

ARTICLE I – INTERPRETATION

1. a) In these bylaws, unless the context otherwise requires:
 - i. “Directors,” without a modifying word, means the Board of Directors of the Society for the time being;
 - ii. “Officers” means the officers of the Society for the time being;
 - iii. “registered address” of a member means their address as recorded in the register of members;
 - iv. “Society” means Nanaimo Association for Community Living;
 - v. “Societies Act” means the Societies Act of the Province of British Columbia from time to time in force, and all amendments to it;
 - vi. “special resolution” means a resolution passed in a general meeting by a majority of not less than two-thirds (2/3) of the votes cast of those members in person or by proxy, of which the notice provided by these Bylaws, specifying the intention to propose the resolution as a special resolution, has been given; or, if every member entitled to attend and vote at the meeting consents in writing to such resolution, at a meeting of which less than 14 days’ notice has been given; and
 - vii. “diversabilities” means (in former language) developmental disabilities.
 - b) The definitions in the Societies Act on the date these Bylaws become effective apply to these Bylaws.
2. Words importing the singular include the plural and vice-versa.
 3. E-mail is a generally accepted form of communication.

ARTICLE II – MEMBERSHIP

1. a) 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.
 - b) Employees of the Society shall not have the right to be or become members, or to vote at any meeting of the Society. Former employees shall not have the right to be or become members for a period of two (2) years from the date of termination of employment or contract, unless approved by a resolution of the Board of Directors.
 - c) In addition, unless approved by a resolution of the Board of Directors, Directors may not become employees of the Society for a period of two (2) years from the date of leaving the Board.
2. The criteria for membership is:
 - a) Minimum age of nineteen (19) years;
 - b) Agreement to uphold the Constitution and comply with these Bylaws; and
 - c) Payment of annual membership dues (minimum of \$1.00).

3. All applicants for membership in the Society must submit a completed application form and fees for processing, as established by the Board, for approval and acceptance as a member of the Society.
4. A person shall cease to be a member of the Society:
 - a) by delivering their resignation as provided in Article XV;
 - b) on their death;
 - c) on being expelled; or
 - d) on having been a member not in good standing 15 days prior to the Annual General Meeting.
5. Without limiting the general authority of the members to discipline or expel a member by special resolution, a member may be expelled by special resolution under the following guidelines:
 - a) A notice of special resolution for expulsion shall be accompanied by a brief statement of the reasons for the proposed expulsion.
 - b) 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.
6. Membership dues not paid 15 days prior to an Annual General Meeting in the same calendar year shall result in the loss of good standing until paid.

ARTICLE III – MEETINGS OF MEMBERS

1. General meetings of the Society shall be held at the time and place, in accordance with the Societies Act, that the Directors decide.
2.
 - a) The Directors of the Society, on the requisition of ten percent (10%) or more of the voting members of the Society, in this section called the requisitionists, shall convene a general meeting of the Society without delay and, in any event, no later than twenty-one (21) days after delivery of the requisition.
 - b) The requisition shall:
 - i. state the purpose of the general meeting;
 - ii. be signed by the requisitionists; and
 - iii. be delivered to the Society, pursuant to Article XV.
3.
 - a) 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.
 - b) 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.
4. Notice, in writing, of the Annual General Meeting, specifying the place, the day, and the time of such meeting and the nature of any special business to be transacted shall be given to every member in good standing not less than fourteen (14) days prior to the scheduled date of the meeting.
5.
 - a) A quorum is seven (7) members presently entitled to vote or a greater number that the members may determine at a general meeting.

