



## BYLAW ALTERATION APPLICATION

BC Society • Societies Act

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CAROL PREST

NAME OF SOCIETY: **BRITISH COLUMBIA COMMUNITY RENEWAL SOCIETY OF  
THE UNITED CHURCH OF CANADA**

Incorporation Number: S0068394  
Business Number: 78525 8484 BC0001  
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### SUMMARY OF BYLAW ALTERATION APPLICATION

Special Resolution Date: November 22, 2021

**NOTE: The complete Bylaws, as uploaded, appear at the end of this report.**

### CERTIFICATION

I, Cathline Wong, certify that I have relevant knowledge of the society, and that I am authorized to make this filing.



**NOTE: The complete Bylaws, as uploaded, continue on the next page**

**BYLAWS  
OF  
BRITISH COLUMBIA COMMUNITY RENEWAL SOCIETY OF THE UNITED CHURCH OF  
CANADA**

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BYLAWS  
**Part 1 – Interpretation & Purpose**

**1.1 Definitions**

In the Constitution and the Bylaws, unless the context requires otherwise:

- (a) “Act” means the *Societies Act* of British Columbia as amended from time to time;
- (b) “AGM” means an annual general meeting;
- (c) “Board” or “Board of Directors” means the directors of the Society for the time being, acting as a body;
- (d) “Bylaws” has the meaning given to it in the Act;
- (e) “Constitution” has the meaning given to it in the Act;
- (f) “Director” means a director of the Society;
- (g) “Electronic Means” means any electronic or digital system or combination of electronic or digital systems, including mail, telephonic, electronic, radio, computer or internet-based technology or other communication facility or medium, that:
  - (i) in relation to a meeting or proceeding, permits all participants to participate in the meeting; and
  - (ii) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses their intentions;
- (h) “Electronic Meeting” means either:
  - (i) a meeting held fully by Electronic Means, in which persons are entitled to participate solely by Electronic Means, as set out in the notice for the meeting, and in which all persons attending the meeting are able to participate in it by such Electronic Means; or
  - (ii) a meeting held partially by Electronic Means, in which persons are entitled to participate in person or by Electronic Means, as set out in the notice for the meeting, and in which all persons attending the meeting are able to participate in it, whether in person or by such Electronic Means;
- (i) “Executive Minister” means the chief administrative position of Supervising Court, or a person or body appointed to represent him/her;
- (j) “General Council” means the General Council, or its successor, of The United Church of Canada, or a person or body appointed to represent it;
- (k) “General Meeting” means an AGM or a special general meeting;
- (l) “The Manual” means the edition of The Manual published by The United Church that is in effect at the relevant time;
- (m) “Member” means a member of the Society;

- (n) "persons" include corporations and associations;
- (o) "Ordinary Resolution" has the meaning given to it in the Act;
- (p) "Property Development Council" means The British Columbia Conference Property Development Council of The United Church of Canada;
- (q) "Register of Members" has the meaning given to it in the Act;
- (r) "Registered Address" means a Member's address as recorded in the Register of Members;
- (s) "Senior Manager" means an individual appointed by the Directors to serve as a senior manager in accordance with the Act;
- (t) "Society" means the British Columbia Community Renewal Society of The United Church of Canada;
- (u) "Special Resolution" has the meaning given to it in the Act;
- (v) "Supervising Court" means the Pacific Mountain Regional Council of The United Church of Canada (formerly British Columbia Conference of The United Church of Canada), or its successor, or a person or body appointed in writing to represent it;
- (w) "3PHS" means Three-Point Housing Society;
- (x) "United Church" means The United Church of Canada (the Church formed in 1925 by the union of the Presbyterian, Methodist, and Congregational Churches in Canada) or a person or body appointed in writing to represent it;
- (y) "Written" means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, fax and other electronic means.

## **1.2 Statutory Definitions Apply**

The definitions in the Act on the date the Bylaws become effective apply to the Bylaws.

## **1.3 Singular and Gender**

Unless otherwise specifically provided herein, words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

## **1.4 Headings for Convenience**

The headings appearing in the Bylaws are for convenience only and in no way define, limit or enlarge the scope or meaning of the provisions of the Bylaws.

## **1.5 Conflict with Act or Regulations**

If there is a conflict between the Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

## **1.6 Amendments Require Supervising Court and the General Council Approval**

The Constitution and Bylaws, where alterable, can only be amended or added to by Special Resolution which has received the prior written consent of Supervising Court and the administrative approval of the General Council before it may be brought for consideration of any meeting of the Society. A resolution to amend or add to the Constitution and Bylaws may not be amended once it has been approved by Supervising Court and the General Council.

