

# Habitat for Humanity Sunshine Coast Bylaws

## 1. DEFINITIONS

1.1 In these Bylaws, unless the context otherwise requires:

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

“Bylaws” means these Bylaws as altered from time to time;

“Directors” or “Board” means individuals who have been designated, elected or appointed as members of the Board of Directors of the Society; and

“Member” is any individual admitted into membership by the Directors;

“Society” means “Habitat for Humanity Sunshine Coast”;

1.2 The definitions in the Act apply to these bylaws.

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.

## 2. MEMBERSHIP

2.1 A person may apply to the Directors for membership in the Society and, after having received approval from the Board secretary or designate, become a Member.

2.2 Each Member must provide the Society with his or her mailing address and, if available, email address and advise the Society in writing of any change thereof.

2.3 All Members must:

(a) be aged 19 or older.

(b) uphold the constitution of the Society and comply with these Bylaws.

2.4 The amount of the membership fee, if any, shall be determined by the Board.

2.5 A person ceases to be a Member:

(a) by delivering his or her resignation in writing to the Society;

(b) on his or her death or, in the case of a corporation, society or association, on dissolution;

(c) on being expelled as outlined in section 2.6; or

(d) on having been a Member not in good standing for six consecutive months.

2.6 Any Member may be expelled by a motion passed by two-thirds of the Directors. The Member who is the subject of the proposed expulsion will be provided with written notice of the proposed expulsion and be given an opportunity to be heard by the Directors before the motion is put to a vote.

2.7 A Member who has failed to pay his or her current membership fee if any, or any other subscription or debt due and owing to the Society, is not in good standing for as long as his or her membership fee or

other debt remains unpaid. A Member not in good standing may not vote.

### **3. GENERAL MEETINGS OF MEMBERS**

- 3.1 Unless at any general meeting all the Members unanimously agree otherwise, Robert's Rules of Order apply.
- 3.2 General meetings of the Society must be held at such time and place that the Directors may decide. The Board of Directors shall call a general meeting on written request of not less than 20% of the members.
- 3.3 The Chair of the Society, the vice Chair or, in the absence of both, one of the other Directors present, shall preside as chair of a general meeting.
- 3.4 A resolution proposed at a general meeting shall be advisory to the Board.

#### **Notice**

- 3.5 Notice of a general meeting must specify the place, day and hour of the meeting and, in the case of a special resolution, the text of the resolution. Notice must be given to each Member not less than 14 days before the meeting.
- 3.6 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the Members entitled to receive notice does not invalidate proceedings at that meeting.

#### **Quorum**

- 3.7 At any general meeting a quorum is seven Members or 20% of the voting membership, whichever is greater.
- 3.8 If within 30 minutes of the time appointed for a general meeting a quorum is not present, the meeting, if convened upon a requisition of the Members, must be dissolved.
- 3.9 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 when a quorum is not present.
- 3.10 If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present.
- 3.11 The chair may, with the consent of a majority of the Members present at any general meeting where a quorum is in attendance, adjourn the meeting from time to time and from place to place, however unfinished business must be carried over to the next meeting.

#### **Voting**

- 3.12 At any general meeting:
  - (a) any Member in good standing who is present is entitled to one vote. No Member is entitled to more than one vote;
  - (b) a resolution put to a vote must be decided by a show of hands or by ballot, and;
  - (c) a declaration by the chair that a resolution has been carried, or carried unanimously, and an entry to that effect in the minutes of the Society is conclusive evidence of the passing of the resolution.

3.13 Voting by proxy is not permitted.

#### **Annual general meeting**

3.15 The annual general meeting of the Society must be held within the first six months of the calendar year.

3.16 The order of business at all annual general meetings is as follows:

- (a) meeting called to order;
- (b) determine that there is a quorum present;
- (c) approve the agenda;
- (d) approve the minutes of the last general meeting;
- (e) deal with business arising out of the last meeting minutes;
- (f) receive the Chair's report;
- (g) receive the CEO's report, if any;
- (h) receive the directors' report on the financial statements of the Society for the previous financial year and the auditor's report on those statements;
- (i) receive any other reports of directors' activities and decisions since the previous annual general meeting;
- (j) appoint an auditor;
- (k) receive a report on the election and appointment of Directors;
- (l) deal with new business;
- (m) terminate the meeting.

