



greater victoria  
coalition to end  
homelessness

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**hope has found a home**

## **BYLAWS**

## HISTORY OF REVISIONS

The Society's bylaws have been established and revised as follows:

Date	Description	Approval
May 19, 2009	Initial Bylaws	Board of Directors Meeting
June 30, 2010	Bylaw Amendments	Annual General Meeting
September 18, 2012	Bylaw Amendments	Annual General Meeting
April 26, 2016	Bylaw Amendments	Annual General Meeting
September 2017	Transition to New Societies Act	Annual General Meeting

# GREATER VICTORIA COALITION TO END HOMELESSNESS

## Bylaws of the Greater Victoria Coalition To End Homelessness Society (the “Society”)

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# GREATER VICTORIA COALITION TO END HOMELESSNESS

## PART 1 DEFINITIONS AND INTERPRETATION

### Definitions

1.1 In these Bylaws:

**“Act”** means the Societies Act of British Columbia as amended from time to time;

**“Board”** means the directors of the Society;

**“Board of Directors Report”** means the report presented by the Board of Directors at the annual general meeting;

**“Bylaws”** means these bylaws and any changes that are approved by the members;

**“Capital Regional District”** means the geographic area served by the municipalities of Central Saanich, Colwood, Esquimalt, Highlands, Langford, Metchosin, North Saanich, Oak Bay, Saanich, Sidney, Sooke, Victoria and View Royal and by the Juan de Fuca, Southern Gulf Islands, and Salt Spring Island electoral areas;

**“Co-Chair”** means either of the two Co-Chairs of the Board of Directors;

**"Coalition"** means the Greater Victoria Coalition to End Homelessness Society;

**"Coalition Staff"** means the organization established by the Board of Directors to provide administrative and managerial support to the Society;

**“Constitution”** means the constitution of the Society filed with the Registrar and any changes that are approved by the members;

**“Corporate member”** means an organization:

- (a) that operates in the Capital Regional District;
- (b) whose application for membership has been approved by the Board of Directors; and
- (c) that has paid the annual membership fee;

**"Director"** means any member who is elected or appointed in accordance with these bylaws to serve on the Board of Directors;

**“Individual member”** means a person who lives or works in the Capital Regional District;

- (a) whose application for membership has been approved by the Board of Directors; and
- (b) who has paid the annual membership fee;

**“General meeting”** means a meeting of the members of the Society;

**"Member"** means an individual member or a corporate member;

**“Officer”** means any director who is appointed by the Board of Directors to be a Co-Chair, Treasurer or Secretary of the Board of Directors;

**"Ordinary resolution"** means

- (a) a resolution that is passed in a general meeting by a simple majority of the votes cast in person or by proxy; or
- (b) a resolution that has been submitted to the members of the Society and consented to in writing by 75% of the members who would have been entitled to vote on it in person or by proxy at a general meeting of the Society, and a

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resolution so consented to is deemed to be an ordinary resolution passed at a general meeting of the Society;

**"Registrar"** means the Registrar of Companies of the Province of British Columbia;

**"Society"** means the Greater Victoria Coalition to End Homelessness;

**"Special business"** means:

- (a) any business conducted at an annual general meeting except adopting the rules of order, considering the financial statements, hearing the Board of Directors report, hearing the auditor's report, electing directors, and appointing an auditor; and
- (b) any business conducted at an general meeting, other than ordinary business as defined in Section 3.3;

**"Special resolution"** means

- (a) a resolution required that is passed in a general meeting by at least 2/3<sup>rd</sup>s of the votes cast in person or by proxy; or
- (b) a resolution consented to in writing by every member of the Society who would have been entitled to vote on it in person or by proxy at a general meeting of the Society, and a resolution so consented to is deemed to be a special resolution passed at a general meeting of the Society.

### Definitions in Act apply

- 1.2 The definitions in the Act apply to these Bylaws.

### Grammar

- 1.3 If a word is used in the singular, where it makes sense it also means the plural.

### Conflict with Act or regulations

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

## PART 2 MEMBERS

### Classes of Membership

- 2.1 There are two classes of members:

- (a) Individual Members; and,
- (b) Corporate Members.

