



## CONSTITUTION

BC Society • Societies Act

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NAME OF SOCIETY: **COWICHAN VALLEY BASKET SOCIETY**

Incorporation Number: S0036387

Business Number: 83411 3144 BC0001

Filed Date and Time: October 29, 2018 12:00 PM Pacific Time

The name of the Society is COWICHAN VALLEY BASKET SOCIETY

The purposes of the Society are:

to engage in activities responsive to the relief of poverty by addressing the physical, social and spiritual needs of those who require help.





**T.K. SPARKS**

## **Bylaws of The Cowichan Valley Basket Society**

**Amended by Special Resolution of the Membership on 3 December 2024**

### **Part 1 — Definitions and Interpretation**

1.1 In these bylaws, unless the context otherwise requires:

“AGM” means Annual General Meeting;

“Board” means the collective body of the directors of the society at any given time;

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

“**CVBS**” means Cowichan Valley Basket Society;

“Directors” means those members of the society that are appointed or elected to the Board.

“Electronic Means” means any system or combination of systems, including telephonic, electronic, computer or web-based technology or communication facility, that permits all participants to communicate with each other and otherwise participate in the proceeding adequately, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location.

“registered address” of a member means the member’s address and/or email address as recorded in the register of members;

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

“Society” means the CVBS unless stated otherwise;

“sustaining organizations” those churches, service clubs or other organizations who have committed to support the CVBS and are permitted to appoint a representative to the Board.

1.2 The definitions in the *Societies Act* on the date these bylaws become effective 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.

1.4 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

## **Part 2 — Membership**

2.1 A person may apply to the Board for membership in the Society and on acceptance by the Board is a member. Upon acceptance, membership will be for an indefinite period or until ceased as described in paragraph 2.5.

2.2 There shall be two classes of membership:

- (a) individual members, and
- (b) organizational members consisting of one representative of each sustaining organization.

2.3 Every member must uphold the constitution of the Society and comply with these bylaws and the policies adopted by the board from time to time. Further, a member must not hinder the purposes, aims and goals of the Society.

2.4 The amount of the annual membership dues must be determined by the Board.

2.5 A person ceases to be a member of the society:

- (a) if he does not re-confirm his or her membership on an annual basis in response to notification of the date for the AGM of the Society, A twelve month grace period will apply during which a person may re-confirm his membership,
- (b) by delivering his resignation in writing to the secretary of the society, by mailing or delivering it to the address of the society or by emailing it to the email address of the Society,
- (c) on his death or, in the case of an organization, on dissolution, or
- (d) on being expelled from the Society.

2.6 A member may be expelled by a special resolution of the members passed at a general meeting for conduct or actions which, in the reasonable opinion of the Board, are contrary to paragraph 2.3 or are likely to endanger the reputation or hinder the interests of the Society. A recommendation for expulsion must be preceded by an appropriate investigation or review of a member's conduct or actions and the notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion. The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote. If

expulsion is determined, the Board may specify what restrictions, if any, exist in relation to re-application for membership. The Board may establish additional policies and procedures in relation to disciplinary matters and investigations.

2.7 The Society will maintain an up-to-date list of all current members of the society including email addresses (mailing address if email is not available).

### **Part 3 — Meetings of Members**

3.1 General meetings of the society must be held, in accordance with the *Societies Act*, at the time and place that the Board decides.

3.2 Every general meeting, other than an AGM, is an extraordinary general meeting.

3.3 The Board may, when they think fit, convene an extraordinary general meeting.

3.4 Notice of a general meeting must specify the place, day and hour of the meeting and, in case of special business, the general nature of that business. 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.

3.5 An AGM must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

### **Part 4 — Proceedings at General Meetings**

4.1 The following business is normally required to be conducted at the AGM of the Society:

- (a) the adoption of agenda;
- (b) the approval of the previous AGM minutes;
- (c) the consideration of the financial statements of the Society as presented at the meeting
- (d) the approval of the annual budget for the next year;
- (e) the reports of the Board;
- (f) the report of the auditor, if any;
- (g) the election of new Independent Directors, the identification of previously elected Independent Directors who have consented to

continue and the identification of Organizational Directors appointed by sustaining organizations;

- (h) the appointment of the auditor, if required; and
- (i) any other business that, under these bylaws, ought to be conducted at an AGM, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

4.2 Special business is all business conducted at an extraordinary general meeting except for the adoption of the agenda and any business at an AGM that is not contained within items listed above in paragraph 4.1.

