



Shelbourne Community Kitchen Constitution & Bylaws

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SHELBOURNE COMMUNITY KITCHEN SOCIETY 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 center that:
 - a. gathers small groups of people to prepare and share healthy meals together;
 - a. provides healthy food at no or low cost;
 - b. develops gardens where people work together as a community to grow food for themselves and others;
 - c. 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 Interpretations

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, will prevail.

Part 2 — Membership

2.1 A person who applies to the Board for membership in the Society and who agrees to support the purpose, the bylaws and policies of the Society, becomes a member at the time of the Board's acceptance of that application.

2.2 Annual membership dues shall be determined by the Board.

2.3 To vote at a meeting of the Society, a person must have been a member of the Society for at least thirty (30) days prior to the date of the meeting.

Member Records

2.4 A member of a society may, without charge, inspect a record the Society is required to keep under the following sections of the Act: 20 (1) [*Records to be kept*], 24 [*Inspection of Records*] and 25 [*Inspection of register of members may be restricted*].

Termination of membership

2.5 (1) A member's membership in the Society terminates when:

- a. the member's term of membership, if any, expires,
- b. the membership terminates in accordance with the bylaws (see 2.6, 2.7),
- c. the member resigns,
- d. the member dies or, in the case of a partnership or corporation, dissolves,
- e. the member has been inactive for 2 years,
- f. the member is expelled in accordance with 2.8 of these bylaws.

(2) Unless the bylaws provide otherwise, the rights of a person as a member of a society, including any rights in the property of the society, cease to exist when the person's membership in the society terminates.

Member not in good standing

2.6 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
- a. fails to comply with these bylaws, or
- b. fails to adhere to the policies of the Society, or
- c. fails to act in the best interests of the Society, including failure to act in accordance with the member code of conduct.

2.7 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.

Discipline or Expulsion of a member

2.8 A member of the Society may be expelled by special resolution (a resolution passed at a general meeting by at least two-thirds of the voting members).

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

- a. send a notice of special resolution for discipline or expulsion accompanied by a brief statement of the reasons for the proposed expulsion and
- a. give the member a reasonable opportunity to make representations to the society respecting the proposed discipline or expulsion before the special resolution is put to a vote at a general meeting.

Part 3 — General Meetings

The board of directors of a society may at any time call a general meeting. An Annual General Meeting (AGM) shall be held once in every calendar year and not more than 15 months after the date of adjournment of the last preceding AGM at a time and place the Board determines.

Notice of general meeting

3.1 Notice of the date, time and location of the meeting must be:

- a. sent by email, to every member of the Society who has provided an email address at least 14 days and not more than 60 days before the meeting,
- 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 members of the Society,

3.2 If an in-person meeting is not feasible for the size of the membership or for other extenuating circumstances, a general meeting may be conducted virtually and for which instructions regarding attendance and participation, including voting, will be provided at the time of notice for that meeting. (Over 250 members is considered a threshold in the Act.) If a general meeting is a virtual meeting, the Society must permit and facilitate participation in the meeting by telephone or other communications means.

3.3 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

3.4 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 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

3.5 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.

3.6 Members may propose a motion for consideration at an Annual General Meeting sending written notice of that resolution no less than 7 days prior to that AGM and with signatures of at least 25 active members.

3.7 A general meeting, other than an AGM, called to handle a special resolution, must only deal with that special business item and no other business.

Chair of general meeting

3.8 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, or
 - (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.

- (iv) If there is no individual entitled under these Bylaws who is able to preside as the chairperson 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 for general meetings

3.9 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.

3.10 The quorum for the transaction of business at a general meeting is 20.

3.11 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.

3.12 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 of a general meeting

3.13 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.

3.14 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 a general meeting

3.15 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,
 - (iv) appoint an independent auditor, if any;
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect directors, and
- 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.

Voting at a general meeting

3.16 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.

3.17 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.

3.18 Voting by proxy is not permitted.

Resolutions: ordinary and special

3.19 A matter to be decided at a general meeting must be decided by ordinary resolution.

3.20 A matter of special resolution, as required by the Act or these Bylaws, must have two-thirds (2/3) majority to pass. E.g. (a change to bylaws, expulsion of member, real estate).

Part 4 — Board of Directors

Number and Eligibility

4.1 The Society shall have no fewer than 7 and may have up to 11 directors.

4.2 Directors must be members of the Society. Directors may not be employed by the Society.

4.3 To become a director of the Society, an individual must be elected or appointed to that office in accordance with the bylaws.

4.4 To be qualified to become a Director of the Society, a person must be 18 years of age or older and not have been found by any court to be incapable of managing their own affairs, or convicted of an offence in connection with the promotion, formation or management of a corporation or an unincorporated entity or convicted of an offence involving fraud or is an undischarged bankrupt.

4.5 All Directors shall submit to a Criminal Record Check prior to assuming their duties.

4.6 Persons elected or appointed (see 4.11 and 4.12) as a director must give written consent or be present at a general meeting where they accept election or appointment.

4.7 Directors shall act in accordance with the purposes, bylaws, policies and procedures of the Society and in accordance with the Act.

4.8 A Director who is absent without valid reason for three (3) consecutive meetings of the Board, disqualifies himself/herself from the Board.

4.9 Directors may not be remunerated in any capacity; however, directors may be reimbursed for necessary, reasonable and receipted expenses incurred while acting on behalf of the Society.

4.10 Directors and senior managers shall disclose to the Board all material interests in matters that might conflict with their duties with the society. Such a disclosure must be evidenced in the minutes of the Board meeting or in written notice to the Society.

