


T.K. SPARKS

REACHING OUT ASSISTING REFUGEES (ROAR) BYLAWS

1. DEFINITIONS AND INTERPRETATION

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;

“Board” means the Directors of the Society

“Directors” means the Directors of the Society for the time being;

Definitions in Act apply

1.2. The definitions in the Act on the date these Bylaws become effective apply to these Bylaws.

2. MEMBERSHIP

Application for membership

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

2.2. A person may apply to the Board for membership in the Society and on acceptance by the Board shall be a member.

Duties of members

2.3. Every member shall uphold the Constitution and comply with these Bylaws.

Amount of membership dues

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

Ceasing membership

2.5. A person shall cease to be a member of the Society

- a) by delivering their resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society;
- b) on their death or in the case of a corporation on dissolution;
- c) on being expelled; or

- d) on having been a member not in good standing for 12 consecutive months.

Expulsion of member

- 2.6. A member may be expelled by a special resolution of the members passed at a general meeting.
- 2.7. The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- 2.8. The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

Member not in good standing

- 2.9. All members are in good standing except a member who has failed to pay their current annual membership fee or any other subscription or debt due and owing by them to the Society and they are not in good standing so long as the debt remains unpaid.

3. MEETINGS OF MEMBERS

General meetings

- 3.1. General meetings of the Society shall be held at the time and place, in accordance with the Act, that the Board decides.

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.

Order of business at general meeting

- 3.3. 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.

Annual general meetings

3.4. The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the preceding annual general meeting.

Extraordinary general meeting

3.5. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

3.6. The Board may, when it thinks fit, convene an extraordinary general meeting.

Notice of general meeting

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

3.8. 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.

Special business

3.9. Special business is

- a) all business at an extraordinary general meeting except the adoption of rules of order; and
- b) all business transacted at an annual general meeting, except,
 - i) the adoption of rules of order;
 - ii) the consideration of the financial statements;
 - iii) the report of the Directors;
 - iv) the report of the auditor, if any;
 - v) the election of Directors;
 - vi) the appointment of the auditor, if required; and
 - vii) the other business that, under these Bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.

Quorum

3.10. The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.

3.11. 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, shall be terminated; but in any other case, it shall 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.

If quorum ceases to be present

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 in attendance or until the meeting is adjourned or terminated.

3.13. No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

3.14. If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Chair at general meeting

3.15. The President of the Society, the Vice-President or in the absence of both, one of the other Directors present, shall preside as chair of a general meeting.

3.16. The members present shall choose one of their number to be chair if:

- a) there is no President, Vice-President, or other Director present within 15 minutes after the time appointed for holding the meeting; or
- b) the President and all the other Directors present are unwilling to act as chair.

Adjournment of general meeting

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

Notice of adjourned meeting

3.18. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

3.19. 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.

Resolutions at meetings

3.20. No resolution proposed at a meeting need be seconded and the chair of a meeting may move or propose a resolution.

Voting

3.21. A member in good standing present at a meeting of members is entitled to one vote.

3.22. Voting is by show of hands.

3.23. In case of an equality of votes the chair shall not have a casting or second vote in addition to the vote to which the chair may be entitled as a member and the proposed resolution shall not pass.

Proxy voting

3.24. Voting by proxy is not permitted.

4. DIRECTORS AND OFFICERS

Powers of Directors

- 4.1. The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which 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) rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in a general meeting.
- 4.2. No rule, made by the Society in a general meeting, invalidates a prior act of the Board that would have been valid if that rule had not been made.

Number of Directors

- 4.3. The President, Vice-President, Secretary, Treasurer and one or more other persons shall be the Directors of the Society.
- 4.4. The number of Directors shall be four or a greater number determined from time to time at a general meeting.

Term of Director

- 4.5. The Directors shall retire from office at the annual general meeting after serving a one-, two-, or three-year term when their successors shall be elected. Directors will hold different terms to allow for succession planning so that all are not re-elected at once.

Election of Directors

- 4.6. At each annual general meeting, separate elections shall be held for each office to be filled.
- 4.7. An election of directors may be by acclamation, otherwise it shall be by ballot.
- 4.8. If no successor is elected the person previously elected or appointed continues to hold office.

Directors at large

- 4.9. Directors who are elected or appointed to positions on the Board in addition to Officers described in these Bylaws are elected or appointed as Directors at large.

Appointment of additional Directors

4.10. The Board may at any time and from time to time appoint an additional member(s) as a Director(s) or to fill a vacancy in the Directors

Term of appointed additional Director

4.11. An additional Director so appointed holds office only until the conclusion of the next following annual general meeting of the Society but is eligible for re-election at the meeting.

Appointment of resigned Director

4.12. If a Director resigns their office or otherwise ceases to hold office, the remaining Directors shall appoint a member to take the place of the former Director.

Term of appointment of director filling casual vacancy

4.13. A Director appointed by the Board to fill a vacancy ceases to be a Director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Acts of proceedings valid despite number less than prescribed

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

Members may remove a Director

4.15. The members may by special resolution remove a Director before the expiration of their term of office, and may elect a successor to complete the term of office.

