

PROGRESSIVE INTER-CULTURAL COMMUNITY SERVICES SOCIETY

S-0022870

CONSTITUTION

1. The name of the Society is the Progressive Inter-Cultural Community Services Society.
2. The purposes of the society are to relieve poverty by:
 - a) providing necessary services to persons with low incomes, particularly immigrants, including
 - i) settlement and integration services,
 - ii) English as a second language and vocational training,
 - iii) information and referral services,
 - iv) assistance to women and children who have been abused,
 - v) counselling on drug and alcohol abuse and mental health issues,
 - vi) basic medical and dental services, and
 - vii) education about basic health and nutritional issues,
 - b) providing and operating non-profit residential housing and incidental facilities for persons of low income, senior citizens of low or modest income, and disabled persons of low or modest income,
 - c) providing support services for aged, ill or disabled persons, including personal care, housekeeping, meals, nursing, and shopping assistance, and
 - d) doing all such things as may be necessary and ancillary to the attainment of these purposes.

PURSUANT TO SECTIONS 190 AND 191 OF THE SOCIETIES ACT, THE SOCIETY IS NOT A MEMBER-FUNDED SOCIETY.

BYLAWS

Part 1 - Interpretation

1.1 In the constitution and the bylaws:

- a) “Act” means the Societies Act, and “Regulations” means any regulations enacted under the Act,
- b) “AGM” means an annual general meeting,
- a) “Board” or “Board of Directors” means the directors of the Society for the time being, acting as a body,
- b) “director” means a director of the Society,
- c) “general meeting” includes an AGM and a special general meeting,
- d) “member” means a member of the Society,
- e) “registered address” means a member’s address as recorded in the register of members,
- f) “Society” means Progressive Inter-Cultural Community Services Society,
- g) “constitution”, “bylaws”, “special resolution” and “ordinary resolution” have the meaning given to them in the Act,
- h) “written” means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, and fax,
- i) the singular includes the plural and vice versa, and
- j) persons include corporations and associations.

1.2 1) The definitions in the Act apply to the bylaws.

2) if there is a conflict between the bylaws and the Act or the Regulations, the Act or the Regulations, as the case may be, prevail.

1.3 The Society must on request provide a member a copy of the current constitution and bylaws, without charge.

1.4 The constitution and bylaws can only be altered by special resolution.

1.5 The Society must not distribute any of its money or other property except as permitted by the Act.

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

1.7 A director must not be remunerated in any capacity, but may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Society. This bylaw must not be altered or deleted without the prior written consent of the British Columbia Housing Management Commission.

1.8 In the event of the winding-up or dissolution of the Society, all the assets of the Society remaining after the payment or satisfaction of its liabilities, including the remuneration (if any) of a liquidator, payment to employees of the Society of any arrears of salaries or wages, and payment of any debts of the Society, must be given to organizations that are registered charities as described in the Income Tax Act (Canada) and that:

- a) are designated by the members of the Society at the time of winding-up or dissolution, and
- b) have purposes similar to those of the Society.

The Society must not alter or delete this bylaw without the prior written consent of the British Columbia Housing Management Commission.

1.9 The Society must use land holdings obtained through government assisted affordable housing programs or the proceeds of land holdings obtained through government assisted affordable housing programs only for affordable housing purposes. This bylaw must not be altered or deleted without the prior written consent of the British Columbia Housing Management Commission.

1.10 The Society must not alter or delete the affordable housing purpose set out in paragraph 2 (b) of the constitution and the Society must not alter or delete this bylaw without the prior written consent of British Columbia Housing Management Commission.

1.11 The Society must be non-religious and non-political.

Part 2 - Membership

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

2.2 1) There are four categories of members: Active, Associate, Honourary, and Life Members.

2) An Active Member is a person who is 19 years of age or older.

3) An Associate Member is a person who is:

- a) an employee or contractor of the Society, or who was an employee or contractor of the Society within the last year, or
- b) the spouse, sibling, parent, or child of such a person, or any relative of the person or the person's spouse who ordinarily resides with the person.

4) An Honourary Member is a person who has made an extraordinary contribution to the Society, and is appointed by resolution of the Board, for a term set by the Board. An Honourary Member pays no membership fees or dues.

5) A Life Member is an Active Member who donates \$5,000.00 or more to the Society, and then pays no further membership fees or dues.

6) A Corporate Member is a corporation, association or other body, whether or not incorporated, that supports the goals of the Society.

7) All members have the right to notice of, to attend, and to speak at general meetings. Only Active and Life Members have the right to vote and to be directors.

