

  
CAROL PREST

**Society Act  
Bylaws of  
CHILLIWACK ANIMAL SAFE HAVEN SOCIETY**

**Part 1 – Interpretation**

1. (a) In these bylaws, unless the context otherwise requires:

“**directors**” means the directors of the society for the time being;

“**Society Act**” means the Society Act of British Columbia from time to time in force and all amendments to it;

“**registered address**” of a member means the address as recorded in the register of members.

(b) The definitions in the Society Act on the date these bylaws become effective apply to these Bylaws.

2. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

**Part 2 – Memberships**

3. The members of the society are the applicants for the incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.

4. The amount of the first annual membership dues was determined by the directors and after that, the annual membership dues may be adjusted at the annual general meeting of the society.

(a) The current amount is \$10.00 annually, with payment required in January for the current calendar year. Members who join the society after January will not have their membership dues pro-rated. A reminder notice will be emailed or mailed to current members, in early January, by a board member, to advise that membership dues should be paid by January 31 of that year.

5. A person may apply to the directors for membership in the society and on acceptance by the Board of Directors becomes a member as follows:

(a) There are three classifications of members

(i) Active

- An active member has paid the membership dues on time for the current calendar year

(ii) Inactive

- An inactive member is a member whose dues have lapse more than 30 days after January 31 of the current calendar year

(iii) Lifetime

- The board, at its discretion, may designate a member as a Lifetime member under special circumstances and this member type is not subject to section 5(a), 5(b) or 5(c)

(b) Once membership dues have been paid, all members are required to either donate monetarily or in-kind to the Society or volunteer their time to the Society. This is an annual requirement, in conjunction with annual membership dues.

(c) The Board of Directors will review all memberships each January to determine if requirements have been met in the previous calendar year, and if they have, a member will be considered a “member in good standing” – i.e., that they have fulfilled 4 & 5(b)

6. Every member must uphold the Society’s constitution and comply with these bylaws, and all policies and procedures implemented by the Society.

7. A person ceases to be a member of the society

- (a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,
- (b) on his or her death, or, in the case of a corporation, on dissolution,
- (c) on being expelled, or

(d) by the board of directors not renewing their membership based on not having been a member in good standing as defined by 5(b) & 5(c).

8. (a) A member may be expelled by a special resolution of the members passed at a general meeting.

(b) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.

(c) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

### **Part 3 – Meeting of Members**

9. General meetings of the society must be held at the time and place, in accordance with the Society Act, that the directors decide.

10. Every general meeting, other than an annual general meeting, is an extraordinary general meeting (EGM).

11. The directors may, when they think fit, convene an extraordinary general meeting (EGM).

12. (a) Notice of a general meeting must specify the place, day and hour of the meeting, and in case of special business, the general nature of that business.

(b) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

13. The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

## **Part 4 – Proceedings at General Meetings**

14. Special business is

(a) all business at an extraordinary general meeting (EGM) except the adoption of rules and order, and

(b) all business conducted at an annual general meeting, except the following:

- (i) the adoption of rules of order;
- (ii) the consideration of the financial statements;
- (iii) the report of the directors;
- (iv) the report of the auditor, if any;
- (v) the election of directors;
- (vi) the appointment of the auditor, if required;
- (vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

15. (a) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.

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

(c) A quorum is seven (7) members present or a greater number that the members may determine at a general meeting.

16. 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 must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

17. Subject to bylaw 18, the president of the society, the vice president or, in the absence of both, one of the other directors' present, must preside as chair of a general meeting.

18. If at a general meeting

(a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting or

(b) the president and all the other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.

19. (a) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(b) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

(c) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

20. (a) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move to propose a resolution.

(b) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.

21. (a) A member in good standing present at a meeting of members is entitled to one vote.

(b) Voting by proxy is permitted when a member in good standing is unable to attend, due to extraordinary circumstances, including but not restricted to, illness, pre-booked appointments and vacations, emergencies, etc.

22. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.

#### **Part 5 – Directors and Officers**

23.(a) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless to:

- (i) all laws affecting the society,
- (ii) these bylaws, and
- (iii) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.