### Individual Members

- 2.2 Each Individual Member has the right to:

- (a) nominate a member for election as a director;
- (b) stand for election as a director;
- (c) be appointed as a director;
- (d) vote at a general meeting;
- (e) vote at a meeting of a committee to which he or she is appointed or elected;
- (f) ask that the auditor's report be read at the annual general meeting;

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- (g) ask that the auditor be present at a general meeting if the financial statements will be presented with such request made in writing and delivered to the Society at least five days before the meeting;
- (h) ask that the auditor be present at the annual general meeting where the auditor is being appointed or removed with such request made in writing and delivered to the Society at least five days before the meeting;
- (i) look at the Society's documents, including accounting records, after giving sufficient notice of the request; and
- (j) request and receive a copy of the most recent audited financial statements.

### **Corporate Members**

- 2.3 A Corporate Member can have one or more representatives.
- 2.4 The Board of Directors may establish the number of representatives for each Corporate Member by ordinary resolution from time to time.
- 2.5 The Corporate Members and the number of representatives from them shall be as follows:
  - (a) Capital Regional District Board, with seven representatives;
  - (b) Vancouver Island Health Authority, with three representatives
  - (c) United Way of Greater Victoria, with three representatives;
  - (d) Victoria Foundation, with three representatives;
  - (e) British Columbia Housing Management Commission, with three representatives;
  - (f) the Aboriginal Coalition to End Homelessness, with three representatives; and
  - (g) other organizations approved for corporate membership, each with three representatives.
- 2.6 Each Corporate Member must provide the names of its representatives to the Society in writing from time to time so that the Society is aware at all times of the current representatives of each Corporate Member.
- 2.7 Each Corporate Member representative has the same rights as an Individual Member.

### **Application for membership**

- 2.8 A person may apply to the Board for Individual Membership in the Society and a corporation may apply to the Board for Corporate Membership. The person or corporation becomes a member on the Board's acceptance of the application.

### **Duties of members**

- 2.9 Every member must uphold the constitution of the Society and must comply with these Bylaws.

### **Amount of membership dues**

- 2.10 The amount of the annual membership dues, if any, will be as established by an ordinary resolution of the members passed at each annual general meeting.

### **Member not in good standing**

- 2.11 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

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### **Member not in good standing may not vote**

- 2.12 A voting member who is not in good standing:
- (a) may not vote at a general meeting, and
  - (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

### **Termination of membership if member not in good standing**

- 2.13 A person's membership in the Society is terminated if the person is not in good standing for 12 consecutive months.

### **Duration of Membership**

- 2.14 An Individual Membership ends when he or she resigns in writing, dies, is expelled or has not been a member in good standing for 12 consecutive months.
- 2.15 A Corporate Membership ends when the organization resigns in writing, is expelled, is dissolved or has not been a member in good standing for 12 consecutive months.

### **Expelling a Member**

- 2.16 To expel a member:
- (a) the Board of Directors must send a notice calling for a general meeting;
  - (b) the notice must include the text of the special resolution and the reason(s) for the proposed expulsion;
  - (c) at the meeting, the member who is proposed for expulsion must be allowed to speak before the members vote on the resolution; and
  - (d) the members must pass the special resolution at the general meeting.

## **PART 3 GENERAL MEETINGS OF MEMBERS**

### **Annual General Meeting**

- 3.1 The directors must hold an annual general meeting in British Columbia in each calendar year.
- 3.2 Members may send to the Society a notice of a matter that the members propose to have considered at an annual general meeting. A proposal must contain the names of, and be signed by, not fewer than 5% of voting members. If the proposal is received at least 7 days before notice of the annual general meeting is sent, then the notice must include:
- (a) the proposal;
  - (b) the names of the members submitting the proposal, and
  - (c) one statement in support of the proposal, if the members submitting the proposal request that the statement be included with the notice.

### **Time and place of general meeting**

- 3.3 The directors may, at any time, call a general meeting to be held at a time and place within British Columbia as determined by the directors.

### **Ordinary business at general meeting**

- 3.4 At a general meeting, the following business is ordinary business:



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- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any; and
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

### **Notice of special business**

- 3.5 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

### **Chair of general meeting**

- 3.6 The following individuals are entitled to preside as the chair of a general meeting:
- (a) a co-chair of the Board of Directors; or
  - (b) if a co-chair of the Board of Directors is unable to preside as the chair, one of the other directors present at the meeting; or
  - (c) if there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

### **Quorum required**

- 3.7 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

### **Quorum for a General Meeting**

- 3.8 The quorum is 25 voting members who are either present in person or by proxy.