4.3 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. 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 or until the meeting is adjourned or terminated. A quorum will be declared when 6 Directors and 6 individual members are present.

4.4 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

4.5 Subject to bylaw 4.6, the Chairperson of the Board, the Vice Chairperson or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.

4.6 If at a general meeting:

- (a) there is no Chairperson, Vice-chairperson or other director present within 15 minutes after the time appointed for holding the meeting, or
- (b) the Chairperson and all the other directors present are unwilling to act as the chair,

the members present must choose one of their number to be the chair.

4.7 A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.8 When a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

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

4.10 A resolution proposed at a meeting must be seconded, and the chair of a meeting may move or propose a resolution. In the case of a tie vote, the chair does not have a deciding or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.

4.11 Questions and ordinary resolutions arising at a meeting of the Society must be decided by a majority of votes. A member present at a meeting of members is entitled to one vote. Voting is by show of hands or by Electronic Means at the discretion of the Board. Voting by proxy is not permitted.

4.12 A sustaining organization may vote through its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.

4.13 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 5 — Directors and Officers**

5.1 There will be two types of Directors:

- (a) Independent Directors - directors who are individual members and who have been nominated and elected to be a director of the society; and
- (b) Organizational Directors - directors who are the appointed representative of a sustaining organization.

5.2 Independent Directors will serve for a term of two years (except as in paragraph 5.3). Those who wish to continue in that role after the end of their term will acknowledge their intention to continue. The society membership may then elect them for another term by ratification at the AGM. Independent Directors can serve a maximum of three consecutive terms on the Board. After three consecutive terms Independent Directors cannot hold office until after one year has passed.

5.3 The terms of Independent Directors may be staggered so that approximately half of their terms expire annually. To ensure that an appropriate number of Independent Director terms expire annually, the Board may recommend that membership elect some Independent Directors for a one-year term. Subsequent

terms for Independent Directors will be for two years up to a maximum of three (3) consecutive terms as stated in paragraph 5.2.

5.4 Openings on the board (if any) for new Independent Directors will be advertised to the membership prior to an AGM. A prospective candidate must have been a member of the society for a minimum six months, or an active volunteer for one year, and must apply for consideration.

5.5 Applications for new Independent Directors will be reviewed by a nominating committee convened prior to the AGM where elections will occur. The nominating committee will consist of, as a minimum, one officer, one Independent Director and one Organizational Director. Those candidates found qualified to serve as an Independent Director will be presented for election by the members at the AGM. The election may be by acclamation; otherwise it must be by paper ballot. The number of Independent Directors will not exceed a maximum of eight.

5.6 All sustaining organizations may appoint one Organizational Director as a representative of their organization. It would be beneficial for the representative to be already familiar with the purpose and operations of the CVBS.

5.7 A director must not be remunerated for being or acting as a director or must not receive or be entitled to receive remuneration from the Society under contracts of employment. However, a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

5.8 An individual will cease to be a Director and member of the Board if he submits his resignation in writing to the Board Secretary, if he is replaced as the representative of a sustaining organization in the case of an Organizational Director or if he ceases to be a member of the society for any reason as per paragraph 2.5.

5.9 The Board may at any time and from time to time appoint a member as a Director to fill a vacancy on the Board. A Director so appointed holds office only until the conclusion of the next AGM of the Society and is eligible for election at the meeting.

5.10 The Board may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to:

- (a) all laws affecting the society;
- (b) these bylaws; and

- (c) procedures, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.

5.11 A procedure, made by the society in a general meeting, does not invalidate a prior act of the Board that would have been valid if that procedure had not been made.

5.12 The Chairperson, Vice-Chairperson, Secretary, Treasurer and any other person so appointed are the Officers of the society. The number of officers must be 4 or a greater number as determined from time to time at a general meeting unless bylaw 5.14 is applicable.

