

AGM 2022 – Proposed Motion to Amend CNH By-Laws

The Collingwood Neighbourhood House (“CNH”) Board of Directors wishes to present to the CNH membership a motion to amend the CNH By-Laws:

1. The CRA requested a change in Section I (4). “To raise or assist in raising necessary capital and operating funds of the Society, and upon the winding up or dissolution of the Society, any funds of the Society remaining after the satisfaction of its debt and liabilities shall be given or transferred to a recognized charitable organization in the Province of British Columbia *that is a qualified donee as described in subsection 149.1(1) of the Income Tax Act* as may be decided by the members of the Society at the time of the winding-up or dissolution.” The words in italics are requested by CRA.
2. The area that CNH serves must be updated so that the northern boundary is East Broadway.
3. Section I should state: “The following By-Laws are now *conditionally* alterable by Special Resolution; *in accordance with Section 245 of the Societies Act, SBC 2015, c18 and Section 18 of BC Reg 216/2015, prior written consent of the Government of British Columbia Minister(s) therein identified must be obtained before any changes may be filed with BC Registries.*” The reason for this is because our Bylaws can’t be changed unless BC Housing has given us approval, as they are funders of our organization. The new language is in italics.
4. Pronouns should be changed to gender neutrality or the wording shifted to avoid reference to gender.

COLLINGWOOD NEIGHBOURHOOD HOUSE SOCIETY

BY-LAWS

SEPTEMBER ~~2021~~2022

I. The following By-Laws are now conditionally alterable by Special Resolution; in accordance with Section 245 of the Societies Act, SBC 2015, c18 and Section 18 of BC Reg 216/2015, prior written consent of the Government of British Columbia Minister(s) therein identified must be obtained before any changes may be filed with BC Registries.

1. The Society must be registered under the provisions of the Income Tax Act.
2. The Society shall be carried on without purpose of gain for its member(s), and no part of any income of the Society shall be payable or otherwise available for the personal benefit of the member(s) thereof, and any profits or other accretions to the Society shall be used for promoting its purposes. This provision was previously unalterable.
3. The directors shall serve without remuneration, and the directors shall not receive, directly or indirectly, any profit from their positions as directors but may be paid reasonable expenses incurred by them in performance of their duties. This provision was previously unalterable.
4. To raise or assist in raising necessary capital and operating funds of the Society, and upon the winding up or dissolution of the Society, any funds of the Society remaining after the satisfaction of its debt and liabilities shall be given or transferred to a recognized charitable organization in the Province of British Columbia that is a qualified donee as described in subsection 149.1 (1) of the Income Tax Act as may be decided by the members of the Society at the time of the winding-up or dissolution. This provision was previously unalterable.

II. AREA

The area served by the Society will be Collingwood, that area between ~~22nd~~ East Broadway and 41st Avenue and from Nanaimo Street to Boundary Road. In order to provide service to residents, we may form partnerships or joint efforts with neighbouring communities.

III. MEMBERSHIP

- A. A person supporting the objectives of the Society and residing or working within or abutting the Collingwood boundaries shall be a member, senior member, supporting member, sustaining member, youth, family or lifetime member upon payment of the appropriate membership fee.
- B. A person living outside the Collingwood boundaries but supporting the objectives of the Society shall become a member, senior member, supporting member, sustaining member, youth, family, or lifetime member upon payment of the

appropriate fee and upon consent of the Board of Directors.

- C. Membership fees, if any, shall be set by the Annual General Meeting.
- D. Membership confers on all members sixteen years or older the right to vote at Annual General Meetings and to hold office, subject to these By-laws. Employees of the Society cannot hold office.
- E. On being admitted to membership, each member is entitled to and the Society shall give ~~him~~her~~them~~, without charge, upon requests, a copy of its Constitution and By-laws.
- F. Honorary membership may be granted by 75% or more of the members present at a Society meeting to any individual for making an outstanding contribution to the Society and is granted for life unless revoked by special resolution. Honorary members are entitled to vote at all Society meetings. The annual membership fee is waived for honorary members.
- G. An annual membership fee for senior membership, supporting membership, and sustaining membership will be set at the Annual General Meeting. A member in any of these categories who is sixteen years or older is entitled to one vote only at Society meetings. The membership will begin at the AGM and conclude the last full month before the next Annual General Meeting.
- H. Senior membership shall apply to all members who are 55 years or older.
- I. Youth membership in the Society shall be open to:
 - 1. Any person 24 years of age or under, supporting the objectives of the Society and residing or working or abutting the Collingwood boundaries.
 - 2. Any person 24 years or under, supporting the objectives of the Society, living outside of the Collingwood boundaries upon consent of the Board of Directors.
 - 3. Youth members shall organize an annual meeting to elect a youth representative to be a Board Director. The positions shall have a term of two years. If, for any reason, the youth representative cannot be elected, the Board shall then appoint a youth member to the Board of Directors. The youth representative must be sixteen years or older.
- J. Supporting members shall apply to members who have provided extraordinary assistance and support to the Society. This could be an individual or an organization.
- K. Sustaining members shall apply to members who have provided support to the Society over extended periods of time. This could be an individual or an organization.
- L. A person shall cease to be a member of the Society:

by delivering ~~his/her~~the member's resignation in writing to the secretary of the Society or by delivering it to the address of the Society.