### **Lack of quorum at commencement of meeting**

- 3.9 If, within 30 minutes from the time set for holding general meeting, a quorum of voting members is not present:
- (a) In the case of a meeting convened on the requisition of members, the meeting is terminated; and
  - (b) In any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

### **If quorum ceases to be present**

- 3.10 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

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### **Adjourning by chair**

- 3.11 The chair of a general meeting may, or, if so directed by the voting 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.

### **Notice of continuation of adjourned general meeting**

- 3.12 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.

### **Calling a general meeting**

- 3.13 The Board of Directors must send a written notice calling a general meeting:
- (a) giving the meeting place, date and time, and the reason for the meeting;
  - (b) at least 14 days and not more than 60 days before the meeting is to be held;
  - (c) including the text of any special resolution to be submitted to the meeting;
  - (d) to all the members, but if by mistake a member does not receive the notice, the meeting can be held and the proceedings at the meeting are valid; and
  - (e) to the general public in the Capital Regional District through such means as print media and the Society's website; and

The period of notice can be reduced if all members agree in writing.

- 3.14 Notices of a general meeting can be sent by:
- (a) mail, hand or courier to the member's address; or
  - (b) e-mail to the member's e-mail address.

A notice is considered to have been delivered:

- (a) on the day it is delivered by courier, fax or e-mail; and
- (b) two working days after it is put in a Canada Post mail box.

- 3.15 The members can requisition the Board of Directors to call a general meeting if:
- (a) at least 10% of the voting members make the requisition;
  - (b) the requisition is made in writing giving the reason(s) for the meeting; and
  - (c) the requisition is delivered by hand or sent to the Society by registered mail.

The requisition may be signed by the members in counterparts.

- 3.16 When it receives a requisition under section 3.15, the Board of Directors must call a general meeting within 60 calendar days. The Society must send, with the notice of the general meeting, the reason for the meeting as contained in the member's requisition.
- 3.17 If the meeting has not been called within 21 days from the date of the Society's receipt of a requisition, a majority of the members who asked for the meeting can call the general meeting themselves, to be held within 60 days from the expiry of the 21 day period.

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### **Proposing a Resolution at a General Meeting**

- 3.18 Each resolution proposed at a meeting must be moved by one member and seconded by another.
- 3.19 The chair of a meeting may move or second a resolution.

### **Methods of Voting**

- 3.20 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.
- 3.21 Members who cannot attend the meeting may vote by proxy, in a form established by the Board of Directors. Members must register their proxy in writing with the Secretary at least 48 hours before the meeting.

### **Announcement of result**

- 3.22 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

### **Matters decided at general meeting by ordinary resolution**

- 3.23 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

## **PART 4 DIRECTORS**

### **Number of directors on Board**

- 4.1 The Society must have no fewer than 9 and no more than 11 directors. At least one of the directors must be ordinarily resident in British Columbia. Directors must be at least 18 years of age.

### **Election or appointment of directors**

- 4.2 The directors will be elected as provided in section 4.3 or appointed as provided in section 4.4.
- 4.3 At each annual general meeting, the voting members entitled to vote for the election of directors must elect 3 directors to the Board as follows:
  - (a) one director with the competencies to fill the role of Community-At-Large Co-Chair;
  - (b) one director with the competencies to fill the role of Treasurer;
  - (c) one director with experience with issues relevant to the Society;
  - (d) the Board of Directors must call for nominations for directors at least 30 working days before an annual general meeting; and
  - (e) the Board of Directors must receive the nominations by no later than 10 working days before the annual general meeting.
  - (f) an individual elected as a director must:
    - i. consent in writing to be a director; or

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- ii. be present at the meeting where they are elected and not refuse, at that meeting, to be a director.
- 4.4 The Board of Directors will appoint up to 8 directors, as nominated by the following Corporate Members:
  - (a) three directors from the Capital Regional District, to include the Mayor of Victoria, who will be the CRD Co-Chair on the Society's Board of Directors, and two Directors, or alternate directors, from the CRD Board from other than the City of Victoria, nominated by the Capital Regional District Board;
  - (b) one director from the Vancouver Island Health Authority, nominated by the Vancouver Island Health Authority;
  - (c) one director from the United Way of Greater Victoria, nominated by the United Way of Greater Victoria Board;
  - (d) one director from the British Columbia Housing Management Commission, nominated by the Chief Executive Officer of the British Columbia Housing Management Commission;
  - (e) one director from the Victoria Foundation, nominated by the Victoria Foundation Board of Directors; and
  - (f) one director from the Aboriginal Coalition to End Homelessness, nominated by the Aboriginal Coalition to End Homelessness Board of Directors.
  - (g) an individual appointed as a director must:
    - i. consent in writing to be a director; or
    - ii. be present at the meeting where they are appointed and not refuse, at that meeting, to be a director.