- b) If, within thirty (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 thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum.
- 6.
 - a) A member in good standing present at a meeting of members is entitled to one (1) vote.
 - b) Voting for the election of Directors shall be by secret ballot if there are more than 11 nominations for Director; otherwise, election is by acclamation.
 - c) A member in good standing may vote by completing a proxy form which states the name of the Society; the time, place and location of the meeting; and the name of the accredited member voting the proxy. Proxies must be delivered to the Chair of the meeting prior to the commencement thereof.
 - 7. Roberts Rules of Order shall be the Parliamentary authority for matters of procedure not specifically covered by these Bylaws.
 - 8. An audited annual statement of the Society's income and expenditures, and balance sheet containing particulars of its assets and liabilities, shall be presented to the membership at the Annual General Meeting, and, if required by the Registrar of Companies, filed with the Registrar of Companies not more than thirty (30) days after the Annual General Meeting.
 - 9. Not more than thirty (30) days after the Annual General Meeting the Society shall file with the Registrar of Companies an updated Annual Report in the form required by the Societies Act.

ARTICLE IV – DIRECTORS AND OFFICERS

- 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 general meetings, 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 general meetings.
- 2. The Board of Directors shall consist of such number of Directors as determined by the Board from time to time, and in no case less than five (5) and no more than eleven (11) Directors.
- 3. Except when authorized by special resolution, no member of the Board shall be eligible to serve as a Director beyond a period of ten (10) consecutive years.
- 4. Following a period of at least one (1) year during which an individual has not served as a Director or Officer, they may again be elected as a Director or Officer.
- 5. Each Director shall retire from office at the Annual General Meeting, at which time their successor shall be elected or they shall be re-elected.

6. All nominations for Director must be made in writing and received by the President a minimum of fourteen (14) days in advance of the Annual General Meeting:
 - a) Anyone nominated to the Board must be a member in good standing of the Society at the time of being nominated and must consent in writing to the nomination.
 - b) A person can only be nominated by a member in good standing of the Society; and
 - c) Nominations for Director from the floor at Annual General Meetings are not permitted.
7. An election may be by acclamation or by ballot.
8. a) The Officers of the Society being the President, Vice President, Treasurer, and Secretary, shall be elected at a meeting of the Directors held immediately following the Annual General Meeting according to the following schedule:

The President and Treasurer shall be elected in odd number years and, subject to re-election as a Director in the subsequent year, shall serve for a term of two (2) years; and

The Vice President and Secretary shall be elected in even number years and, subject to re-election as a Director in the subsequent year, shall serve for a term of two (2) years.

If an officer resigns as an Officer prior to the completion of her or his term as Officer, or for any reason ceases to be a Director, the Board shall appoint another Director as replacement for the remainder of the term.

 - b) At the expiry of their term of office, an Officer is eligible each year for re-election to the same office, provided they shall not be elected to serve for more than four (4) consecutive terms in the same office.
9. a) If following the Annual General Meeting the total number of Directors is less than 11, the Directors may appoint a member as a Director, provided the total number of Directors does not exceed 11.
 - b) The Directors may, at any time, appoint a member as a Director in order to fill a vacancy created by death, resignation, incapacity, or removal of a Director under Article IV, Section 11.
 - c) The Director so appointed holds office only until the conclusion of the next Annual General Meeting of the Society, but is eligible for election at the meeting.
10. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
11. The members may, by special resolution, remove a Director before the expiration of their term of office.
12. Meetings of the Directors may be held at such times and places as the Directors see fit, but there shall be no fewer than four (4) meetings per annum.
13. If a Director fails to attend three (3) or more consecutive meetings of the Board without providing the President, an Officer, or the Society's Executive Assistant with prior notice, such Director may be removed as a Director by resolution of the Board.

14. A quorum for meetings of the Directors shall be a majority of the directors who hold office at the time of the meeting.
15. Notwithstanding Section 2 in Article XVI of these Bylaws and for greater clarity, Directors and Officers may not be remunerated in any capacity (but may be reimbursed for expenses incurred by them in the performance of their duties). The society will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission or its successors.