on ~~his /her~~the member's death or in case of a corporation on dissolution.

on being expelled.

on having been a member not in good standing for 12 consecutive months.

- M.
1. A member may be expelled by a special resolution of the members passed at a general meeting.
 2. The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 3. The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the General Meeting before the special resolution is put to a vote.
- N. All members are in good standing except a member who has failed to pay ~~his or her~~the member's current annual membership fee or any other subscription or debt due and owing by ~~him~~the member to the Society and ~~he~~the member is not in good standing so long as the debt remains unpaid.

IV. **MEETINGS**

A. Annual General Meeting

1. The Annual General Meeting of the Society shall be held each year; date, time and place to be determined by the Board of Directors.
2. Society members shall be given not less than 14 days and not more than 60 days written (by e-mail or post) notice of the Annual General Meeting.

B. General Meetings

1. The Annual General Meeting will be the final general meeting of the year.
2. Additional general meetings may be held upon the request of the Board of Directors.
3. Additional general meetings will be convened within 60 days of receipt of written (by e-mail or post) notice from 10% or more of the members of the Society or by 5 members of the Board of Directors, unless set at an Annual General Meeting. Society members shall be given not less than 14 days and not more than 60 days notice of the general meeting.

4. All general meetings shall be open to all members of the Society and invited guests. Members of the public who wish to attend a general meeting of the Society may do so with approval of the Board. Members of the public may not attend any portion of a general meeting that is declared *in camera* by 75% vote of the members present.

C. Quorum

1. Quorum for the Annual General Meeting is fifteen (15) members.
2. Quorum for general meetings is ten (10) members.
3. If quorum is not reached, the Annual General Meeting or general meeting will be re-scheduled within three (3) months and the voting members at the re-scheduled meeting will constitute quorum.

D. Voting

1. Resolution

- a. Except for Special Resolutions and where stated otherwise in the By-laws, decisions shall be made by simple majority of members present. Voting shall be a show of hands or by secret ballot as determined by members present.
- b. A special resolution shall be decided by 75% of members present.

2. Voting

To vote at general meetings and at the Annual General Meeting, one must be sixteen years or older, have been a member of the Society four weeks prior to the meeting in question and be a member in good standing.

3. Elections

- a. Executive Officers and members-at-large of the Board of Directors shall be elected at the Annual General Meeting by simple majority of the votes cast by members present.
- b. Voting shall be by secret ballot. Secret ballot can be waived by a vote of 75% or more of the members present.
- c. Nominations for the Board of Directors can be made at the Annual General Meeting either by the Nominating Committee or from the floor. Before being elected or appointed to the Board, a person must be sixteen years or older, a Society member for at least four weeks preceding ~~his/her~~ the person's election or appointment and be a member in good standing.

- d. There shall be a minimum of three (3) and maximum of thirteen (13) elected Board Members, one of whom is a B.C. resident. The maximum number may be decided at an Annual General Meeting. Board members will be elected for a three (3) year term. One third of the Board positions will be elected annually to provide Board continuity.
- e. The President automatically becomes Past-President when ~~he/she is~~ succeeded and will serve as Past-President, and a voting member, until succeeded by a new Past-President or for three (3) years.
- f. The Youth representative will be sixteen years or older and elected by a majority vote at an annual meeting of the youth members aged 12 to 24 or the Board will appoint a youth member to serve a two-year term.
- g. The Board of Directors will elect the Executive on or before the November Board meeting following the September Annual General Meeting. Officers will be elected in the following order: President, First Vice-President, Second Vice-President, Treasurer and Secretary.
- h. No Board member will serve on the Board for more than nine consecutive years.