### **Directors may fill casual vacancy on Board**

- 4.5 The Board of Directors may, at any time, appoint a member to fill any vacancy on the Board of Directors, as follows:
  - (a) if the vacancy is for an appointed director, the Board of Directors will seek a new nomination from the relevant Corporate Member; and
  - (b) if the vacancy is for an elected director, the Board of Directors will appoint a member with the appropriate competencies.

### **Term of appointment of director filling casual vacancy**

- 4.6 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

### **Term of Office – Elected Directors**

- 4.7 The Board of Directors will set the terms of office for the elected directors. To ensure continuity, the terms will be set at one, two or three years.
- 4.8 Elected directors will retire from office at the conclusion of the annual general meeting when their successors are elected.

### **Term of Office – Appointed Directors**

- 4.9 Wherever possible, appointments to the Board of Directors will be for staggered terms of one, two or three years so as to ensure continuity among the appointed directors.

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- 4.10 The appointed directors must retire from office at the directors meeting when their successors are appointed.

### **Appointed directors can serve more than one term.**

- 4.11 Except in exceptional circumstances, as determined in the discretion of the Board of Directors, the maximum term of office for Appointed Directors is 8 years.

### **Resignation of Director**

- 4.12 A director who intends to resign must give his or her resignation in writing, and the resignation takes effect on:
- (a) the receipt by the Society of the written resignation; or
  - (b) if the written resignation specifies that the resignation is to take effect on a specified date, on a specified date and time or on the occurrence of a specified event:
    - i. if a date is specified, the beginning of the day on the specified date;
    - ii. if a date and time are specified, the date and time specified; or
    - iii. if an event is specified, the occurrence of the event.

### **Removing a Director**

- 4.13 The Board of Directors can remove a director if he or she:
- (a) has not attended at least half of the directors meetings in any 12-month period; or
  - (b) has not attended three consecutive directors meetings without a reason that the Co-Chairs of the Board of Directors consider to be valid.
- 4.14 To remove a director:
- (a) notice of a special resolution must be placed on the Board of Directors meeting agenda distributed in advance of the meeting;
  - (b) the special resolution must include the reason for the proposed removal;
  - (c) the director proposed for removal must be given the opportunity to present a written submission or to speak to the Board of Directors before the vote is taken;
  - (d) the Board of Directors must pass the resolution; and
  - (e) a copy of the minute recording the decision must be sent to the director in question.
- 4.15 The members can:
- (a) remove a director by passing a special resolution at a general meeting; and
  - (b) elect a replacement director to serve the balance of the term.
- 4.16 For the members to remove a director:
- (a) the Board of Directors must send a notice to the members calling for a general meeting;
  - (b) the notice must include the text of the special resolution and the reason(s) for the proposed expulsion;
  - (c) the director proposed for removal must be allowed to speak at the meeting before the members vote on the special resolution; and

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- (d) the members must pass the special resolution at the general meeting.

### **Expectations of Directors**

- 4.17 A director must, when exercising the powers and performing the functions of a director:
- (a) act honestly and in good faith with a view to the best interests of the Society;
  - (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
  - (c) act in accordance with the Act and its regulations, and
  - (d) subject to paragraphs (a) to (c), act in accordance with the bylaws of the Society.

## **PART 5 DIRECTORS' MEETINGS**

### **Calling a Meeting**

- 5.1 A Co-Chair may call a meeting of the Board of Directors at any time.
- 5.2 Any two directors may request the Secretary to convene a meeting of the Board of Directors. The request must be made in writing.

### **Meeting Notice**

- 5.3 The Secretary must send each director a notice of a Board of Directors meeting at least 48 hours before the meeting unless all the directors agree to a shorter notice period.
- 5.4 The Secretary does not have to send a meeting notice to a newly elected or a newly appointed director if:
  - (a) the first meeting is held immediately after the annual or other general meeting at which the director was elected or appointed; and
  - (b) a quorum of directors is present.