### **1.7 Activities Not to Benefit Members**

The activities and purposes of the Society must be carried on without purpose of gain for its Members, and any income, profits or other accretions must be used to promote the purposes of the Society.

### **1.8 Directors Not to be Remunerated**

A Director must not be remunerated for acting as a Director, but a Director may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

### **1.9 Charitable Purpose**

The Society shall be constituted exclusively for charitable purposes.

## ***Part 2 - Membership***

### **2.1 Membership**

The Members of the Society are those persons who become Members in accordance with Bylaw 2.2 and who have not ceased to be Members. There is no maximum or minimum number of Members. All Members have the right to notice of, to attend, to speak and to vote at general meetings.

### **2.2 Membership Qualifications**

Property Development Council shall be the sole Member of the Society, provided however if Property Development Council is wound up, dissolved or is no longer in existence then the membership of the Society shall be:

- (a)** If the Society is an Incorporated Ministry at the time of wind-up of Property Development Council, those persons who are elected or appointed to be members of the Executive of the Supervising Court; or
- (b)** If the Society is not an Incorporated Ministry at the time of wind-up of Property Development Council, those person(s) or organization(s) whoever the assets of Property Development Council vest in pursuant to Property Development Council's bylaws.

### **2.3 Application for Membership**

Members are not required to apply for membership. In the event that Property Development Council is wound up, dissolved or is no longer in existence then:

- (a)** If the Society is an Incorporated Ministry at the time of wind-up of Property Development Council, the persons who are elected or appointed to be members of the Executive of the Supervising Court shall be deemed to have been admitted as a Member upon such election or appointment to the Executive of the Supervising Court without need for further application for membership in the Society; or

- (b) If the Society is not an Incorporated Ministry at the time of wind-up of Property Development Council, those person(s) or organization(s) who ever the assets of vest in pursuant to Property Development Council's bylaws shall be deemed to have been admitted as a Member without need for further application for membership in the Society.

#### **2.4 Membership Renewals**

- (1) Membership is not transferable.
- (1) Membership does not have to be renewed annually. A member shall remain a member until they cease to be a member in accordance with Bylaw 2.7.

#### **2.5 Members Uphold and Comply**

Every Member and Director must comply with:

- (1) the Act;
- (2) the Constitution and Bylaws;
- (3) policies and regulations enacted by the Board; and
- (4) any rules of order governing the conduct of general meetings and of meetings of the Board.

#### **2.6 Notification of Change of Address**

A Member must promptly and in writing notify the Society of any change in the Member's name, home address, e-mail address or telephone number.

#### **2.7 Membership Ceases**

Property Development Council shall cease to be a Member if Property Development Council is wound up, dissolved or is no longer in existence. Any person who becomes a Member pursuant to Bylaws 2.1 and 2.2 ceases to be a Member on

- (1) delivering a written resignation to the Society;
- (2) death;
- (3) on ceasing to be a permanent resident of the Province of British Columbia;
- (4) in the case of a Member that is incorporated, upon being wound up, dissolved or no longer in existence;
- (5) in the case of persons who are Members pursuant to Bylaw 2.2(1)(a), upon ceasing to be a member of the Executive of the Supervising Court;
- (6) having been a Member not in good standing for twelve consecutive months; or
- (7) being expelled.

#### **2.8 Failing to be a Member in Good Standing**



A Member becomes a Member not in good standing on failing to pay a debt due and owing to the Society.

#### **2.9 Member Not in Good Standing May Not Vote**

A Member who is not in good standing:

- (1) may not vote as a general meeting; and
- (2) is deemed not to be a voting member for the purpose of consenting to a resolution of the Members.

#### **2.10 Expulsion**

- (1) A Member may be expelled by resolution of the Board.
- (2) The notice of a resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- (3) A Member who is the subject of a proposed resolution for expulsion must be given an opportunity to be heard at the general meeting of the Board before the resolution is put to a vote.

#### **2.11 Expulsion Procedure**

A Member may be suspended or expelled by resolution of the Board, provided that:

- (1) 75% of the Directors then in office are in favor of the resolution;
- (2) the suspension or expulsion is for a substantive failure to comply with the Constitution or Bylaws, or for conduct prejudicial to the Society, notice of which in either case has been given to the Member;
- (3) notice of the resolution is accompanied by a brief statement of the reason or reasons for the proposed suspension or expulsion; and
- (4) the Member is given reasonable notice of the resolution, and an opportunity to be heard at the general meeting of the Board before the resolution is voted on.

#### **2.12 Members Entitled to Copies of Constitution & Bylaws**

Each Member is entitled to, and the Society must on request give the Member, a copy of the Constitution and Bylaws, without charge.