(b) A rule, made by the society in a general meeting does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

24. The qualifications for a director shall be coincident with qualification for membership in the Society as per Section 5. A director shall cease to be a director at the time he ceases to be a member of the Society.

- (a) The president, vice president, secretary, treasurer and one or more other persons are the directors of the society.
- (b) The directors have the authority to change the titles of director positions if required, to add new titles or condense positions as needed.
- (c) The number of directors must be five (5) or a greater number determined from time to time at a general meeting, but not to exceed nine (9)
- (d) Directors shall have their primary residence in Chilliwack or one of its neighbouring communities. This list can be updated without the need for an EGM and by approval of the Board of Directors.

25. (a) The directors must retire from office at each annual general meeting when their successors are elected.

(b) Separate elections must be held for each office to be filled.

(c) An election may be by acclamation or by secret ballot.

(d) If a successor is not elected, the person previously elected or appointed continues to hold office, until such time as a replacement can be found.

26. (a) The directors may at any time and from time to time appoint a member as a director to fill a vacancy on the board of directors.

(b) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.

(c) Changes in directors must be communicated to the membership as well as to the BC Societies Online system - when changes are made at an AGM, this will be included in the annual report filing and if changes are made outside of an AGM, they should be changed online when the change occurs. These changes will be communicated by a director of the society.

27. (a) If a director resigns his or her office or otherwise ceases to hold office the remaining directors may appoint a member to take the place of the former director (see 26(b)), if the position is a critical role on the board

(b) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

28. The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.

29. A director must not be remunerated for being or acting as a director but a director may be reimbursed for all expenses necessary and reasonably incurred by the director while engaged in the affairs of the society, if the expenses are approved in advance by the Board and are in accordance with CRA rules and the Society's policies.

## **Part 6 – Proceedings of Directors**

30. (a) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

(b) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.

(c) The president is the chair of all meetings of all directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.

(d) The president may appoint another director as chair at any meeting of the directors or membership.

(e) A director may at any time, and the secretary, on the request of a director, must convene a meeting of the directors.

31. (a) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.

(b) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.

32. A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.

33. The members of a committee may meet and adjourn as they think proper.

34. For the first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted if the director is present.

35. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter or email, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,

- (a) a notice of meeting of directors is not required to be sent to that director.
- (b) any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.

36. (a) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.

(b) In the case of a tie vote, the chair does not have a second or casting vote.

37. A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.

38. A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

## **Part 7 – Duties of Officers**

39. The president must do the following

- (a) preside at all meetings of the society and of the directors unless the president appoints the vice president to preside.
- (b) be the chief executive officer of the society and must supervise the other officers in the execution of their duties.

- (c) be a signer on all bank/credit union accounts, income tax receipts, on-line banking, etc.
- (d) be the “manager” of any staff employed by the Society, meaning that employees report to the president and if the president is not available, to the vice president.
- (e) collect and receive all moneys due or belonging to the Society and shall deposit the same in any chartered bank or credit union which is satisfactory to the directors, in the name of the society;
- (f) author and/or approve communications from the Society to external entities, such as governments, members, media, donors, volunteers, etc.
- (g) This is not the complete list of the president duties. A complete list will be compiled in a separate position profile document that can be updated as necessary.

40. The vice president must do the following

- (a) carry out the duties of the president during the president’s absence.
- (b) be a signer on all bank/credit union accounts, income tax receipts, on-line banking, etc.
- (c) author and/or approve communications from the Society to external entities, such as governments, members, media, donors, volunteers, etc.
- (d) This is not the complete list of the vice president duties. A complete list will be compiled in a separate position profile document that can be updated as necessary.

41. The secretary must do the following:

- (a) keep copies of the correspondence of the society;
- (b) issue notices of meetings of the society and directors, including agendas;
- (c) keep minutes of all meetings of the society and directors; i.e., send AGM and EGM meeting minutes to all directors and members; send board meeting minutes to all directors and amended\* meeting minutes to all members.
  - Minutes can be emailed or mailed based on the requirement of the director or member

\* Amended refers to the use of “in camera” sessions conducted during regular board meetings that may discuss confidential information such as salaries, personal issues, health issues, etc. that will not be shared with members

- (d) have custody of all records and documents of the society except those required to be kept by the treasurer.
- (e) have custody of the common seal of the society;
- (f) maintain the register of names of members (Active and In-Active).
- (g) provide support to the president and vice president with documentation and communication
- (h) This is not the complete list of the secretary duties. A complete list will be compiled in a separate position profile document that can be updated as necessary.