Election or appointment of directors

4.11 At each annual general meeting, the members in good standing must elect directors of the Board whose eligibility has been verified by the Nominations Committee. Active Partner organizations, stakeholders and members may recommend a representative to the Nominations Committee in order to determine the nominee's eligibility prior to the AGM.

Vacancy on the Board

4.12 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. A director so appointed holds office only until the conclusion of the next annual general meeting of the Society, but is eligible for election at that meeting. The dates of the term will be noted in the minutes of the annual general meeting.

Term of Office

4.13 Director positions are to have a term of 2 years, with half of the directors elected in even years and half in odd years. Term of office expires at the close of the next annual general meeting after the director's designation, election.

4.14 Directors may serve up to 3 consecutive terms. Former directors may stand for election after one (1) year off the board.

Meetings of the Board

4.15 The Board of Directors shall meet at least quarterly at such a time as may be determined by the Board. Special meetings of the Board may be called by the Chairperson, by a vote of the executive or by written request to the Chairperson from at least 50% of the Board. In all cases reasonable effort must be given to allow all directors to be involved.

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

4.17 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

4.18 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.

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

4.20 A Board member, the Program Director or the Acting Program Director may request the Chairperson to act on business which cannot be postponed until the next scheduled meeting of the Board and which may be conducted by electronic voting or email. The results of an email vote shall be read into the minutes of the next regular meeting of the directors.

Authority of the Board

4.21 The Board of Directors shall have the governance and oversight of the affairs of the Society and shall possess the same powers as the Society at duly called meetings of the Board.

4.22 The Board may make such rules and regulations as it may deem necessary and expedient to carry out the purposes and objectives of the Society and may repeal, amend or re-enact any policies and procedures that may serve that purpose.

4.23 The Board shall, at the Annual General Meeting, recommend an independent auditor to the AGM who will provide an annual review or audit of the accounts of the Society that shall be presented to the following AGM.

4.24 The Board may invest or re-invest funds and monies in any securities or investments in which a trustee may, according to the current laws, invest.

4.25 The Board may authorize the Officers (Executive) to act in its stead between meetings or during such period as may be determined in advance by the Board.

4.26 The Society is not obligated to accept any donation, gift, bequest or device that it does not wish to accept, or that is subject to any term or condition that, in the opinion of the Board, is contrary to the objectives and purposes of the Society.

4.27 The Board may, within reason and from time to time, determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society may be open to inspection by members of the Society or members of the general public.

4.28 If the directors deem it necessary for the Society or its members, they may restrict access to the register of members through a directors' resolution if the directors are of the opinion that the inspection would be harmful to the Society or to the interests of one or more of its members. (Section 25 of the Societies Act)

4.29 The records and books of account shall be kept at such a place as the Board deems fit as long as the records are in the Province of British Columbia. If the records are in electronic form, the Society must provide a computer for inspection of the records. (Section 22 of Societies Act)

4.30 The Society may borrow money at any time for any consideration that the directors may determine with a resolution. A two-thirds (2/3) vote of the entire number of directors is required to borrow money. Fractions are rounded up in calculating two-thirds of the number of directors.

4.31 The Society must have a statement of directors and registered office that sets out the full names and addresses of the directors of the Society.

Removal of directors

4.32 (1) A director of a society may be removed from office

- a. by special resolution, despite any provision of the bylaws, or
- b. without limiting paragraph (a), by the method, if any, provided for in the bylaws.

(2) Unless the bylaws provide otherwise, if a director is removed from office under subsection (1), an individual may be elected or appointed, by ordinary resolution, to serve as director for the balance of the term of the removed director.

Part 5— Officers of the Board

5.1 At the first directors' meeting following the Annual General Meeting, officers shall be elected or appointed to the following Board positions for a term of one year, and shall constitute the Executive of the Society. A director, other than the chairperson, may hold more than one position:

- a. chairperson,
- b. vice-chairperson,
- c. secretary,
- d. treasurer.

Role of chairperson

5.2 The chairperson is the chair of the Board and is responsible for presiding at meetings of the Board and performing such duties as are inherent in the office of chairperson. The Chairperson is the ex-officio member of all committees of the Board.

Role of vice-chairperson

5.3 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

5.4 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

5.5 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

5.6 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

5.7 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, monitoring the expenditure of funds and making sure that financial affairs of the Society are handled with efficiency,
- b. keeping accounting records in respect of the Society's financial transactions,
- c. preparing the Society's financial statements and an annual budget,
- d. making the Society's filings respecting taxes,
- e. reporting in writing to the regular meeting of the Board of Directors and annually to the Annual General Meeting.

Part 6 Signing Authority

6.1 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 7 – Indemnity and Protection

7.1 Subject to the Societies Act, every director of the Society shall be deemed to have assumed office on the express understanding and agreement that every director shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society from and against all costs, charges and expenses whatsoever which such director sustains or incurs with respect to any action, suit or proceeding which is brought, commenced or prosecuted against him/her or in respect of any act or deed done or permitted by him/her or any other director or directors in or about the execution of the duties of his/her office and also from all other costs, charges and expenses which he/she sustains in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect, default or unlawful activity.

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.

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.

8.3 Clauses 8.1 and 8.2 above of this constitution, were previously unalterable.

Part 9 – Amendment of By-laws

9.1 These bylaws may be amended at any duly called general meeting of the Society provided that the proposed amendment has been circulated in writing with the announcement of the meeting as per the rules of general meetings and that such amendment is passed by a special resolution.