#### **2.13 Membership Transition**

Those persons who are Members as of the date these Bylaws come into effect will immediately cease to be Members as of that date, and Property Development Council will become the sole Member without need for application for membership nor approval thereof by the Directors.

### ***Part 3 - Meetings of Members***

### **3.1 Annual General Meetings**

- (1)** General meetings must be held at the time and, if applicable, place, all in accordance with the Act and the Bylaws, that the Board decides.
- (2)** General meetings of the Society may, in the discretion of the Board, be held as Electronic Meetings.
- (3)** An AGM must be held in accordance with the Act.
- (4)** A deemed AGM may be held in accordance with section 72 of the Act.
- (5)** Every general meeting, other than an AGM, is a special general meeting.

### **3.2 General Meetings**

The Board may, when it thinks fit, convene a special general meeting.

### **3.3 Convening Meetings**

The Members may requisition the Directors to call a general meeting in accordance with the provisions of the Act.

### **3.4 Corporate Members**

A corporate Member may vote by its authorized representative, who is entitled to speak and vote, as applicable, and in all other respects exercise the rights of a Member, and that representative will be reckoned as a Member for all purposes with respect to a meeting of the Society, provided that the chair of a meeting will be entitled to require any such representative to first produce evidence of their appointment as the Member's representative.

## ***Part 4 - Notice to Members***

### **4.1 Notice Requirements**

- (1)** Notice of a general meeting must:
  - (a)** specify the place (if applicable), day and hour of meeting, and, in case of special business, the general nature of that business;
  - (b)** include the text of any Special Resolution to be proposed at the meeting; and
  - (c)** be given to all Members not less than 14 days before the meeting.
- (2)** If the Board has determined to hold the general meeting as an Electronic Meeting, the notice must contain instructions for attending and participating in the meeting by Electronic Means, including, if applicable, instructions for voting at the meeting.
- (3)** The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the Members entitled to receive notice does not invalidate proceedings at that meeting.

### **4.2 Delivery of Notice of Meeting**

- (1)** Notice of a general meeting must be given to:
  - (a)** every Member shown on the Register of Members on the day notice is given; and
  - (b)** the auditor, if any;
- (2)** No other person is entitled to receive a notice of general meeting.

#### **4.3 Method of Delivery of Notice**

A notice may be given to a Member either personally, by mail, by fax, by e-mail or by other Electronic Means to the Member at the Member's address or e-mail address, as shown in the Register of Members.

#### **4.4 Date Notice Deemed Received**

- (1)** A notice sent by mail from the Society's office is deemed to have been received:
  - (a)** two days after being mailed, if to an address in the Greater Vancouver Regional District; or
  - (b)** five days after being mailed, if to any other address.
- (2)** A notice sent by fax, e-mail or other Electronic Means is deemed to have been received 24 hours after being sent.

### ***Part 5 - Proceedings at General Meetings***

#### **5.1 Business at Meetings**

- (1)** The business at an AGM is:
  - (a)** the adoption of rules of order, if required;
  - (b)** approval of the minutes of the last preceding AGM, and any intervening general meetings;
  - (c)** the report of the Board;
  - (d)** the reports of the committees, if required;
  - (e)** consideration of the financial statements;
  - (f)** the report of the auditor, if any;
  - (g)** appointment of the auditor, if any;
  - (h)** election of Directors;
  - (i)** resolutions, if any; and
  - (j)** the other business that, under the Bylaws, ought to be transacted at an AGM, or business which is brought under consideration by the report of the Board issued with the notice convening the meeting.

- (2) The business at a special general meeting is limited to:
- (a) adoption of rules of order, if required; and
  - (b) that set out in a requisition sent out in accordance with the provisions of the Act; and
  - (c) that set out in the notice under Bylaw 4.1(1)(a).

## 5.2 Quorum

- (1) At a general meeting, there must be at least 5 Members in good standing present at the meeting in order to constitute a quorum except if the Society has less than 10 Members in good standing then 50% of the Members in good standing will constitute a quorum, except that a quorum will not be less than the number of Members stipulated in the Act. If the Society has fewer than 3 Members then the quorum for the transaction of business at a general meeting is all of the Members.
- (2) No business, other than the election of a chair and the adjournment or termination of the meeting, can be conducted at a general meeting at a time when a quorum is not present.
- (3) If during a general meeting a quorum ceases to be present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

## 5.3 Adjourned Meetings Quorum Required to Proceed

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 Members, must be terminated, but in any other case, it stands adjourned to a time and place determined by the Board, but not more than fourteen days later. If, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present constitute a quorum. Notice of a meeting adjourned under this Bylaw need not be given to Members not present.