42. The treasurer must:

- (a) keep the financial records, including books of account, necessary to comply with the Society Act,
- (b) render financial statements to the directors, members and others when required,
- (c) prepare and file all government remittances and returns,
- (d) prepare year-end financial statements for Federal and Provincial filings and funding applications (grants, etc.), and
- (e) The treasurer is a signer on all bank/credit union accounts, income tax receipts, on-line banking, etc.
- (f) This is not the complete list of the treasurer duties. A complete list will be compiled in a separate position profile document that can be updated as necessary.

43. Duties and responsibilities of all director positions can be updated as necessary by the Board of Directors, without convening an extraordinary general meeting (EGM) and voting by the membership.

44. (a) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.

(b) If a secretary treasurer holds office, the total numbers of directors must not be less than 5 or the greater number that may have been determined under bylaw 24 (c).

## **Part 8 – Elections**

45. Nominations for elections of directors will be closed one week prior to the AGM

(i) A director must be qualified under the BC Societies Act and by the bylaws of the society:

- Be an individual (not a corporation)
- Be at least 18 years old
- Be capable of managing their own affairs
- Not be undergoing bankruptcy
- Have not been convicted of fraud or a corporate offence within the last five years
- Meet the society's definition of a member in good standing (Section 5)
- A director cannot be an employee of the society and vice versa, an employee cannot be a director

(a) Nominations will begin four weeks prior to the AGM at which time the Roles, Responsibilities & Criteria for each position will be posted or made available to all members

(b) Nominations will be sent by email to the vice president and must be seconded by another member in good standing in order to be a valid nomination; again, by email to the vice president

(c) The vice president will confirm with nominees that they want to run for a director position prior to putting their name forward at the AGM

(d) If only one member puts their name forward for a nomination, they will assume the director role by acclamation

- (e) One week prior to the AGM, the list of candidates for each position will be emailed or mailed to all active members for their information and preparation for the meeting
- (f) If a member advises they cannot attend the AGM or EGM, (as per Section 21), they will be given a proxy voting ballot prior to the AGM and that ballot will be included in general voting.
- (g) Voting is by acclamation or secret ballot
- (h) Note: if an AGM is conducted via the internet, all voting will be done using proxy ballots which can be submitted to the vice president, prior to the AGM by mail, email, in person, etc. They will be counted during the AGM.

#### **Part 9 – Seal**

46. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

47. The common seal must be affixed only when authorized by a resolution of the directors and the only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

#### **Part 10 – Borrowing**

48. In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of the debentures.

49. A debenture must not be issued without the authorization of a special resolution.

50. The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

## **Part 11 – Auditor**

51. This Part applies only if the society is required or has resolved to have an auditor.
52. The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
53. An auditor may be removed by ordinary resolution.
54. An auditor must be promptly informed in writing of the auditor's appointment or removal.
55. A director or employee of the society must not be its auditor.
56. The auditor may attend general meetings.

## **Part 12 – Notice to Members**

57. A notice may be given to a member, either personally, by e-mail or by mail to the member at the member's registered address or e-mail address.
  - (a) Notice will be given for the Annual General Meeting, AGM, four (4) weeks prior to the meeting
  - (b) Notice will be given for any Extraordinary General Meeting, EGM, two (2) weeks prior to the meeting
58. A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
  - (a) A notice sent by e-mail is deemed to have been given on the day on which the notice was sent, and in proving that notice has been given, it is sufficient to prove the notice was addressed to the e-mail address provided by the member.

59. (a) Notice of a general meeting must be given to:

- (i) every member shown on the register of members on the day notice is given, and
- (ii) the auditor, if Part 10 applies.

(b) No other person is entitled to receive a notice of a general meeting.

### **Part 13 – Bylaws**

60. On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society, as well as any applicable Society policies and procedures.

61. These bylaws must not be altered or added to except by special resolution. Once altered bylaws are approved by the membership, they must be submitted to BC Registries and Online Services.