolution without a meeting via electronic vote, as long as all Board members receive the same resolution electronically and a simple majority of Board members vote in favour of the resolution.
13. No paid employee of the Society shall be a member of the Board of Directors.
14. No member of the Board of Directors shall receive any remuneration for services rendered to the Society in any capacity, but the Board may grant any of its members monies for reasonable expense incurred in connection with the business of the Society. The Society will not alter or delete this bylaw without first obtaining the written consent from the British Columbia Housing Management Commission.
15. No public announcement may be made in the name of the Society unless authorized by the Board of Directors, or by some person to whom the Board has delegated this authority.
16. The Board may establish rules applicable to the operation of the Society but such rules must not be inconsistent with these Bylaws or the Act.

ARTICLE 7 – OFFICERS

1. The officers of the Society shall be a President, a Vice-President, a Treasurer and a Secretary.
2. The officers shall be elected from among the members of the Board of Directors at the first meeting of the Board, after the election of the Board at the Annual General Meeting of the Society.
3. A vacancy in any office between elections shall be filled by the Board of Directors from among its membership.
4. The Presidents presides at all meetings of the Society and of the Board of Directors.
5. The Vice-President carries out the duties of the President in the President's absence.
6. The Secretary makes the necessary arrangement for:
 - i. The correspondence of the Society.
 - ii. The issuance notices of meetings to the Society and Directors.
 - iii. The minutes to be kept of all meetings of the Society and Directors.
 - iv. Maintaining the register of members.
7. The Treasurer makes the necessary arrangement to ensure that:
 - i. Financial records are kept, including books of account.
 - ii. Financial statements are provided to the Directors, members and others when required.

ARTICLE 8 – BORROWING POWERS AND PROPERTY

1. The Board of Directors may, at any time, raise or borrow or otherwise obtain or secure any sum of money for the purposes of the Society, subject to the provisions of the Act.
2. The members may, by special resolution, restrict the borrowing powers of the Directors but a restriction so imposed expires at the next Annual General Meeting.

ARTICLE 9 – CONSTITUTION AND BY-LAWS

1. The Constitution and By-laws of the Society shall not be altered or added to except by a special resolution of the Society at a General or a special meeting, of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

ARTICLE 10 – ACCESS TO RECORDS

1. The General Accountant or Chartered Accountant of the Society shall have the right of access at all reasonable times to all financial records, documents, books and accounts of the Society, and shall be entitled to require from the Board and Management of the Society, such information and explanations as may be necessary for the purpose of the Financial Report.
2. A Member in good standing is entitled, upon providing not less than fourteen (14) days' notice to the Society, to examine any of the following documents and records of the Society at the address of the Society during the Society's normal business hours:
 - i. The Constitution and these Bylaws, and any amendments thereto.

- ii. The minutes of any General Meeting.
 - iii. Resolutions of the Members in writing, if any.
 - iv. Annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting.
 - v. Register of Directors.
 - vi. Register of Members, subject, in the Board's discretion, to redaction to protect personal information, as required by law.
3. Except as expressly provided by statute or at law, a Member will not be entitled or have the right to examine or inspect any other document or record of the Society. 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 Society, to examine any other document or record of the Society, and the Board may allow the Member to examine 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.
 4. Copies of documents to which a Member is entitled or otherwise allowed to examine may be provided on request by the Member for a reasonable production fee to be determined by the Board.

ARTICLE 11 – RESTRICTION OF POWERS

1. The Society shall be carried on without purposes of gain for its members and any profits or other accretions to the Society shall be used for promoting its objectives.
2. Upon winding-up or dissolution of the Society, any funds of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to a qualified donee as described in subsection 149.1 of the *Income Tax Act of Canada*, and promoting aims similar to those of the Society, as may be decided by the Board of Directors at the time of winding up or dissolution. The Society will not alter or delete this bylaw without first obtaining the written consent from the British Columbia Housing Management Commission.
3. The operations of the Society are to be chiefly carried out on Gabriola Island, in the Province of British Columbia.
4. The Society will not alter or delete the affordable housing purpose set out in its constitution and the Society will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.