## 5.4 Adjournment of Meeting

The chair of a general meeting may, or, if so directed by the Members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

## 5.5 Notice for Adjourned Meetings

It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

## 5.6 Chair

- (1) The President, or in the absence of the President the Vice- President, or in the absence of both the President and the Vice- President one of the other Directors present, must preside as chair of a general meeting.

- (2) If at a general meeting no Director is present within 15 minutes after the time appointed for holding the meeting, or none of the Directors present is willing or able to act as chair, the meeting must choose a Member who is present to be chair.

#### **5.7 No Casting Vote**

- (1) In the case of an equality of votes at a general meeting, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a Member, and the resolution is defeated.
- (2) A resolution proposed at a general meeting must be seconded, but the chair must not move or propose a resolution.

#### **5.8 Order of Business at General Meeting**

The order of business at a general meeting is as follows:

- (1) elect an individual to chair the meeting, if necessary;
- (2) determine that there is a quorum;
- (3) approve the agenda;
- (4) approve the minutes from the last general meeting;
- (5) deal with unfinished business from the last general meeting;
- (6) if the meeting is an annual general meeting:
  - (a) receive the Directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements;
  - (b) receive any other reports of Directors' activities and decisions since the previous annual general meeting;
  - (c) elect or appoint Directors, and
  - (d) appoint an auditor, if any;
    - i) deal with new business, including any matters about which notice has been given to the Members in the notice of meeting;
    - ii) terminate the meeting.

#### **5.9 Voting Manner/One Vote Per Member**

- (1) Questions arising at general meetings must be decided by a majority of votes, except where otherwise required.
- (2) Each Member in good standing and present has the right to one vote. Members who are attending the meeting electronically are deemed to be present at the meeting.
- (3) Except where otherwise required, or when a majority of Members present request a secret ballot, voting is by show of hands.

- (4) Proxy voting is prohibited.
- (5) The chair of the meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

#### 5.10 Rules of Order

Subject to the Act and the Bylaws, the rules of procedure at any general meeting shall be as set out in the Rules of Debate and Order, Appendix to The Manual.

#### 5.11 Matters Decided at General Meeting by Ordinary Resolution

A matter to be decided at a general meeting must be decided by Ordinary Resolution unless the matter is required by the Act or the Bylaws to be decided by Special Resolution or by another resolution having a higher voting threshold than the threshold for an Ordinary Resolution.

#### 5.12 Counterparts

Any resolution of the Society may be in two or more counterparts which together will be deemed to constitute one resolution in writing. A telecopy, facsimile or other electronic transmission of a signed counterpart of a resolution shall be for all purposes as effective as the originally signed resolution.

#### 5.13 Attendance by Electronic Means

If the Board has exercised its discretion to hold a general meeting as an Electronic Meeting, a person may participate in such meeting by the Electronic Means selected by the Directors in respect of such meeting. Any person, including a Member, attending by Electronic Means will be deemed to be present at the meeting and will be counted in the quorum.

#### 5.14 Electronic Voting

The Board may, in its sole discretion from time to time, approve the conduct of a vote of the Members other than at a general meeting. Such a vote may be taken by mail-in ballot or Electronic Means. For each such vote, the Society must provide each Member in good standing with notice in accordance with these Bylaws, which notice must include:

- (1) the text of the resolutions that are the subject of the vote and any other supporting documentation;
- (2) the opening and closing dates for casting a vote; and
- (3) instructions on how Members may cast their vote.

### ***Part 6 - Board of Directors***

#### 6.1 Board Powers

- (1) The Board may exercise all the powers of the Society, and do all the things that the Society may do, subject to:
  - (a) the Constitution and the Bylaws; and
  - (b) all laws affecting the Society.

- (2) No rule made by the Society in general meeting invalidates a prior act of the Board that would have been valid if that rule had not been made.

## **6.2 Number of Directors/Composition of the Board/Term**

- (1) The Board will consist of 5 or more persons who are elected or appointed by Property Development Council as the sole Member, provided that at all times the majority of Directors are individuals who are not directors of Property Development Council or 3PHS.
- (2) The majority of the Board shall:
  - (a) be approved by the Supervising Court; and
  - (b) not be members of the Supervising Court; and
- (3) An elected or appointed Director has a normal term of office of one year, beginning at the adjournment of the AGM at which the Director is appointed or elected, and ending at the adjournment of the AGM the following year.
- (4) Directors take office at the adjournment of the AGM at which they are elected, or when appointed.
- (5) An election of Directors may be by acclamation, provided that if there are more candidates for election as Directors than there are positions for Director that will become vacant at the close of the next annual general meeting, the election of Directors will be by secret ballot with the name of each candidate appearing individually on the ballot. Candidates will be deemed to be elected in order of the candidates receiving the most votes. In the event of an election by ballot, no Member will vote for more Directors than the number of vacant positions for Director. Any ballot on which more names are voted for than there are vacant positions will be deemed to be void.
- (6) A Director elected by the Society, and a candidate for election as a Director, must not be disqualified from being a director of a society under section 44 of the Act and must otherwise comply with the qualifications for being a Director set out in the Bylaws.