5.13 Election of officers will take place at the first Board meeting following the AGM. Separate elections must be held for each office to be filled. The position of Treasurer will, by virtue of the ability necessary to fulfill the position, be recommended by the Chairperson and voted on by the Board of Directors. All other positions will be voted on in the usual manner. Officers will serve for a term of two (2) years, unless ceasing sooner. A Director may be re-elected as an officer for consecutive terms, except that a Director who has served two terms as Chairperson may not be re-elected or appointed as Chairperson for at least two (2) years following the expiry of his latest term as Chairperson.

5.14 An election may be by acclamation; otherwise it must be by paper ballot.

5.15 The offices of secretary and treasurer may be held by one person who is to be known as the secretary-treasurer. If a secretary-treasurer holds office, the total number of officers must not be less than 3 or a greater number as may be determined at paragraph 5.11.

5.16 If an Officer ceases to hold office for any reason, the Board must appoint a director to assume the office in question. An act or proceeding of the Board is not invalid merely because there is less than the prescribed number of Officers in office.

5.17 The Board may, by special resolution, remove an Officer, before the expiration of his or her term of office, and may elect a successor to complete the term of office.

## **Part 6 — Proceedings of Board Meetings**

6.1 The Board may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit. Directors may participate through Electronic Means if feasible and necessary. Where a meeting of the Board is conducted, in whole or in part, by Electronic Means, the Board must take reasonable steps to ensure that all participants are able to hear and communicate simultaneously and otherwise participate in the meeting.

6.2 The Board may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.

6.3 The Chairperson is the chair of all meetings of the Board, but if at a meeting the Chairperson is not present within 30 minutes after the time appointed for holding the meeting, the Vice-Chairperson must act as chair, but if neither is present the Board present may choose one of their number to be the chair at that meeting.

6.4 The Board shall meet not less than four times per calendar year. The Board may determine to hold regularly scheduled meetings to take place at various times in a given year. The Board will hold an ad hoc meeting whenever requested by two or more Directors. At least two days notice will be sent to each Director of an ad hoc meeting or a change in a regular board meeting.

6.5 The Board may, as it sees fit, invite persons to participate in meetings of the Board in an ex-officio, non-voting capacity. Such persons are not directors of the Society.

6.6 Business conducted at Board Meetings shall consist of, as a minimum, the following items:

- (a) approval of the agenda;
- (b) approval of previous minutes;
- (c) business arising from previous minutes;
- (d) financial report;
- (e) operational reports, and
- (f) Manager's report.

6.7 The Board may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit. A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of those powers to the earliest meeting of the Board held after the act or thing has been done.

6.8 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting. The members of a committee may meet and adjourn as they think proper.

6.9 For a first meeting of the Board held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the Board at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

6.10 A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter or email, for any meetings of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn:

- (a) a notice of meeting of Board is not required to be sent to that director, and
- (b) any and all meetings of the Board of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.

6.11 Questions arising at a meeting of the Board or committee of directors must be decided by a majority of votes. All Directors are entitled to one (1) vote on all matters at such meetings. The procedure for voting will be at the discretion of the Board and, unless otherwise stipulated, will be by show of hands or by Electronic Means. Urgent business arising between meetings of Board may be decided by majority agreement through email. In the case of a tie vote, the Chairperson does not have a second or deciding vote.

6.12 A resolution proposed at a meeting of the Board or committee of Directors must be seconded, and the chair of a meeting may move or propose a resolution.

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

## **Part 7 — Duties of Officers**

7.1 The Chairperson presides at all meetings of the society and of the Board. The Chairperson shall have general supervision over the affairs of the society subject to the direction of the Board.

7.2 The Vice-Chairperson must carry out the duties of the Chairperson during the Chairperson's absence.

7.3 The secretary is responsible for making the necessary arrangements for, the following:

- (a) conducting the correspondence of the Society;

- (b) issuing notices of meetings of the Society and Board, including distribution of the minutes to the Board at least four days prior to the next Society or Board meeting;
- (c) keeping minutes of all meetings of the Society and Board;
- (d) filing of all such records, reports and returns as are necessary to comply with the Societies Act;
- (e) maintaining custody of all records and documents of the Society except those required to be kept by the treasurer;
- (f) maintaining the register of members; and
- (g) maintaining the register of sustaining organizations.

