

# **SOCIETIES ACT CONSTITUTION**

1. The name of the Society is Shelbourne Community Kitchen Society.
2. The purpose of the Society is to assist people struggling with food security by providing healthy food and creating community through a broadly supported neighbourhood centre that:
  - a. gathers small groups of people to prepare and share healthy meals together;
  - b. provides healthy food at no or low cost;
  - c. develops gardens where people work together as a community to grow food for themselves and others;
  - d. serves as a compassionate resource to guide people to other community, spiritual and social supports.

# **Bylaws of Shelbourne Community Kitchen Society (the "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.

"**Partner Organization**" means an organization that has signed the Memorandum of Understanding for the Shelbourne Community Kitchen Society.

### **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 — Membership**

### **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, comply with these Bylaws, and adhere to the code of conduct and the policies of the Society as approved by the Board from time to time.

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

2.4 The annual membership dues, if any, may be waived for a member at the discretion of the Board.

## **Member not in good standing**

**2.5** A member is not in good standing if the member:

- (a) 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, or
- (b) fails to comply with these bylaws, or
- (c) fails to adhere to the policies of the Society.

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

**2.6** 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**

**2.7** A member's membership in a society terminates when:

- (a) the member's term of membership, if any, expires,
- (b) the membership terminates in accordance with the bylaws,
- (c) the member resigns,
- (d) the member, in the case of an individual, dies or, in the case of a partnership or corporation, dissolves,
- (e) the member is not in good standing for 6 consecutive months, or
- (e) the member is expelled in accordance with 2.8 of these bylaws.

## **Expulsion of member**

**2.8** A member of the society may be expelled by special resolution.

**2.9** Before a member of the society is expelled, the society must:

- (a) send to the member written notice of the proposed expulsion, including reasons, and
- (b) give the member a reasonable opportunity to make representations to the society respecting the proposed discipline expulsion.

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

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

**3.1** A general meeting must be held at the time and place the Board determines.

(a) notice of the date, time and location of the meeting must be sent 14 days before the meeting, to every member of the society who has provided an email address to the society, by email to that email address, and

(b) be posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the society and is accessible to all of the members of the society.

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 the meeting.

### **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 chairperson,

(ii) the vice-chairperson, if the chairperson is unable to preside as the chair, or

(iii) one of the other directors present at the meeting, if both the Chairperson and vice-chairperson 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 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 5.

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

**3.8** 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 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**

**3.9** 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 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, 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.

## **Announcement of result**

**3.14** 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.

## **Proxy voting not permitted**

**3.15** Voting by proxy is not permitted.

## **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.

## **Part 4 — Directors**

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

**4.1** The Society must have no fewer than 3 and may have up to 11 directors.

### **Eligibility of Directors**

**4.2** Directors must be members of the Society.

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

**4.3** Each Partner Organization may nominate one person to be a director.

**4.4** Up to 50 percent of the directors may be nominated and elected from the membership at large.

**4.5** If a Partner Organization does not nominate one person to be a director, that position may be filled by a director nominated and elected from the membership at large, in accordance with 4.4 of these bylaws.

**4.6** A director so elected holds office only until the conclusion of the next annual general meeting of the Society.

**4.7** At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

**4.8** Director positions are to have a term of 2 years.

**4.9** Directors may serve up to 3 consecutive terms.

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

**4.10** 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.

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

**4.11** A director so appointed holds office only until the conclusion of the next annual general meeting of the Society, but is eligible for re-election at the meeting.

### **Part 5 — Directors' Meetings**

#### **Calling directors' meeting**

**5.1** A directors' meeting may be called by the chairperson or by any 2 other directors.

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

**5.2** At least 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.

**5.5** The directors may pass a resolution by way of an email vote. The results of an email vote shall be read into the minutes of the next regular meeting of the directors.

#### **Quorum of directors**

**5.6** 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** At the first directors meeting following the Annual General Meeting, directors must be elected or appointed to the following Board positions, and a director, other than the chairperson, may hold more than one position:

- (a) chairperson;
- (b) vice-chairperson;
- (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 chairperson**

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

### **Role of vice-chairperson**

**6.4** The vice-chairperson is the vice-chair of the Board and is responsible for carrying out the duties of the chairperson if the chairperson 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.

## **Recording secretary**

**6.6** The directors may appoint a person, who need not be a director, as recording secretary to assist the secretary in performance of the secretary's duties.

## **Absence of secretary from meeting**

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

## **Role of treasurer**

**6.8** 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.

## **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 chairperson, together with one other director,
- (b) if the chairperson is unable to provide a signature, by the vice-chairperson together with one other director,
- (c) if the chairperson and vice-chairperson 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 — Former Constitutional Provisions**

**8.1** The Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its purpose. This was a previously unalterable clause in the Society's constitution.

**8.2** In the event of dissolution or winding-up of the Society any remaining assets of the Society, after payment of its liabilities, shall be transferred to another charitable organization in the Greater Victoria area whose purpose is similar to that of the Shelbourne Community Kitchen Society. This was a previously unalterable clause in the Society's constitution.

**8.3** Clauses 3 and 4 of this constitution, including this clause, are unalterable. This was a previously unalterable clause in the Society's constitution.