### **Proceedings valid despite omission to give notice**

- 5.5 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.

### **Conduct of directors' meetings**

- 5.6 The Board of Directors may meet at any place in the Capital Regional District that it considers to be suitable.
- 5.6 One of the Co-Chairs will chair a directors' meeting.
- 5.7 If neither Co-Chair is present 15 minutes after the meeting was scheduled to start, the directors at the meeting may choose a director who is present to chair the meeting.
- 5.8 Directors can participate in and vote in person, by telephone or by any other communication medium as long as all members are able to communicate with each other; and are considered to be present at the meeting regardless of the manner of their participation.
- 5.9 A member may be present and speak at a directors' meeting if:
  - (a) the member makes a request in writing;
  - (b) the request is delivered to the Co-Chairs of the Board of Directors at least seven (7) days before the meeting in question; and
  - (c) the Co-Chairs approve the request.

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- 5.10 Resolutions must be moved by a director and seconded by another director.
- 5.11 Voting on resolutions is by a show of hands.
- 5.12 A resolution is passed by a simple majority of the directors who are present.
- 5.13 If a vote on a resolution is tied:
  - (a) the chair does not have a second or casting vote; and
  - (b) the resolution does not pass.
- 5.14 A resolution is valid and effective if it is:
  - (a) passed and so-noted in the minutes of the meeting; or
  - (b) circulated in writing, signed by all the directors and placed with the minutes of a directors' meeting; and
  - (c) directors' resolutions may be signed in counterparts.

### **Quorum of directors**

- 5.15 The quorum for the transaction of business at a director's meeting is a majority of the directors in office.

### **Delegation**

- 5.16 The Board of Directors may delegate tasks and responsibilities to committees.
- 5.17 The Board of Directors will establish terms of reference for each committee and will appoint all members of each committee.
- 5.18 The committee Chairs/Co-Chairs will report to the Board of Directors and take direction from the Board of Directors.
- 5.19 The committee Chairs/Co-Chairs must report regularly to the Board of Directors on their activities, expenditures and outcomes.

### **Conduct of Committees**

- 5.20 The Committee Chairs or one of the Co-Chairs will chair the committee meetings.
- 5.21 If the Chair or neither Co-Chair is not present 15 minutes after the meeting was scheduled to start, the committee members at the meeting may choose a committee member who is present to chair the meeting.
- 5.22 The members of a committee may meet and adjourn as they think proper.

### **Proceedings of Committee Meetings**

- 5.23 Resolutions must be moved by a committee member and seconded by another committee member.
- 5.24 Voting on resolutions is by a show of hands.
- 5.25 A resolution is passed by a simple majority of the votes of the committee members who are present.
- 5.26 If a vote on a resolution is tied:
  - (a) the chair does not have a second or casting vote; and
  - (b) the resolution does not pass.
- 5.27 A resolution is valid and effective if it is:

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- (a) passed and so-noted in the minutes of the meeting; or
- (b) circulated in writing, signed by all the committee members, and placed with the minutes of the committee meeting;

Committee resolutions may be signed in counterparts.

### **PART 6 BOARD POSITIONS**

#### **Appointment to Board positions**

- 6.1 Directors must be appointed by the Board of Directors to the following Board positions, and a director, other than the Co-Chairs, may hold more than one position:
  - (a) Two Co-Chairs;
  - (b) Secretary; and
  - (c) Treasurer.
- 6.2 The Board of Directors will appoint the Mayor of Victoria as a Co-Chair and one of the elected directors, preferably a director elected to represent the community at large, to be the other Co-Chair.
- 6.3 The Mayor of Victoria will be the President of the Society and the community-at-large Co-Chair will be the Vice-President of the Society.
- 6.4 The Board of Directors will appoint one of the elected directors to be Treasurer.

#### **Directors at large**

- 6.5 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

#### **Role of president**

- 6.6 The president is a Co-Chair of the Board and is responsible for supervising the other directors in the execution of their duties.

#### **Role of the vice-president**

- 6.7 The vice-president is a Co-Chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

#### **Role of the Co-Chairs**

- 6.8 One of the Co-Chairs will chair the general and directors' meetings.
- 6.9 The Co-Chairs:
  - (a) may delegate responsibilities to directors on the Board of Directors;
  - (b) sit as *ex officio* members on all committees;
  - (c) select, employ and provide direction to the Executive Director and Coalition staff;
  - (d) provide leadership and direction to the Board of Directors and committees;
  - (e) identify and deal with risks and ensure that issues are resolved; and
  - (f) represent the Society in public presentations.