7.4 The treasurer is responsible for making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members and other sources;
- (b) keeping the financial records, reports and returns, including books of account, as necessary to comply with the Societies Act and the Income Tax Act;
- (c) rendering financial statements to the Board, members, and others, when required;
- (d) preparing the annual budget for presentation at the AGM.

7.5 In the absence of the secretary from a meeting, the Board must appoint another person to act as secretary at the meeting.

## **Part 8 — Borrowing**

8.1 In order to carry out the purposes of the society the Board 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, and, in particular but without limiting that power, by the issue of debentures. This authority is limited to an amount equivalent to twenty (20) percent of the annual expenditures contained in the approved annual budget for the Society. Amounts greater than twenty (20) percent must be approved by a special resolution of the members.

8.2 A debenture must not be issued without the authorization of a special resolution of the Board.

8.3 The members may, by special resolution, restrict the borrowing powers of the Board, but a restriction imposed expires at the next annual general meeting.

## **Part 9 — Auditor**

9.1 The Society is not required to be audited. However, the Society will conduct an audit or review of its annual financial statements if :

- (a) the Directors determine to conduct an audit and to appoint an auditor by way of a Board resolution; or
- (b) the voting members determine to conduct an audit and to appoint an auditor by special resolution.

9.2 If so determined, the Society will appoint an external auditor with the qualifications described in the relevant provisions of the Society Act.

9.3 If an auditor has been appointed, the auditor will hold office until the next subsequent AGM. At that time, the society must reappoint that auditor to hold office until the next AGM or must appoint a successor to hold office until the next AGM or must determine that the Society no longer wishes to appoint an auditor.

9.4 The Board will fill any vacancy occurring in the office of auditor and an auditor so appointed will hold office until the next AGM.

9.5 An auditor may be removed by ordinary resolution of the Society.

9.6 An auditor must be promptly informed in writing of the auditor's appointment or removal.

9.7 A director or employee of the society must not be its auditor.

9.8 The auditor may attend AGMs.

## **Part 10 — Notices to Members**

10.1 A notice may be given personally to a member, or by mail or email to the member at the member's registered email or mailing address.

10.2 A notice by email is deemed to have been given if no undeliverable return is received by the Society. A notice sent by mail is deemed to have been given after a reasonable amount of time following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

10.3 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 Part 9 applies.

10.4 No other person is entitled to receive a notice of a general meeting.

### **Part 11 – Inspection of Records**

11.1 The documents and records, including accounting records of the Society and the minutes of general meetings and meetings of the Board will be open to the inspection of any Director at reasonable times and on reasonable notice to the Board Chairperson.

11.2 A Member is entitled, upon providing not less than fourteen (14) days notice in writing to the Board Chairperson, to examine any of the documents identified in paragraph 20 (1) of the Societies Act at a time and place determined by the Board and during the Society's normal business hours. Lists of members and/or Directors may be redacted to protect personal information as required by law.

11.3 Except as expressly provided by statute or at law, a member will not be entitled to have the right to examine or inspect any other document or record of the Society. However, subject to such policies as the Board may establish, a member may request in writing to the Board Chairperson to examine documents identified in paragraph 20 (2) of the Societies Act. The Board, may allow the member to examine the document requested at a time and place determined by the Board and during the Society's normal business hours; subject to redaction as the Board deems necessary, all in the Board's sole discretion.

11.4 Copies of documents to which a member is entitled or otherwise allowed to examine may be provided on request by the member for a reasonable production fee to be determined by the Board.

### **Part 12 — Bylaws**

12.1 On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society if requested.

12.2 These bylaws must not be altered or added to except by special resolution.

### **Part 13 – Previous Constitutional Provisions**

13.1 The operation of the Society will chiefly be carried out in the Cowichan Valley area of the Province of British Columbia. This provision was previously unalterable.

13.2 The Society shall be carried on without purpose of gain for its members and any profits or accretions to the Society shall be used for promoting its objectives. This provision was previously unalterable.

13.3 In the event that the Society should at any time be wound up or dissolved, the remaining assets after payment of all debts and liabilities shall be turned over to a recognized non-profit society in the Province of British Columbia or elsewhere in Canada as directed by the members. This provision was previously unalterable.