#### **4. DIRECTORS**

4.1 The number of Directors is nine. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

4.2 The term of office of newly appointed Directors shall commence at the annual general meeting and normally be for three years, however, the Directors may determine that some or all vacant directors' position shall have a term of a period less than three years, the length of such term to be determined by the Directors.

4.3 Subject to the Act and the constitution and bylaws of the Society, the Directors:

- (a) shall manage, or supervise the management of, the activities and internal affairs of the Society, which includes authorizing an annual budget, developing policies that guide the governance and operations of the Society, and taking all necessary steps to ensure the objectives of the Society are carried out and to promote its best interest; and
- (b) may exercise all of the powers of the Society.

4.4 The Directors shall ensure compliance by the Society with the standards set by Habitat for Humanity Canada.

4.5 A rule, made by the Society in a general meeting, does not invalidate a prior act of the Directors that would have been valid if that rule had not been made.

4.6 A Director must be a Member of the Society.

4.7 The Directors may be reimbursed for reasonable expenses incurred in connection with the business of the Society, but otherwise no remuneration is to be paid to any Director.

## **Election**

- 4.8 The Board shall appoint a Board Development Committee and define its terms of reference which shall include the preparation of a slate of candidates for the Board, making recommendations to the Board on the replacement of Board Directors in the instance of a vacancy, providing Board education and training, and assessing Board performance.

In advance of the annual general meeting the Board Development Committee will issue a call for nominations for vacant positions on the Board. In the instance that there are more nominees for available Director positions the Secretary will conduct an election. The results of the election will be reported to the annual general meeting.

The Board may also appoint Directors to fill vacancies between annual general meetings. The term of such an appointee is deemed to commence at the next annual general meeting.

- 4.9 A Director must:
- (a) be ordinarily resident in British Columbia and either living full or part time on the Sunshine Coast;
  - (b) not have been found by any court to be incapable of managing his or her own affairs;
  - (c) not be an undischarged bankrupt; and
  - (d) have no unpardoned convictions involving fraud in the past five years.
- 4.10 A Director ceases to be a Director if that person:
- (a) resigns his or her position by delivering written notice to the Society with resignation effective immediately;
  - (b) ceases to be a Member;
  - (c) has been removed from office by special resolution;
  - (d) has served two consecutive full three year terms;
  - (e) becomes bankrupt;
  - (f) is declared incapable by any court of managing his or her affairs;
  - (g) is convicted of fraud or an indictable offence; or
  - (h) does not attend three consecutive properly called meetings of the Board without reasonable cause.
- 4.11 A Member who has held office as a Director for two consecutive full three-year terms may not seek election again as a Director until after a one-year absence from the Board.

## **5. MEETINGS OF DIRECTORS**

- 5.1 Unless all the Directors unanimously agree otherwise, Robert's Rules of Order apply to all Board meetings.
- 5.2 The Directors may regulate their meetings and proceedings, at such places and times as they think fit for the dispatch of business.
- 5.3 The Chair or, in the absence of the Chair, the vice Chair, must preside as chair of Directors' meetings. In the absence of both the Chair and the vice Chair, the Directors present must choose one of their number to be the chair at that meeting.
- 5.4 A majority of Directors is a quorum for the transaction of business and unless a quorum of Directors is present, no business may be transacted.
- 5.5 The Directors may hold meetings by telephone or other communication medium if all Directors participating in the meeting are able to communicate with each other.

- 5.6 Any act done at any meeting of Directors, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Directors or that any of them were disqualified, is as valid as if every such person had been duly appointed and was qualified to be a Director.

### **Notice**

- 5.7 Notice of any meeting of the Directors must be given to each Director not less than seven days before the meeting is to take place.
- 5.8 A meeting of Directors may be held at any time without formal notice if:
- (a) all Directors are present at the meeting; or
  - (b) all Directors, whether present or absent from the meeting, have provided a waiver of notice or have signified their consent in writing to the meeting being held in their absence.
- 5.9 No error or omission in giving notice of a meeting of Directors invalidates the meeting or invalidates or makes void any proceedings taken or had at such meeting.
- 5.10 A Director may send or deliver to the Society a waiver of notice of any meeting of the Directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn a notice of meeting of Directors is not required to be sent to that Director.