2.3 An application for membership must:

- a) be approved by the Board,
- b) include the full name, home address, e-mail address, and telephone numbers of the applicant,
- c) in the case of an applicant to become a Corporate Member, identify its Authorized Representative,
- d) provide such other information as the Board may reasonably require, and
- e) include annual membership dues, where required.

2.4 1) A person may apply to the Board for membership, and becomes a member on complying with bylaws 2.2 and 2.3.

2) The amount of annual membership dues for Active, Associate and Corporate Members, and the date by which they must be paid, must be set by resolution of the Board.

3) Except where determined by the Act or the bylaws, the privileges and responsibilities of members of each category must be determined by resolution of the Board.

4) An application for membership received after notice of a general meeting has been given must be postponed until after that meeting.

2.5 1) A membership is not transferable.

2) A membership is valid for one year from the date on which an application is approved, must be renewed annually, and may be renewed at any time before it expires.

3) The Society must send a membership renewal notice to all members not fewer than 14 days before the date on which membership must be renewed.

4) A member who is renewing must comply with bylaws 2.2 and 2.3.

2.6 Every member and director must comply with:

- a) the Act,
- b) the constitution and bylaws,
- c) all policies and regulations enacted by the Board, and

- d) any rules of order governing the conduct of general meetings and of meetings of the Board.

2.7 A member ceases to be a member on:

- a) delivering a written resignation to the Society,
- b) death,
- c) having been a member not in good standing for 30 days, or
- d) being expelled.

2.8 A member becomes a member not in good standing on failing to pay:

- a) a debt due and owing to the Society, or
- b) annual membership dues by or before the date set for their payment.

2.9 1) A member may be expelled by special resolution.

2) The notice of a special resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

3) A member who is the subject of a proposed special resolution for expulsion must be given an opportunity to be heard at the general meeting before the resolution is put to a vote.

2.10 1) A member may be suspended or expelled for conduct substantially prejudicial to the Society, by a resolution of which not fewer than 75% of the directors then in office are in favour.

2) A member who is the subject of a proposed directors' resolution for suspension or expulsion must where reasonably practicable be given:

- a) reasonable notice of the meeting at which it will be proposed,
- b) a brief statement of the reason or reasons for the proposed suspension or expulsion, and
- c) a reasonable opportunity to be heard at the meeting before the resolution is voted on.

Part 3 - Meetings of Members

3.1 1) General meetings must be held at the time and place, in accordance with the Act and the bylaws, that the Board determines.

2) An AGM must be held at least once in every calendar year.

3) Every general meeting, other than an AGM, is a special general meeting.

3.2 1) The Board may when it thinks fit convene a special general meeting.

2) The members may requisition a general meeting pursuant to the Act.

Part 4 - Notice to Members

- 4.1** 1) Notice of a general meeting must:
- a) specify the place, day and hour of meeting,
 - b) include the text of any special resolution to be proposed at the meeting,
 - c) 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, and
 - d) be sent to all members not fewer than 14 days but not greater than 60 days before the meeting.
- 2) The accidental omission to send notice of a general meeting to a member, or the non-receipt of notice by a member, does not invalidate any proceedings at that meeting.
- 4.2** 1) Notice of a general meeting must be given to:
- a) every member shown on the register of members on the day notice is given, and
 - b) the auditor, if any.
- 2) No other person is entitled to receive a notice of general meeting.
- 4.3** A notice may be given to a member either personally, by mail, by e-mail or by other electronic means to the member at the member's address or e-mail address, as shown in the register of members.
- 4.4** 1) A notice sent by mail from the Society's office is deemed to have been received two days after being mailed.
- 2) A notice sent by e-mail or other electronic means is deemed to have been received 24 hours after being sent.
- 4.5** A member must promptly and in writing notify the Society of any change in the member's name, address, e-mail address, Authorized Representative, or telephone number.

Part 5 - Proceedings at General Meetings

- 5.1** 1) The business at an AGM is to:
- a) elect a chair, if required,
 - b) determine that there is quorum,
 - c) adopt rules of order,
 - d) approve the agenda,
 - e) minutes of the last AGM and any intervening general meetings,
 - f) consider the report of the Board on its activities and decisions since the last AGM,

- g) receive the financial statements for the previous financial year, and the auditor's report (if any) on them,
- h) appoint an auditor, if any,
- i) elect directors,
- j) business arising out the financial statements, the auditor's report, the report of the Board, and any matter about which notice has been given in the notice of the meeting,
- k) special resolutions, if any, of which notice has been given as required by the Act and the bylaws,
- l) any members' proposals under section 81 of the Act, and
- m) adjourn.