## **6.3 Qualifications**

- (1) A candidate for election as a Director must:
  - (a) be nominated by two Members or by the Board;
  - (b) consent to the nomination; and
  - (c) so far as circumstances permit, be nominated prior to the AGM.
- (2) The Board may appoint a Nominations Committee to nominate, and solicit the nomination of, candidates for election or appointment as Directors.
- (3) Nominations from the floor of the AGM are prohibited, unless there are fewer candidates than there are positions to be filled, in which case nominations from the floor are permitted.
- (4) An elected or appointed Director must not be a Director for more than six consecutive years. A Director who has been a Director for six consecutive years ceases to be a Director, and must not be elected or appointed as a Director for at least one year.

#### **6.4 Ceasing to be a Director**

A Director ceases to be a Director on:

- (1)** the end of the Director's term of office, unless the Director is re-elected or re-appointed;
- (2)** resigning in writing to the Board;
- (3)** death;
- (4)** ceasing to be qualified to be a Director in accordance with the Act and these Bylaws;
- (5)** becoming unable to perform the duties of a Director due to physical or mental disability;  
or
- (i) by Special Resolution; or
- (6)** in respect of the Director appointed by Property Development Council pursuant to Bylaw 6.2(1), upon ceasing to be a director of Property Development Council or upon being removed by Property Development Council.

#### **6.5 Directors Acts Valid**

No act or proceeding of the Board is invalid only by reason that

- (1)** there are fewer Directors in office than the number required by Bylaw 6.2(1);
- (2)** an individual ceasing to be a Director results in the requirements of 6.2(1) not being met.

#### **6.6 Removal of Director**

- (1)** The Members may, by Special Resolution, remove a Director before the expiration of the Director's term of office, and may elect a successor to complete the term of office.
- (2)** Notwithstanding Bylaw 6.6(1), Property Development Council may remove the Director appointed by Property Development Council pursuant to Bylaw 6.2(1).

#### **6.7 Vacancies**

When a vacancy occurs the Board may appoint a Member in good standing as a Director to fill a vacancy originally held by a Director elected by the Members, provided that Property Development Council can appoint a person as a Director to fill a vacancy originally held by a Director appointed by Property Development Council pursuant to Bylaw 6.2(1). A Director so appointed holds office only until the adjournment of the next AGM.

#### **6.8 Remuneration of Directors**

Directors, elected officers and members of committees of the Society may not be remunerated in any capacity; however Directors, elected officers and members of committees of the Society may be reimbursed for necessary and reasonable expenses incurred while engaged in the affairs of the Society. The Society will not alter or delete this Bylaw 6.8 without first obtaining the written consent of the British Columbia Housing Management Commission.

#### **6.9 Executive Minister of the Supervising Court**



The Executive Minister of the Supervising Court shall receive notices of meetings and minutes of meetings and have the right to attend all meetings of the Board of Directors in a non-voting capacity, but for greater certainty is not a Director and has no right to vote at any meetings of the Board of Directors.

### ***Part 7 - Proceedings of the Board***

#### **7.1 Meeting Times and Quorum**

- (1) The Board may meet together at the places it thinks fit to dispatch business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit.
- (2) Quorum for a meeting of the Board is a simple majority of the Directors then in office present, but must not be less than three.

#### **7.2 Notice of Meetings/Emergency Meetings**

- (1) A meeting of the Board may be called by:
  - (a) the President; or
  - (b) the Secretary; or
  - (c) any two Directors; or
  - (d) resolution of the Board.
- (2) Notice of a meeting of the Board is sufficient if properly addressed to every Director, and sent by ordinary mail, e-mail or facsimile transmission. Except where notice is waived by all Directors, notice of a meeting of the Board must be given at least 48 hours before the meeting.
- (3) When a meeting of the Board is held immediately following the election or appointment of a Director, it is not necessary to give notice of the meeting to the new Director for the meeting to be constituted, if a quorum is present.
- (4) A Director may waive in writing notice of any meeting or meetings of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn:
  - (a) no notice of meetings of the Board need be sent to that Director; and
  - (b) all meetings of the Board, notice of which have not been given to that Director are, if a quorum is present, deemed to be valid and effective.
- (5) No formal notice of any meeting shall be required if all of the Directors are present at the meeting, or if those who are absent have signified in writing their consent to the meeting being held in their absence.

