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**BYLAWS  
OF  
WESTMINSTER HOUSE SOCIETY**

**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;

"**Bylaws**" means these Bylaws as altered from time to time.

**Definitions in Act apply**

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

**Conflict with Act or regulations**

**1.3** 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**

**Application for membership**

**2.1** A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

**Duties of members**

**2.2** Every member must uphold the constitution of the Society and must comply with these Bylaws.

### **Amount of membership dues**

2.3 The amount of the annual membership dues, if any, must be determined by the Board.

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

2.4 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.

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

2.5 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**

2.6 A person's membership in the Society is terminated if the person is not in good standing for six (6) consecutive months.

## **Part 3 — General Meetings of Members**

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

3.1 A general meeting must be held at the time and place the Board determines. An annual general meeting must be held no later than six (6) months after the beginning of each fiscal year.

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

3.2 At a general meeting, the following business is ordinary business:

- (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;

(f) business arising out of a report of the directors not requiring the passing of a special resolution.

### **Notice of special business**

**3.3** 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**

**3.4** The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
  - (i) the president,
  - (ii) the vice-president, if the president is unable to preside as the chair, or
  - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

### **Alternate chair of general meeting**

**3.5** If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within fifteen (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**

**3.6** 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 general meetings**

**3.7** The quorum for the transaction of business at a general meeting is the number of voting members that is twice the number of directors plus one (1).

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

**3.8** If, within thirty (30) minutes from the time set for holding a 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 thirty (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**

**3.9** 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.

#### **Adjournments by chair**

**3.10** 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**

**3.11** 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 thirty (30) days or more, notice of the continuation of the adjourned meeting must be given.

#### **Order of business at general meeting**

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

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,

- (i) 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,
  - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
  - (iii) elect or appoint directors, and
  - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

### **Methods of voting**

**3.13** 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.

### **Proxy voting is permitted**

**3.14** Voting by proxy is permitted.

### **Announcement of result**

**3.15** 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**

**3.16** 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.

### **Special Resolution**

**3.17** A special resolution is passed at a general meeting by at least 2/3 of the cast by the voting members.

## **Part 4 — Directors**

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

**4.1** The Society must have no fewer than four (4) and no more than seven (7) directors.

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

**4.2** At each annual general meeting, the voting members are entitled to vote for the election or appointment of standing directors from the previous year and must only elect or appoint the members to the Board who have been vetted and approved by the nomination committee.

### **Nominations committee**

**4.3** The nominations committee consists of the President, Vice President and Executive Director.

### **Dismissal of director**

**4.4** A director of a society may be removed from office by special resolution. An individual may be elected or appointed, by ordinary resolution, to serve as director for the balance of the term of the removed director.

A person ceases to be a director:

- a. fails to pass the probationary period
- b. fails to attend 3 board meetings in 12 months
- c. 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;
- d. on his or her death or, in the case of a corporation, on dissolution,
- e. on being expelled, or
- f. having been a member not in good standing for 12 consecutive months.

### **Probationary period**

**4.5** The Society recognizes that new members of the Board of Directors will need a period to become familiar with the society to move toward competency in the governance board model. The 6 months represent an opportunity for new board member (s) and the Executive Board to determine if the election decision was best for all involved.

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

**4.6** The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office, once the nominations committee has approved.

### **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.

### **Duties and responsibilities of directors**

**4.7** The Board has been established to operate as a Policy/Governance Board which means:

- (a) The Board has a leadership role which includes setting the longer-term strategic direction as well as policies, organizational values and standards of conduct that provide overall direction for the Society.
- (b) The Board has a stewardship role that includes guiding the organization in the optimal use of its resources and ensuring there are sufficient and appropriate human and financial resources for the Society to accomplish its work.
- (c) The Board has an evaluation role that includes monitoring the financial health of the Society as well as evaluating the organization's performance against established goals and measures.
- (d) The Board has a risk management role that includes ensuring that Society's financial and non-financial risks are proactively identified and managed.
- (e) The Board has a public relations role to ensure practices and policies are in place to guide the effective communication of Society's activities with funders and other stakeholders as being appropriate. The Board does not have a role in communicating externally to funders and other stakeholders on behalf of the Society.
- (f) The Board oversees the conduct of the Society's business and provides direction to the executive director. Ongoing supervision and support for the executive director shall be provided on behalf of the Board by the president, who may form an executive committee (comprised of the president and two (2) other directors) to assist in this task. This relationship is key to maintaining communication between the Board and the executive director.

- (g) The president is the only director who may act on behalf of the Board in matters of discipline and formal communication related to the employment of the executive director.
- (h) The executive director is responsible for the day-to-day operations of the Society.

## **Part 5 — Directors' Meetings**

### **Calling directors' meeting**

**5.1** A directors' meeting may be called by the president or by any two (2) other directors.

### **Notice of directors' meeting**

**5.2** At least two (2) days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

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

**5.3** 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**

**5.4** The directors may regulate their meetings and proceedings as they think fit.

### **Quorum of directors**

**5.5** The quorum for the transaction of business at a directors' meeting is a majority of the directors.

## **Part 6 — Board Positions**

### **Election or appointment to Board positions**

**6.1** Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;

(d) treasurer.

### **Directors at large**

**6.2** 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**

**6.3** The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

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

**6.4** The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

### **Role of secretary**

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

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

### **Absence of secretary from meeting**

**6.6** In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

### **Role of treasurer**

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

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;

(d) making the Society's filings respecting taxes.

### **Signing officers**

**6.8** The only members authorized to use their signature for Society business are as follows (except as noted elsewhere in these Bylaws).

- (a) cheques drawn upon the funds of the Society shall require two (2) signatures of the executive director, treasurer, and/or the president;
- (b) any documents committing the Society to a plan of action require two signatures of the executive director, treasurer, president and/or vice president;
- (c) signing officers shall not be related by marriage, blood, or cohabitation.

### **Part 7 — Remuneration of Directors and Signing Authority**

#### **Remuneration of directors**

**7.1** These Bylaws do not permit the Society to pay to a director remuneration 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.

#### **Signing authority**

**7.2** 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 - Borrowing**

**8.1** The Society may (a) borrow money and (b) issue bonds, debentures, notes, or other evidences of debt obligations (i) at any time, (ii) to any person, and (iii) for any consideration that the directors may determine if approved by a special resolution of the voting members.

## **Part 9 - Amendments**

**9.1** Any proposed amendment to these Bylaws must be submitted in writing to any officer. The proposed amendment must be signed by five (5) members before being submitted. It will be referred to the Board for investigation and recommendation. The proposed amendment will be published within sixty (60) days and will be read and voted upon at the next meeting of the directors after the publication. If agreed to by a majority of the directors, it will be presented to be voted upon at the next meeting of the members. If approved by a special resolution of the voting members, the Bylaws will be amended accordingly.

## **Part 10 – Previously Unalterable Provisions**

### **Payment of income**

**10.1** 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.

### **Wind-up or dissolution**

**10.2** Upon wind-up or dissolution of the Society the assets remaining after the payment of all costs, charges, and expenses properly incurred in the wind-up, including the remuneration of the liquidator and after payment to employees of the Society of any arrears of salaries or wages, and after payment of any other debts of the Society, shall be distributed to a charitable organization (or organizations) in Canada, registered under the provisions of the Income Tax Act, which shall be designated by the Board.

### **Unalterable**

**10.3** Clauses 10.1 and 102 including this clause are unalterable.