E. Virtual Meetings

- 1. Any general meeting of the Society, including the Annual General Meeting, may be conducted through a virtual meeting platform if the Board of Directors determines, in its discretion, that holding a virtual meeting rather than an in-person meeting is in the best interests of the Society.
- 2. The foregoing bylaws governing the Society's general meetings, including the Annual General Meeting, shall apply to any general meetings of the Society conducted virtually, with the following exceptions:
 - a. Voting on resolutions at a virtual general meeting shall be conducted through whatever means is deemed feasible by the Board of Directors.
 - b. Voting in elections at a virtual general meeting shall be conducted through whatever means is deemed feasible by the Board of Directors. The Board of Directors shall make best efforts to conduct voting in elections by way of secret ballot, if feasible, unless voting by secret ballot is waived by a vote of 75% or more of the members present.
 - c. In order to facilitate an efficient voting procedure, nominations for the Board of Directors for an election to be held at a virtual general meeting must be submitted in writing to the Board of Directors at least seven (7) days before the date of the virtual general meeting.

V. **BOARD OF DIRECTORS**

- A. 1. The business and affairs of the Society shall be managed by the Board of Directors.
2. The Board of Directors shall be accountable to the membership of the Society.
3. Any member of the Society may attend a Board meeting with the prior written approval of the Board. Members of the Society who are not on the Board may not attend any portion of a Board meeting that is declared in camera by a 75% vote of the Board members present.
- B. The Board of Directors shall consist of a minimum of three (3) and maximum of thirteen (13) Directors, one of whom is a B.C. resident, including officers, unless the maximum number is altered from time to time at the Annual General Meeting of the Society.
- C. The Directors may appoint a member as a Director to fill a vacancy on the Board of Directors, subject to approval by members at the first general meeting following the appointment by the Board.
- D. Each Director shall attend monthly Board meetings and, to the best of ~~his or her~~the Director's ability, will serve on at least one of the committees of the Society
- E. 1. Any Director being absent without cause from three consecutive Meetings of the Board of Directors may be deemed by the Board of Directors to no longer be a Director of the Society.
2. The Society may, by special resolution, remove any Director, for cause, from the Board.
3. Any Director removed from the Board by E.1. or E.2 shall have the right to appeal to the Society within thirty (30) days.
- F. Each Director shall be given a copy of the Constitution and by-laws of the Society.
- G. There shall be a minimum of six meetings of the Board of Directors each year.
- H. Quorum shall be four members of the Board.
- I. Where applicable, Robert's Rules of Order will be used by the Board and Society.
- J. The President can at the request of Board Members call emergency meetings. When such meetings are called, every effort will be made to contact all Board members to attend.

K. Honorary Directors

Honorary Directors may be appointed by 75% vote of the Board of Directors to any individual whom the Board feels can help enhance the interests of the Society. Honorary Directors are non-voting members of the Board. Appointment as an honorary Director entitles ~~him/her~~the Director to voting privileges at general meetings and membership fee being waived.

L. Youth Representative

The Youth Representative shall be a voting member of the Board of Directors. ~~He/she~~The Youth Representative shall be sixteen years or older and elected by youth members of the Society who are aged between 12 to 24 or be appointed by the Board of Directors in the absence of elections.

VI. **EXECUTIVE**

A. The Executive of the Society shall be the President, the immediate Past-President, the First and Second Vice-Presidents, Secretary and Treasurer for a term of one year. The Board has the option to combine the position of Secretary and Treasurer.

1. The Executive Committee shall be limited in its functions, with the exception of special directions given by the Board. All decisions made by the Executive need to be ratified by the Board at the next Board meeting following the Executive Committee's decision.
2. The Executive has the authority to make extraordinary non-routine expenditures up to \$10,000 in emergencies.
3. The Executive does not have the authority to make or amend existing policy or change overall directions and priorities established by the Board.

B. Duties of the Executive Officers

1. The President shall act on behalf of the Society within policy set by the Society. The President shall be presiding officer at all meetings of the Society and its Board of Directors, or if ~~he/she~~the President is unable, one of the Vice-Presidents shall preside. If a Vice-President is unable, responsibility passes to other officers. The President shall be a member ex-officio of all committees.
2. The immediate Past-President shall advise and assist the President in the performance of ~~his/her~~the President's duties.
3. The Vice-Presidents shall assist the President in the performance of ~~his/her~~the President's duties, preside at meetings or assume other duties as the President delegates.

4. The Secretary shall keep, or cause to be kept, an accurate record of the proceedings of the Society and a record of attendance at all meetings.

TREASURER

5. The Treasurer is the authorized custodian of the funds of the Society and is to be one of the designated signing officers. The Treasurer shall keep or cause to be kept, an accurate record of monies received and paid out and make a financial statement at Board meetings and at General meetings. All cheques shall be signed by any two out of six signing officers. (Such officers shall be 3 Board members, one of which is the Treasurer and 3 senior staff members as determined by the Board).
- 5.1 To prepare a realistic budget, in consultation with the Executive Director and Board appointed committee for approval of the Board by February 28th each year.
- 5.2 To develop and monitor an accounting and bookkeeping system for the Society and its individual programs.
- 5.3 To provide education on financial management procedures to Board, staff and committee members.
- 5.4 To develop financial management policy and procedures for Board approval. This should include legal accounting practices and procedures, monthly and yearly reporting to Board, Budget development procedures, authority for decision making.
- 5.5 To ensure an annual audit is completed not more than six months after each fiscal year.