#### **7.3 Majority Decides/No Casting Vote**

- (1) Except where otherwise required, questions arising at meetings of the Board and committees must be decided by a majority of votes.
- (2) A resolution proposed at a meeting of the Board or a committee must be seconded.

- (3) In the case of an equality of votes at a meeting of the Board or a committee, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a Member, and the motion or resolution is defeated.

#### **7.4 Written Resolutions**

A resolution in writing signed by all the Directors is as valid and effective as if regularly passed at a meeting of the Board.

#### **7.5 Delegation and Committees**

- (1) The Board may as it thinks fit delegate any, but not all, of its powers to committees, and appoint the Members and chair of each committee.
- (2) The Board must by resolution determine the names, chair, members, authority and responsibilities of committees.
- (3) A committee must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of its powers to the next following meeting of the Board.
- (4) The chair of a committee must be a Director.
- (5) If the Board delegates any of its powers to a committee, then the majority of the Members of that committee must be Directors.

#### **7.6 Rules of Order**

Subject to the Act and the Bylaws, the Board may adopt rules of order, but if it does not do so then the rules of procedure at any general meeting of the Board shall be as set out in the Rules of Debate and Order, Appendix to The Manual.

#### **7.7 Attendance by Electronic Means**

Any Director may attend any meeting of the Board or a Committee by Electronic Means. A Director attending by Electronic Means will be deemed to be present at the meeting and will be counted in the quorum.

#### **7.8 Proceedings Valid Despite Omission to Give Notice**

The accidental omission to give notice of a Directors' meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.

### ***Part 8 - Directors' Duties and Conflicts***

#### **8.1 Directors' Duties**

- (1) A Director must:
  - (a) act honestly and in good faith and in the best interests of the Society; and
  - (b) exercise the care, diligence and skill of a reasonably prudent person in exercising the powers and performing the functions of a Director.

- (2) The requirements of this Bylaw are in addition to, and not in derogation of, an enactment or rule of law or equity relating to the duties or liabilities of Directors of a Society.

## **8.2 Directors' Duty to Act**

Nothing in a contract, the Constitution or Bylaws, or the circumstances of a Director's appointment, relieves a Director from:

- (1) the duty to act in accordance with the Act and the regulations; or
- (2) a liability that by a rule of law would otherwise attach to the Director in respect of negligence, default, breach of duty or breach of trust of which the Director may be guilty in relation to the Society.

## **8.3 Disclosure**

A Director who is, directly or indirectly, interested in a proposed contract or transaction with the Society must act in accordance with the provisions of Division 4 of the Act (Directors' Conflict of Interest).

## **8.4 Accounting**

- (1) The provisions of section 57 of the Act apply to any Director referred to in Bylaw 8.3.
- (2) A Director referred to in Bylaw 8.3 must not be counted in the quorum at a meeting of the Directors at which the proposed contract or transaction is approved.

## **8.5 Responsibility of the Supreme Court**

The fact that a Director is, in any way, directly or indirectly, interested in a proposed contract or transaction, or a contract or transaction, with the Society does not make the contract or transaction void, but, if the matters referred to in section 57 of the Act have not occurred, the Supreme Court of British Columbia may, on the application of the Society or an interested person, do any of the following:

- (1) prohibit the Society from entering into the proposed contract or transaction;
- (2) set aside the contract or transaction; or
- (3) make any order that it considers appropriate.

## **8.6 Directors' Family Members as Employees**

No Director shall be an immediate family member of any employee of the Society or of any contractor or service provider unless consented to in writing by Supervising Court. For the purposes of this provision, immediate family shall mean: the partner or spouse, child, stepchild, birth or adoptive parent, stepparent, sister, brother, stepsister, stepbrother, grandparent, stepgrandparent, or the partner or spouse of: child, stepchild, birth or adoptive parent, stepparent, sister, brother, stepsister, stepbrother, grandparent or stepgrandparent.

## **8.7 Scope of Indemnity**

Subject to the provisions of the Act, the Society must indemnify a Director or former Director of the Society, and a Director's heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and

reasonably incurred by the Director, in a civil, criminal or administrative action or proceeding to which the Director is made a party because of being or having been a Director, including an action brought by the Society, if:

- (1) the Director acted honestly and in good faith with a view to the best interests of the Society; and
- (2) in the case of a criminal or administrative action or proceeding, the Director had reasonable grounds for believing the Director's conduct was lawful.

## **8.8 Director Insurance**

The Board may cause the Society to purchase and maintain insurance for the benefit of any person who is or was serving as a Director or officer of the Society and the heirs or personal representatives of that person, against any liability incurred as a result of acting in such capacity.