2) The financial statements presented to an AGM must comply with the Act.

3) The business at a special general meeting is limited to:

- a) adopting rules of order,
- b) that set out in a requisition under bylaw 3.2, if applicable, and
- c) that determined by the Board under bylaw 3.2.

5.2 1) Quorum at a general meeting is the fewer of 10% of those members with the right to vote or 20 members present.

2) 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 unless a quorum of voting members is present.

3) 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.

4) A person who is entitled to participate in a general meeting may do so by telephone or other communications medium if all of the persons attending the meeting are able to participate in it, whether by telephone, by other communications medium or in person.

5) If the Society holds a general meeting that is not an electronic meeting, the Society is not obligated to take any action or provide any facility to permit or facilitate the use of any communications medium at the meeting.

6) If the Society holds a general meeting that is an electronic meeting, the society must permit and facilitate participation in the meeting by telephone or other communications medium.

7) If one or more members of the Society vote at a general meeting in a manner contemplated by this bylaw, the vote must be conducted in a manner that adequately discloses the intentions of the members.

5.3 If within 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 a requisition of members, the meeting is terminated, and
- b) in any other case, the meeting stands adjourned to a time and place determined by the Board but not more than 14 days later, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time set for meeting, the voting members who are present constitute a quorum for that meeting.

5.4 1) A general meeting can only be adjourned by ordinary resolution.

2) A general meeting may be adjourned from time to time and from place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

3) When a general meeting is adjourned for thirty days or more, notice of the adjourned meeting must be given as for the original meeting.

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

5.5 1) The Chair must chair each general meeting.

2) If the Chair is not present within 15 minutes after the time set for a meeting, or is unable or unwilling to act as chair, the Vice-Chair must be chair.

3) If neither the Chair nor the Vice-Chair is present within 15 minutes after the time set for a meeting, or neither of them is able or willing to act as chair, the members present may elect an individual who is present to be chair.

5.6 1) In the case of an equality of votes at a general meeting, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the resolution fails.

2) A resolution proposed at a general meeting must be seconded, and the chair may move or propose a resolution.

5.7 1) A Life Member, an Active Member in good standing who became a member on or before the date on which notice of a general meeting was given, and an Honourary Member has the right to one vote at that meeting. No other member has the right to vote.

2) A question, resolution, or motion arising at a general meeting must be decided by ordinary resolution, unless it must under the Act or bylaws be decided by special resolution, or is another resolution having a higher voting threshold than that of an ordinary resolution.

- 3) Voting must be by show of hands, except when a secret ballot is required by:
 - a) the bylaws or Act,
 - b) ruling of the chair, or
 - c) ordinary resolution, voting on which must be by show of hands.
- 4) The chair of a meeting must announce the outcome of each vote, which must be recorded in the minutes of the meeting.
- 5) All members have the right to notice of, to attend and to speak at general meetings. A member who is not in good standing cannot vote.
- 6) Proxy voting is prohibited.

5.8 Subject to the Act and the bylaws, a general meeting may adopt rules of order, but if it does not do so, then the most recent edition of Rules of Order must be used.

Part 6 – Board of Directors

6.1 Subject to the Act, the Regulations, the constitution and the bylaws, the Board must manage, or supervise the management of, the activities and internal affairs of the Society.

6.2 1) 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 Regulations, and
 - d) subject to paragraphs (a) to (c), act in accordance with the bylaws.
- 2) Without limiting subsection (1), a director, when exercising the powers and performing the functions of a director, must act with a view to the purposes of the Society.
- 3) This section is in addition to, and not in derogation of, any enactment or rule of law or equity relating to the duties or liabilities of directors of a society.
- 4) Nothing in a contract or the bylaws relieves a director from
- a) the duty to act in accordance with this Act and the Regulations, or
 - b) liability that, by any enactment or rule of law or equity, would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the Society.