### **Voting**

- 5.11 In the case of an equality of votes, the motion is considered lost because a majority was not obtained.
- 5.12 While the chair has a right to vote, the chair is not obligated to vote on any motion. In the event of an equality of votes, the chair may cast the deciding vote.

### **Conflict of interest**

- 5.13 A Director who has a direct or indirect conflict of interest must:
- (a) disclose to the Board the nature and extent of the conflict of interest in writing or in the minutes of a meeting of Directors; and
  - (b) abstain from voting on any matter involving the conflict of interest.
- 5.14 A Director with a direct or indirect conflict of interest must leave a Directors meeting when:
- (a) the contract, transaction or matter is being discussed, unless asked to be present in order to provide information; and
  - (b) when the other Directors are voting on the interest.

## **6. COMMITTEES OF THE BOARD**

- 6.1 The Board may from time to time establish a committee of the Board, as it deems necessary or appropriate for such purposes and with such powers as the Board sees fit. The Board must maintain a list of each committee, its duties and terms of reference. The Board may also appoint individual participants to a committee by a motion passed by the majority of the Directors.
- 6.2 The chair of each committee may appoint individual participants to the committee who need not be Directors or Members.
- 6.3 The Board may dissolve any committee of the Board or remove any individual participant of a committee of the Board, by a motion passed by the majority of the Directors.
- 6.4 Any such committee may formulate its own rules of procedure, subject to such rules or directions as the Board may make from time to time.
- 6.5 Unless appointed by the Board, each committee must elect or appoint a chair.
- 6.6 Each committee chair must ensure that a report on the work of their committee is presented to the Directors at intervals determined by the Board. The committee chair may also receive direction and guidance from the Board and shall seek Board approval of actions proposed by the committee.

## **7. OFFICERS**

- 7.1 Directors must be elected or appointed to the following officer positions, and a Director, other than the chair, may hold more than one position:
  - (a) chair;
  - (b) vice chair;
  - (c) secretary;
  - (d) treasurer

In addition, the Chief Executive Officer will be an officer of the Society.

- 7.3 The chair must:
  - (a) preside at all meetings of the Society and of the Directors; and
  - (b) supervise other Officers in the execution of their duties.
- 7.4 In the absence of the chair, his or her death, or inability or refusal to act, the vice chair must carry out the duties of the chair. The vice chair will also undertake such duties as from time to time may be prescribed by the chair or the Directors.
- 7.5 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;
  - (d) filing the annual report of the Society and making any other filings with the registrar;
  - (c) providing any other information concerning the Society requested by the registrar; and
  - (d) ensuring that the register of Members of the Society is maintained.

- 7.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.
- 7.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:
- (a) ensuring that the financial records, including books of account, are kept at the mailing address of the Society;
  - (b) ensuring that financial statements to the Directors, Members and others are rendered when required; and
  - (c) ensuring that the financial statements include a balance sheet, statement of income and expenditures, and a statement concerning the details of various investments and debt, if any, made by or on behalf of the Society.
- 7.8 A meeting of Directors must be held on the same day immediately following the annual general meeting to elect the officers, and those officers will hold office until the next annual general meeting. An officer is eligible for re-election to the office he or she held or to another office.
- 7.9 When an officer position is vacated, the Directors must elect a replacement officer at a meeting of Directors.
- 7.10 An officer ceases to be an officer if that person:
- (a) resigns his or her office by delivering a notice in writing to the Society;
  - (b) ceases to be a Member or Director; or
  - (c) is removed by a motion passed by the majority of Directors.

## **8. CHIEF EXECUTIVE OFFICER**

- 8.1 The Directors may appoint a Chief Executive Officer (“CEO”) and delegate to the CEO the responsibility and authority to manage the affairs of the Society in accordance with the policies passed by the Board.
- 8.2 The Directors shall set responsibilities and remuneration for the CEO and, annually, shall review his or her performance and compensation.
- 8.3 The CEO will serve as ex-officio, non-voting Member of the Board.