## ***Part 9 - Senior Managers & Officers***

### **9.1 Appointment of Officers**

- (1) The Board must at its first meeting following the AGM elect from amongst the elected or appointed Directors a President, a Secretary, a Treasurer and the Chairs of any Committees, who are the elected officers, and who have a normal term of office ending at the adjournment of the following AGM.
- (2) The Board may:
  - (a) dismiss an elected officer at any time, and elect another Director to take that person's place; and
  - (b) elect a Director to take the place of an elected officer who has ceased to hold office for any reason.
- (3) An elected officer ceases to be an elected officer on:
  - (a) ceasing to be a Director;
  - (b) being dismissed under Bylaw 9.1(2)(a); or
  - (c) resigning in writing.
- (4) The Board may elect such other officers from amongst the Directors as it deems necessary, and determine their titles, responsibility, and authority.

### **9.2 Appointment of Senior Managers**

The Directors may appoint one or more Senior Managers of the Society, each of whom is qualified in accordance with the Act, to exercise the Directors' authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society.

### **9.3 Senior Manager**

The Senior Manager:

- 1) is an appointed officer;

- 2) may at the discretion of the Board also be titled the Executive Director of the Society;
- 3) has the right to notice of and to attend and speak at meetings of the Board; but for greater certainty is not a Director and has no right to vote at such meetings; and
- 4) shall not concurrently hold any other office in the Society except for the Secretary.

#### **9.4 President**

The President:

- (1)** must supervise the other officers in the execution of their Board duties;
- (2)** must chair all meetings of the Board and all general meetings; and
- (3)** subject to Bylaw 9.4 and any resolution of the Board, has the powers and duties generally pertaining to the office of Chair.

#### **9.5 Absence of President**

In the absence or inability of the President another person chosen by the Board, may perform the duties of the Chair.

#### **9.6 Secretary's Duties**

The Secretary is responsible for doing, or making the necessary arrangements for, the following:

- (1)** issuing notices and keeping minutes of meetings of the Society and the Board;
- (2)** conducting the correspondence of the Society;
- (3)** the custody of all records and documents of the Society except those which must be kept by the treasurer;
- (4)** the custody of the common seal of the Society, if any;
- (5)** maintaining the Register of Members; and
- (6)** filing with Supervising Court copies of:
  - (a)** the current membership of the Board;
  - (b)** the annual report;
  - (c)** other reports presented to the AGM or Special Meetings which are not included in the annual report;
  - (d)** minutes of Society meetings;
  - (e)** annual audited financial statements;
  - (f)** statement of insurance coverage; and
  - (g)** other reports that are required by government or other agencies for the operation of the society and its programs.

### **9.7 Absence of Secretary**

In the absence of the Secretary from a meeting, the Board must appoint another person to act as Secretary.

### **9.8 Treasurer's Duties**

The Treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (1)** ensuring the financial records, including books of account, necessary to comply with the Act, are kept; and
- (2)** rendering financial statements to the Board, Members, and others when required.

### **9.9 Delegation of Duties**

The Board may delegate the duties of the Secretary and/or Treasurer to another Director, an employee, or a contractor.

## ***Part 10 - Borrowing and Investment***

### **10.1 Indebtedness by the Society**

Indebtedness by the Society is subject to the prescribed limits as deemed appropriate by Supervising Court.

### **10.2 Raise Funds**

In order to carry out the purposes of the Society the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as it decides.

### **10.3 Investment of Funds**

The Board must only invest the funds of the Society as permitted under the provisions of the Trustee Act respecting the investment of trust property by a trustee.

### **10.4 PIPA**

Subject to the *Personal Information Protection Act* and other applicable laws, the:

- (1)** financial statements, Board and Members' minutes, and Register of Members may be inspected by a Member, on reasonable notice;
- (2)** other documents of the Society, including its accounting records, may be inspected by a Member on reasonable notice, subject to any resolution of the Board; and
- (3)** documents of the Society, including its accounting records, must be open to the inspection of a Director, subject only to laws requiring otherwise.

## 10.5 **Financial Year**

The Board must determine, by resolution, the:

- (1) financial year of the Society, and
- (2) signing officers of the Society, and their authority.

## ***Part 11 - Insurance***

### 11.1 **Insurance Coverage**

The Board shall keep insurance in force covering fire, comprehensive liability, directors' and officers' liability, and other such insurable items in such amounts as the Board may determine.

### 11.2 **Additional Insured**

Insurance shall be kept in force covering fire, comprehensive liability, and such other insurable items in such amounts as the Supervising Court may require, with The United Church of Canada named as an additional insured on all policies of insurance.