- 6.3** 1) There must be eleven directors.
- 2) A director has a normal term of office of two years, beginning at the adjournment of the AGM at which the director is elected, and ending at the adjournment of the AGM two years later. A director whose term of office is ending, and who is eligible to be re-elected, is subject to the same nomination and election requirements as all other candidates for election.
- 3) A director, and a nominee for election as a director, must:
- a) have been an Active Member in good standing for not fewer than 365 days, or be a Life Member,
 - b) be qualified to be a director under section 44 of the Act,
 - c) consent to the nomination, in writing or in person,
 - d) be at arm's length within the meaning of the Income Tax Act from all directors and senior managers,
 - e) not be a member of parliament, member of the legislative assembly, councillor of a local government, member of a school board, and be at arm's length within the meaning of the Income Tax Act from any person who is,
 - f) not be employed in the news media, and be at arm's length within the meaning of the Income Tax Act from any person who is, and
 - g) consent to a criminal record check.
- 4) The Board must, not fewer than sixty days before the AGM:
- a) appoint a nominations committee made up of not fewer than three members,
 - b) set any dates and procedural requirements it deems necessary for nominations and elections, and
 - c) notify members, by means it deems effective, of the election and related matters.
- 5) A member of the nominations committee is not eligible to be nominated or elected in the election for which the nominations committee is appointed.
- 6) The nominations committee must:
- a) nominate, and solicit the nomination of, sufficient nominees to fill the number of positions available,
 - b) ensure that the candidates that it nominates are in all ways reasonably representative of the diversity of the citizens of the places in which the Society operates,
 - c) examine the qualifications of the nominees, and
 - d) report to the Board not fewer than 30 days before the AGM.

8) A nominee for election or re-election as a director must be nominated in writing by the nominations committee, or by 10% of the members who have the right to vote.

9) Nominations from the floor at the AGM are prohibited, unless the number of nominees is fewer than the number of vacancies to be filled.

10) An election must take place by secret ballot. Where the number of nominees is equal to or fewer than the number of positions to be filled, the nominees must be declared elected. If the positions have terms of different length, those nominees receiving the greater number of votes are elected to the longer terms of office.

11) In an election, each member has as many votes as there are positions to be filled. A voter must not cast more than one vote for a nominee.

12) A director who has been a director for six consecutive years immediately ceases to be a director, and is not eligible to be a director for two years.

6.4 A director ceases to be a director on:

- a) the end of the director's term of office, unless the director is re-elected,
- b) resigning in writing,
- c) ceasing to be a member in good standing,
- d) death,
- e) bylaw 6.3 (3) (d), (e), or (f), bylaw 6.3 (12), or bylaw 6.6 (2) applying,
- f) becoming unable to perform the duties of a director due to physical or mental disability, or
- g) failing to attend three meetings of the Board in one year.

6.5 No act or proceeding of the Board is invalid only by reason that there are fewer directors in office than the number required by bylaw 6.3.

6.6 1) The members may by special resolution remove a director before the expiration of the director's term of office, and elect a successor to complete the term of office.

2) The Board may remove a director from office by a resolution of which 75% of all the other directors are in favour.

6.7 The Board may appoint a member who is qualified under bylaw 6.3 to fill a vacancy that arises on the Board as a result of the resignation, removal, death or incapacity of a director during the director's term of office, for the balance of that director's term.

6.8 A director and a senior manager must comply with the provisions of the Act with regard with regard to disclosure and to conflicts of interest.

- 6.9** 1) A director must not become an employee of the Society within a period of one year after the date on which the person ceased to be a director.
- 2) An employee or contractor of the Society must not become a director within a period of one year after the date on which the person ceased to be an employee or contractor.

Part 7 - Proceedings of the Board

- 7.1** 1) The Board may meet together at the places it thinks fit to dispatch business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit.
- 2) Quorum at a meeting of the Board is a majority of directors then in office, but not fewer than five, present.
- 3) A meeting of the Board may be called by:
- a) the Chair, or
 - b) any three directors, or
 - c) resolution of the Board.
- 4) Notice of a meeting of the Board is sufficient if properly addressed to every director, and sent by ordinary mail, e-mail or fax. Notice of a meeting of the Board must be given not fewer than seven days before the meeting, unless notice is waived by all directors.
- 7.2** The Chair must chair each Board meeting. If the Chair is not present, able, or willing to be chair, the Vice-Chair must chair the meeting. If neither the Chair nor the Vice-Chair is present, able or willing to be chair, the directors who are present must elect one of the directors to chair the meeting.
- 7.3** When a meeting of the Board is held immediately following the election or appointment of a director or directors, it is not necessary to give notice of the meeting to the new directors for the meeting to be constituted, if a quorum is present.
- 7.4** A director may waive in writing notice of any meeting or meetings of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn:
- a) no notice of meetings of the Board need be sent to that director, and
 - b) all meetings of the Board, notice of which have not been given to that director are, if a quorum is present, deemed to be valid and effective.
- 7.5** 1) Except where otherwise required, a question arising at a meeting of the Board must be decided by a simple majority of the votes.
- 2) A resolution proposed at a meeting of the Board need not be seconded, and the chair of such a meeting may move or propose a resolution.
- 3) In the case of an equality of votes at a meeting of the Board, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the motion or resolution is defeated.