Remuneration and Reimbursement of Directors

4.16. No Director shall be remunerated for being or acting as a Director but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the Society.

5. PROCEEDINGS OF THE BOARD

Meetings of Board

5.1. 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.

Quorum of Board

5.2. The Board may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the Directors then in office.

Chair of Board

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

Convening Board meetings

- 5.4. A Director may at any time, and the Secretary, on the request of a Director, shall, convene a meeting of the Board.

Delegation of powers to committees

- 5.5. The Board may delegate any, but not all, of its powers to committees consisting of the Director or Directors as it thinks fit.

Committees must conform to rules imposed by the Board and report to the Board

- 5.6. A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Board and shall report every act or thing done in exercise of those powers to the earliest meeting of the Board to be held next after it has been done.

Chairing committee meetings

- 5.7. A committee shall 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 shall choose one of their number to be chair of the meeting.

Committee meetings

- 5.8. The members of a committee may meet and adjourn as they think proper.

Notice for first meeting after appointment or election

- 5.9. 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 Board, 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 Board is present.

Notice of Board meeting

- 5.10. At least 2 days' notice of a Board meeting must be given unless all the directors agree to a shorter notice period. Absent Directors may waive notice.

Notice for Director temporarily absent from British Columbia

5.11. A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice.

- a) no notice of meeting of the Board shall be sent to that Director; and
- b) all meetings of the Board of the Society, notice of which has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective.

Decisions require majority vote

5.12. Questions arising at a meeting of the Board and committee of the Board shall be decided by a majority of votes.

5.13. In case of an equality of votes the chair does not have a second or casting vote.

Resolutions of Directors

5.14. No resolution proposed at a meeting of the Board or committee of the Board need be seconded and the chair of a meeting may move or propose a resolution.

5.15. 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 Directors.

6. DUTIES OF OFFICERS

Role of President

6.1. The President shall preside at all meetings of the Society and of the Directors.

6.2. The President is the Chief Executive Officer of the Society and shall supervise the other officers in the execution of their duties.

Role of Vice-President

6.3. The Vice-President shall carry out the duties of the President if the President is unable to act.

Role of Secretary

6.4. The Secretary shall

- a) conduct the correspondence of the Society;
- b) issue notices of meetings of the Society and Directors;
- c) keep minutes of all meetings of the Society and Directors;

- d) have custody of all records and documents of the Society except those required to be kept by the Treasurer;
- e) maintain the register of members.
- f) conducting the correspondence of the Board;
- g) filing the annual report of the Society and making any other filings with the registrar under the Act.

Role of Treasurer

6.5. The Treasurer shall

- a) receive and bank monies collected from the members or other sources;
- b) keep accounting records in respect of the Society's financial transactions;
- c) prepare the Society's financial statements;
- d) make the Society's filings respecting taxes.

Secretary and Treasurer office may be held by one person

6.6. The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.

6.7. When a Secretary-Treasurer holds office the total number of Directors shall not be less than five or the greater number that may have been determined pursuant to Bylaw 4.4.

Appointment of acting Secretary in absence of Secretary

6.8. In the absence of the Secretary from a meeting, the Board shall appoint another person to act as Secretary at that meeting.

7. AUDITOR

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

7.2. The first auditor shall be appointed by the Board who shall also fill all vacancies occurring in the office of the auditor.

7.3. At each annual general meeting the Society shall appoint an auditor to hold office until the auditor is re-elected or their successor is elected at the next annual general meeting.

7.4. An auditor may be removed by ordinary resolution.

7.5. An auditor shall be promptly informed in writing of appointment or removal.

- 7.6. No Director and no employee of the Society shall be auditor.
- 7.7. The auditor may attend general meetings.

8. NOTICE TO MEMBERS

- 8.1. A notice may be given to a member, either personally, by email, or by mail.
- 8.2. Notice of a general meeting shall be given to
- a) every member shown on the register of members on the day notice is given; and
 - b) the auditor if Part 9.7 applies.
- 8.3. No other person is entitled to receive a notice of general meeting.

9. BYLAWS

- 9.1. On being admitted to membership, each member is entitled to, and the Society shall make available to them a copy of the Constitution and Bylaws of the Society.
- 9.2. These Bylaws shall not be altered or added to except by special resolution.

10. REMUNERATION OF DIRECTORS

- 10.1. 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.

11. SIGNING AUTHORITY

- 11.1. A contract or other record to be signed by the Society must be signed on behalf of the Society
- a) by the president, together with one other director,
 - b) if the president is unable to provide a signature, by the vice-president together with one other director,
 - c) if the president and vice-president 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.

12. UNALTERABLE CLAUSES

- 12.1. The Society shall be carried on without purpose of gain for its members and any profits or accretions to the Society shall be used solely to promote its objects.

12.2. In the event the Society should be wound up or dissolved, any remaining assets after the payment of all debts and liabilities shall be gifted to other charitable organizations or charitable foundations (as defined in the Income Tax Act) as shall be determined by the Board of the Society at a special meeting.