VII. EXECUTIVE DIRECTOR

1. The Executive Director is the Senior Manager appointed by the Board of Directors to exercise the Directors' authority to manage the activities and affairs of the Society. The Board has the option to appoint other Senior Managers.
2. Subject to policies laid down by the Society, the Executive Director shall be responsible for the administration of affairs and operation of the Society under the direction of the Board of Directors.
3. The Executive Director shall supervise the keeping of accurate records of the Society, the Board of Directors and all committees and, under the guidance of the Treasurer, the financial records.

VIII. STANDING COMMITTEES

A. The Board of Directors may designate standing committees as may be necessary to carry out the objectives of the Society.

B. Special Committees

The Board of Directors may designate such other committees as may be necessary to carry out the objectives of the Society.

IX. BORROWING

A. In order to carry out the purpose 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 debentures.

B. No debenture shall be issued without the sanction of a special resolution.

C. The members may by special resolution restrict the borrowing powers of the Directors, but a restriction imposed expires at the Annual General Meeting.

X. AUDIT

A. The Fiscal Year shall be from April 1st to March 31st.

B. The Society shall appoint an auditor at the Annual General Meeting and shall conform to all provisions of the Societies Act.

XI. AMENDMENTS

The Constitution and By-laws of the Society may, subject to the provisions of the Societies Act, be amended by Special Resolution of the Society.

XII. GENERAL PROVISIONS

A. Subject to the Societies Act, every Director, including the Executive Director, and every Senior Manager, officer or member of each committee of the Board and ~~his or her~~ each of these individual's heirs, executors and administrators and estate and effects respectively shall, from time to time, be indemnified and saved harmless out of the funds of the Society from and against all costs, charges and expenses whatsoever, including an amount paid to settle an action or satisfy a judgment actually and reasonably incurred by ~~him or her~~ any of these individuals, in a civil, criminal or administrative action or proceeding to which ~~she~~ any of these individuals is made a party by reason of being or having been a Director, officer or member of a committee

including an action brought by the Society if:

1. ~~She/he~~The individual acted honestly and in good faith with a view to the best interest of the Society, and
 2. In the case of criminal or administrative action or proceeding ~~she/he~~the individual had reasonable grounds for believing that this conduct was lawful.
- B. Directors may not be remunerated in any capacity, however directors may be reimbursed for necessary and reasonable expenses they incur while acting on behalf of the Society. The Society will not alter or delete this bylaw without first obtaining written consent from the British Columbia Housing Management Commission.
- C. In as much as Directors are likely to be associated with Corporations with which from time to time the Society must or may have business dealings, provided the Societies Act and these By-laws are complied with, no contract or other transaction between the Society and any other Corporation shall be affected by the fact that Directors are interested in or are shareholders, directors or officers of such other Corporation.
- D. It shall be the duty of every Director who is in any way, whether directly or indirectly, interested in a contract or transaction or proposed contract or transaction with the Society to fully and promptly disclose such interest to the extent in the manner and at the time required by the applicable provisions of the Societies Act; to abstain from voting in respect of the contract or transaction as and when prohibited by the Societies Act; to leave any meeting at which the proposed contract or transaction is discussed or being voted on unless requested to provide information; and to not take any action intended to influence the outcome of the vote.
- E. Subject to compliance with these By-laws and the Societies Act, no Director, member or officer shall be disqualified from contracting with the Society either as a vendor, purchaser or otherwise, nor shall any contract or arrangement with the Society entered into by any Director, member or officer or in which any Director, member or officer has an interest, be void simply by virtue of the Director's, member's or officer's interest in the contract or arrangement; nor shall any Director, member or officer so contracting or having such interest be liable to account to the Society for any profit realized from or in connection with any such contract, arrangement or transaction by reason of such Director, member or officer holding office in the Society or by reason of the fiduciary relationship thereby established.
- F. The Society will not alter or delete its purpose to provide rent supplement payments for low-income individuals and families in need and the Society will not alter or delete this bylaw without first obtaining written consent from the British Columbia Housing Management Commission.
- G. To further clarify bylaw I.4, the charitable organization referred to in bylaw 1.4 shall have aims or purposes similar to those of the Society. The Society will not alter or delete this bylaw without first obtaining written consent from the British Columbia Housing Management Commission.