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### **Role of Secretary**

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

- (a) maintaining the register of members;
- (b) issuing notices of general meetings and directors' meetings;
- (c) taking and storing minutes of general meetings and directors' meetings;
- (d) keeping the records of the Society in accordance with the Act;
- (e) conducting the correspondence of the Society; and
- (f) filing the annual report of the Society and making any other filings with the Registrar as required under the Act.

### **Role of treasurer**

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

- (a) receiving and banking monies collected from the members and other sources;
- (b) keeping the accounting records in respect of the Society's financial transactions, including maintaining the books of account in accordance with generally accepted accounting principles;
- (c) preparing the Society's financial statements; and
- (d) making the Society's filings respecting taxes.

## **PART 7 REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

### **Remuneration of directors**

7.1 Directors may not be remunerated for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

7.2 Directors will be reimbursed for all necessary and reasonable expenses that they incur as directors.

### **Signing authority**

7.3 A contract or other record to be signed by the Society must be signed on behalf of the Society:

- (a) by the president, together with one other director;
- (b) if the president is unable to provide a signature, by the vice-president together with one other director;
- (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors; or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

## **PART 8 AUDITOR**

### **Appointment of Auditor**

8.1 At each annual general meeting, the members must appoint an independent auditor.

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- 8.2 The term of the appointment is until the next annual general meeting.
- 8.3 If there is a vacancy in the office of auditor created by resignation, death or otherwise, other than by removal under section 8.5, the directors may appoint an auditor to hold office until the close of the next annual general meeting.
- 8.4 The auditor will be notified of all general meetings and may attend and be heard at general meetings on any matters dealing with the financial statements of the Society.

### **Removal of Auditor**

- 8.5 The members can remove an auditor by passing an ordinary resolution at a general meeting. The Society will provide written notice to the auditor of its intent to call a general meeting for the purpose of removing the auditor in accordance with the Act.

### **Auditor Notification**

- 8.6 The Board of Directors must promptly inform the auditor in writing of his or her appointment or removal.

## **PART 9 INSPECTION OF RECORDS**

### **Access by members**

- 9.1 A member may, without charge, inspect a record the Society is required by the Act to keep. The Board of Directors may, by ordinary resolution, set the notice period before a member may inspect a record.
- 9.2 The Board of Directors may restrict members' access to the Register of Members if it considers that access would be harmful to the Society or a member.

### **Access to the Constitution and Bylaws**

- 9.3 When the Board of Directors approves an application for membership, the new member:
  - (a) will be notified of the approval; and
  - (b) will be informed where he or she can see a hard-copy of the constitution and bylaws; or will be provided with a link to a website where he or she can see an electronic version of the constitution and bylaws.

## **PART 10 ALTERATIONS TO CONSTITUTION AND BYLAWS**

### **Changing the Constitution**

- 10.1 The Society may alter its name or purpose if:
  - (a) the alteration has been approved by a special resolution at a general meeting;
  - (b) the alteration does not remove a charitable purpose; and
  - (c) the Registrar has approved the change.

### **Changing the Bylaws**

- 10.2 These bylaws can be altered by a special resolution of the members. The change is effective when approved by the Registrar.

**PART 11 DISSOLUTION OF THE SOCIETY**

**Dissolution**

- 11.1 The Society may be voluntarily dissolved and liquidated if the members of the Society so resolve by a special resolution passed at a general meeting called for that purpose.
- 11.2 If the Society has already paid its liabilities and distributed its remaining money or other property, it may be voluntarily dissolved if the members of the Society so resolve by an ordinary resolution passed at a general meeting called for that purpose.

**Liquidation**

- 11.3 Before dissolution, all of the Society's liabilities must be paid or adequate provision for payment of the liabilities must be made.
- 11.4 After payment or adequate provision for payment of all of the Society's liabilities is made, the remaining money or other property of the Society may be distributed.
- 11.5 A distribution of money or other property referred to in section 11.3 may be made to qualified donees as defined in subsection 149.1 (1) of the Income Tax Act (Canada) and as named in the member resolution referred to in sections 11.1 or 11.2.