## ***Part 12 - Seal***

### 12.1 **Common Seal**

The Board may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

### 12.2 **Affixing of Seal**

The common seal must be affixed only when authorized by a resolution of the Board and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the President and the Secretary or the President and the Treasurer.

## ***Part 13 - Auditor***

### 13.1 **Requirement for Audit**

This Part applies only where the Society is required or has resolved to have an auditor.

### 13.2 **Appointment of Auditor**

At each AGM the Society may appoint an auditor to hold office until the auditor is re-appointed or a successor is appointed at the next AGM.

### 13.3 **Removal of Auditor**

An auditor may be removed by Ordinary Resolution.

### 13.4 **Notice of Appointment**

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

### 13.5 **Auditor Qualifications**

No Director and no employee of the Society can be auditor.

#### **13.6 Participation in General Meetings**

The auditor may attend general meetings.

#### **13.7 Filling Vacancies in Auditor**

The Board must fill all vacancies arising in the office of auditor between AGMs.

### ***Part 14 - Signing Documents***

#### **14.1 Signing Documents**

All documents and instruments required to be signed by the Society shall be signed as declared in any Ordinary Resolution of the Directors or failing such resolution, then in the presence of either:

- (1)** the President and Secretary;
- (2)** any one Director together with the President.

### ***Part 15 - Dissolution***

#### **15.1 Distribution on Dissolution**

In the event of the winding-up or dissolution of the Society, any funds and assets of the Society remaining after the satisfaction of its debts and liabilities (the "Remaining Assets") shall vest in Property Development Council and in the event Property Development Council is no longer in existence then any Remaining Assets shall vest in the United Church, provided that where funding has been received from the British Columbia Housing Management Commission for the purpose of providing affordable housing, at winding-up or dissolution the value of those funds shall be distributed to one or more qualified donees carrying on similar purposes, as selected by the Members by Ordinary Resolution or, if in the opinion of the Board, the passing of an Ordinary Resolution is not feasible, as determined by resolution of the Directors. The Society will not alter or delete this Bylaw 15.1 without first obtaining the written consent of the British Columbia Housing Management Commission.

### ***Part 16 - - Amendments to Purposes***

#### **16.1 Amendments to Housing Purpose**

The Society will not alter or delete purpose (b) of its Constitution and the Society will not alter or delete this Bylaw 16.1 without first obtaining the prior written consent of the British Columbia Housing Management Commission.

### ***Part 17 - Requirements of The United Church of Canada***

The Society is a corporation described in section B.8.1 of The Manual (referred to as a "Category 1 corporation"). The following provisions are included in order to comply with the requirements of The Manual and the guidelines established by the General Council of The United Church of Canada for Category 1 corporations.

#### **17.1 Definitions**



In this Part:

- (1) "The Manual" means the edition of The Manual published by The United Church that is in effect at the relevant time;
- (2) "Court" as defined in the Manual, means a body which has both deliberative and decision-making powers.

#### **17.2 General Council Policies**

The Society shall adhere, at all times, to the applicable policies, standards, and regulations as they may be enacted by the General Council or its Executive from time to time.

#### **17.3 Organization and Supervision of Other Corporation**

Any corporation created by Category 1 corporations shall be organized and supervised according to the Incorporated Ministries Policy.

#### **17.4 Approval of Directors**

Refer to Bylaw 6.2(a) and Bylaw 6.9.

#### **17.5 Annual Reporting**

Annual reporting to the Supervising Court will include: the membership of the Board, the minutes of the annual meeting, financial statements (audited/independently reviewed by a qualified person) and insurance coverage (including the naming of The United Church of Canada as additional insured).

#### **17.6 Insurance Coverage**

Refer to Bylaw 11.1 and 11.2.

#### **17.7 Approval of Debt Levels**

Refer to Bylaw 10.1.

#### **17.8 Winding up of the Society**

The Society shall not, without the prior written consent of the Supervising Court, initiate, or in any way engage in, proceedings that might result in the voluntary winding up of the Society.

#### **17.9 Assets Vest in United Church of Canada**

Refer to Bylaw 15.1.

#### **17.10 Approval of Changes to Bylaws in Part 17**

The provisions of the Bylaws in Part 17 may be changed or modified only with the prior written consent of the Supervising Court and the prior written administrative approval of the General Council. In the event of any conflict or inconsistency between the provisions of Part 17 of the Bylaws and any other section of the Bylaws, the provisions of Part 17 of the Bylaws shall govern.

#### **17.11 Approval of Changes to Articles of Incorporation and Corporate Bylaws**

Approval from the Supervising Court and General Council is required for changes to articles of incorporation, and changes to the Bylaws.