## **9. BANKING AND FINANCES**

- 9.1 The Directors must administer the funds and property of the Society and must designate the place at which the bank account or accounts of the Society are to be kept. The bank account or accounts must be maintained at a Canadian chartered bank insured with the Canadian Deposit Insurance Corporation or a credit union insured under the British Columbia Credit Union Deposit Insurance Corporation.
- 9.2 In order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, including by the issue of debentures pursuant to the Act.
- 9.3 The following are signing authorities of the Board:

the chair;  
the vice chair;  
the treasurer;  
the secretary

9.4 A contract or other record to be signed by the Society shall be signed on behalf of the Society

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

9.5 Financial instruments to be signed by the Society shall be signed on behalf of the Society

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

## **10. FISCAL YEAR AND AUDITORS**

10.1 The fiscal year of the Society must end on December 31 each year or such other period as the Board may decide.

10.2 The Society must have an auditor who is independent of the Society.

10.3 At least 14 days prior to the annual general meeting, each Member must be sent copies of the financial statements and the auditor's report.

10.4 An auditor must be appointed at the annual general meeting, by ordinary resolution, to hold office until the next annual general meeting.

## **11. LIMIT OF LIABILITY AND INDEMNITY OF THE DIRECTORS**

11.1 Subject to the provision of the Societies Act, each director or officer of the Society shall be indemnified by the Society against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been an officer or director of the Society, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duty as an officer or director. 'Derelict' shall mean grossly negligent, criminally negligent or intentionally engaged in tortious conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Society.

11.2 Subject to the provisions of the Societies Act the Board is authorized from time to time to give indemnities to any director or other person who has undertaken or is about to undertake any liability on behalf of the Society or any society or corporation controlled by it, and to secure such director or other person against loss by mortgage and charge on the whole or any part of the real and personal property of

the Society by way of security, and any action from time to time taken by the directors under this bylaw shall not require approval or confirmation by the members.

- 11.3 Subject to the provision of the Societies Act, no director or officer for the time being of the Society shall be liable for the acts, neglects or defaults of any other directors or officers of the society for joining in any receipt or act for conformity or for any loss, damage or expense happening to the society through the insufficiency or deficiency of title to any property acquired by order of the directors for or on behalf of the society, or, for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the society shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any funds or property of the Society shall be lodged or deposited, or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto, unless all or any of the same shall happen by or through the willful act, default or neglect of such director or officer.
- 11.4 The Society shall, to the full extent permitted by the Societies Act, indemnify and hold harmless, every person heretofore, now or hereafter serving as a director or officer of the Society and his or her heirs and legal representatives.
- 11.5 Expenses incurred with respect to any claim, action, quit or proceeding may be advanced by the Society prior to the final disposition thereof in the discretion of the Board and upon receipt of an undertaking satisfactory, in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that he or she is entitled to indemnification hereunder.
- 11.6 The Society shall apply to the Court for any approval of the Court which may be required to make the indemnities herein effective and enforceable. Each director and officer of the Society on being elected or appointed shall be deemed to have contracted with the Society upon the terms of the foregoing indemnities. Such indemnities shall continue in effect with regard to actions arising out of the term each director or officer held such office notwithstanding that he or she no longer continues to hold such office.
- 11.7 The failure of a director or officer of the Society to comply with the provisions of Societies Act or of the constitution or these bylaws shall not invalidate any indemnity to which he or she is entitled under this Part.
- 11.8 The Society will purchase and maintain insurance for the benefit of any or all directors or officers against personal liability incurred by any such person as a director or officer.

## **12. GENERAL**

- 12.1 These bylaws must not be altered or added to except by special resolution.
- 12.2 The seal must be kept at the Registered Address of the Society.
- 12.3 No Member is liable, in his or her individual capacity, for any debts or liabilities of the Society.
- 12.4 The activities of the Society shall be carried on without purpose of gain for its Members and no part of any income or assets of the Society shall be payable to or otherwise available for the personal benefit of Members thereof, and any profits or other accretions to the Society shall be used in promoting its purposes.
- 12.5 Upon the winding-up or dissolution of the Society, the funds and property remaining after the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution, including the remuneration of a liquidator, and after payment to employees of the Society of any arrears of salaries and wages, and after payment of any debts of the Society, shall be distributed to the Habitat for Humanity (Canada) Inc. if it is then a registered charitable organization. If Habitat for Humanity (Canada) Inc. is not

then so registered, the funds and property of the Society shall be distributed:

- a. to qualified donees allowed under the Income Tax Act as shall be designated by the Board; and
- b. where any of such funds or property remaining were originally received for specific purposes it shall, whenever possible, be distributed to qualified donees carrying on work of a similar nature in furtherance of that specific purpose.