ARTICLE V – DUTIES OF OFFICERS

1. The President shall preside at meetings of the Society and Directors and, in conjunction with all of the Directors, provide the guidance necessary to ensure that the Society remains dedicated to its purposes and maintains high ethical standards in conducting its affairs.
2. The Vice President shall carry out the duties of the President in her or his absence.
3. The Secretary shall ensure that:
 - a) the Society's correspondence is appropriately handled;
 - b) notices of meetings of the Society and Directors are issued;
 - c) minutes are kept of all meetings of the Society and Directors;
 - d) a register of members is maintained; and
 - e) records and documents of the Society, except those under the jurisdiction of the Treasurer, are properly maintained.
4. The Treasurer shall ensure that:
 - a) financial records, including books of account necessary to comply with the Societies Act, are maintained;
 - b) financial statements to the Directors, members and others are rendered when required; and
 - c) an annual budget for each component of the Society's operations is prepared.

ARTICLE VI – COMMITTEES

1. The Directors shall establish standing and ad-hoc committees as deemed necessary, with appropriate Terms of Reference as determined by the Directors.
2.
 - a) Committees can only act independently in matters within defined policy and procedure.
 - b) All other matters must be referred to the Directors for approval, which may take the form of acceptance of the committee report.
3.
 - a) All committee chairs must be members in good standing and preferably Directors.
 - b) If a committee chair is not a Director, they are required to attend Directors' meetings to report, answer questions, and hear discussion and decisions on matters related to their committee reports.
4.
 - a) Some committees may include staff and non-members other than staff; but the number of staff must not comprise the majority of the committee members.

- b) Committees are expected to strive for consensus decisions with all participants having an equal voice. If clear consensus cannot be reached, then the committee will revert to a vote to reach a majority decision.
5. The chair of each standing and ad-hoc committee shall be appointed by the Directors upon establishment of that committee as deemed appropriate.
 6. The President is an ex-officio member of all committees except for those on which they are a voting member.

ARTICLE VII – SIGNING AUTHORITY

1. A contract or other document to be signed by the Society must be signed on behalf of the Society:
 - a) by the President, together with one other Director; or
 - b) if the President is unable to provide a signature, by the Vice President together with one other Director; or
 - c) if the President and Vice President are both unable to provide signatures, by any two (2) other Directors, or
 - d) in any case, by one or more individuals authorized by the Board to sign the contract or document on behalf of the Society; except for cheques or any other document evidencing the indebtedness of the Society, which must be signed by two (2) individuals authorized by the Board.

ARTICLE VIII – INSPECTION OF RECORDS

1. The books and records of the Society may be inspected by its members upon written request, at the Society office during regular working hours, but not more than fourteen (14) days after the request is received.

ARTICLE IX – BORROWING

1. 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, and, in particular but without limiting the foregoing, but subject to subsection 2 below, by the issue of debentures or other security documents.
2. The Society may borrow and secure the repayment of up to an aggregate maximum of \$5,000,000 in any fiscal year of the Society by the issue of debentures or other security documents as may be determined by the Board of Directors, without obtaining a special resolution of the members. Any borrowings in excess of \$5,000,000 in aggregate in any fiscal year of the Society proposed to be secured by the issue of debentures or other security documents will require prior approval by special resolution of the members.
3. The Society may own real or personal property and may provide suitable buildings and other accommodation for the use of people with diversabilities, and to carry out the purposes of the Society.

ARTICLE X – FOUNDATIONS/ENDOWMENT FUNDS

1. The Board of Directors may establish such foundations or endowment funds upon such terms as it deems advisable and it may appoint, employ, or enter into an agreement with such person(s) or body corporate as it shall see fit, to act as the Trustee(s) of such foundations or endowment funds; and such Trustee(s) shall have such powers and authority and shall perform such duties as may from time to time be prescribed by the Board. An annual statement outlining the status of the foundation and endowment funds shall be made available to members at the Annual General Meeting.