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

7.7 1) The Board may as it thinks fit delegate any, but not all, of its powers to committees, and appoint the members and chair of each committee, but at least one director must be a member of each committee.

2) A committee must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of its powers to the next meeting of the Board held after it has been done.

3) A person who is not a member of the Society may be a member of a committee.

4) The Chair has the right to notice of, to attend, and to speak at the meetings of all committees, and to vote at such meetings where given that right by the resolution establishing the committee.

7.8 1) The members of the Executive Committee are the Chair, Vice-Chair, Secretary, Treasurer, Chief Executive Officer and President, and such other persons as the Board may appoint to it.

2) Subject to the direction of the Board, the Executive Committee may manage, or supervise the management of, the affairs of the Society between Board meetings.

7.9 Subject to the Act and these bylaws, the Board may adopt rules of order, but if it does not do so then the most recent edition of Robert's Rules of Order must be used.

Part 8 – Officers

8.1 1) The Board must at its first meeting following the AGM elect from amongst the directors a Chair, a Vice-Chair, a Secretary, and a Treasurer, who are the elected officers, and who have a normal term of office ending at the adjournment of the next following AGM.

2) The offices of the Secretary and Treasurer may be combined in one officer, the Secretary-Treasurer.

3) The Board may:

a) dismiss an elected officer at any time, and elect another director to take that person's place, and

b) elect a director to take the place of an elected officer who has ceased to hold office for any reason.

4) A director who has been Chair, Vice-Chair, Secretary or Treasurer for two years immediately ceases to hold that office, and cannot be re-elected to that office for one year. A director who ceases to hold an office may be elected to another office.

5) An elected officer ceases to be an elected officer on:

- a) ceasing to be a director,
- b) bylaw 8.1 (4) applying,
- c) resigning in writing, or
- d) resolution of the Board.

6) The Board may appoint such other officers from amongst the directors as it deems necessary, and determine their titles, authority, and responsibilities.

8.2 The Chair must:

- a) chair all meetings of the Board and all general meetings, and
- b) supervise the other officers in the execution of their duties.

8.3 The Vice-Chair, in the Chair's absence or inability to act, must perform the duties of the Chair.

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

- a) issuing notices and taking minutes of general meetings and Board meetings,
- b) keeping the records and documents of the Society in accordance with the Act, including the register of members,
- c) conducting the correspondence of the Society, and
- d) filing the annual report and making any other filings with the Registrar under the Act.

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

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

- a) receiving and banking all monies received by the Society,
- b) keeping accounting records in respect of the Society's financial transactions,
- c) preparing the Society's financial statements, and
- d) making the Society's filings with respect to taxes.

8.7 1) The Board may appoint a Chief Executive Officer and President, who may also be titled the Executive Director or General Manager, and determine the remuneration and terms and conditions of employment of that person.

- 2) The Chief Executive Officer and President:
 - a) must be qualified under section 44 of the Act,
 - b) is an appointed officer and a senior manager within the meaning of the Act,
 - c) reports to the Board, and
 - d) may receive notice of, attend, and speak at, but not vote at, Board meetings.

Part 9 – Borrowing and Investment

9.1 The Society may by resolution of the Board borrow money, and issue bonds, debentures, notes or other evidence of debt obligations.

9.2 The Board must only invest the funds of the Society in investments in which a prudent investor might invest.

9.3 1) A member may without charge:

- a) inspect a record that the Society is required to keep pursuant to section 20 (1) of the Act, and
- b) inspect the portion of a record the Society is required to keep pursuant to section 20 (2)(a) or (b) of the Act that evidences a disclosure, by a director or senior manager, described in section 56 (3)(a) or (b) of the Act.

2) A member cannot inspect any other record of the Society except as permitted by resolution of the Board.

3) The Board may by resolution pursuant to section 25 (1) of the Act restrict a member's right to inspect the register of members.

4) A director may without charge inspect a record of the Society that the Society is required to keep pursuant to section 20 of the Act.

5) A person other than a member or director cannot inspect the records of the Society, except as required or permitted by resolution of the Board.

9.4 The Board must determine, by resolution, the:

- a) financial year of the Society, and
- b) signing officers of the Society, and their authority.

Part 10 – Auditor

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

10.2 At each AGM the Society may appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next AGM, and determine the terms of engagement of the auditor, including whether the auditor will perform an audit, a review engagement, or another form of review.

10.3 An auditor may be removed by ordinary resolution.

- 10.4** An auditor must be promptly informed in writing of appointment or removal.
- 10.5** The auditor may attend general meetings.
- 10.6** The Board must fill all vacancies arising in the office of auditor between AGMs.