ARTICLE XI – AUDITOR

1. The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of auditor.
2. At each Annual General Meeting, the Society shall appoint an auditor by ordinary resolution to hold office until they are re-elected or their successor is elected at the next Annual General Meeting.
3. An auditor may be removed by ordinary resolution.
4. An auditor shall be promptly informed, in writing, of appointment or removal.
5. No Director or employee of the Society shall be auditor.
6. The auditor may attend general meetings.

ARTICLE XII – BYLAWS

1. On being admitted to membership, each member is entitled to and the Society shall give them without charge upon request a copy of the Constitution and Bylaws of the Society.

ARTICLE XIII – FISCAL YEAR

1. The fiscal year of the Society for any year shall be from the first day of April in that year to the last day of March in the following year.

ARTICLE XIV – UNIDENTIFIED MATTERS

1. For matters not identified in these Bylaws, the provisions of the Societies Act of the Province of British Columbia shall apply.

ARTICLE XV – NOTICES

1. Any notice or other communication required or permitted to be given pursuant to these Bylaws may be given:

- a) by prepaid, first-class mail addressed to the address of the member or Director as shown in the records of the Society. In such case the notice or other communication will be deemed to have been received two days after the date of mailing; or
- b) by personal delivery to the address of the member or Director as shown in the records of the Society. In such case the notice or other communication shall be deemed to have been received on the date of delivery; or
- c) by facsimile to the facsimile number of the member or Director as shown in the records of the Society. In such case the notice or other communication shall be deemed to have been received on the date of transmission of the notice or other communication by facsimile; or
- d) by electronic mail ("e-mail") to the e-mail address of the member or Director as shown in the records of the Society. In such case the notice or other communication shall be deemed to have been received on the date of transmission.

Any notice or other communication required to be given to the Society may be given by delivery to the Society offices, by prepaid registered mail, or by e-mail to the e-mail address of the Society as shown on the Society's website. Such notice shall be deemed to have been received on the date actually received at the Society offices; or, for e-mail, on the date of transmission.

ARTICLE XVI – GENERAL

The following clauses (1-4) originated from the previous Constitution as approved by the Nanaimo Association for Community Living (NACL) membership on June 24, 1999.

1. The Society shall carry on works exclusively of a charitable nature. **This clause was previously unalterable.**
2. The Directors shall serve without remuneration, and the Directors shall not receive, directly or indirectly, any profits from their position as Directors but may be paid expenses incurred by them in the performance of their duties. **This clause was previously unalterable.**
3. The Society shall be carried on without purpose of gain for its member(s), and no part of any income of the Society shall be payable or otherwise available for the personal benefit of the member(s) thereof, and any profits or other accretions to the Society shall be used for promoting its purposes. **This clause was previously unalterable.**
4. Upon wind-up or dissolution of the Society, the assets remaining after the payment of all costs, charges, and expenses properly incurred in the wind-up, including the remuneration of a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after payment of any other debts of the Society, shall be distributed to a charitable organization (or organizations) in Canada, registered under the provisions of the Income Tax Act, which shall be designated by the Board of Directors. **This clause was previously unalterable.**

ARTICLE XVII – MISCELLANEOUS

1. Notwithstanding Section 4 of Article XVI of these Bylaws, upon the winding-up or dissolution of the Society, any remaining funds that were originally received by the Society to be applied towards its affordable housing purpose set out in paragraph 2 of the Society's Constitution will

be distributed to a qualified donee, as such term is defined under the Income Tax Act (Canada), having similar affordable housing purposes. The Society will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission or its successors.

2. The Society will not alter or delete the affordable housing purpose set out in paragraph 2 of the Society's Constitution without first obtaining the written consent of the British Columbia Housing Management Commission or its successors. The Society may not alter or delete this Section without first obtaining the written consent of the British Columbia Housing Management Commission or its successors.

***Proposed for Approval by the NACL Membership
Annual General Meeting
September 27, 2021***