

CONSTITUTION

1. The name of the Society shall be ***Victoria Lesbian Seniors Care Society***.
2. The purposes of the ***Victoria Lesbian Seniors Care Society*** are to support lesbians' health and social needs as we age by ensuring safe, accessible, welcoming spaces for social interactions to build a sense of community through public education and social action.

BYLAWS of the

Victoria Lesbian Seniors Care Society

Part 1 – Interpretation

1.
 - (1) In these bylaws, unless the context otherwise requires,
 - (a) "Directors" means the Directors of the society for the time being;
 - (b) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - (c) "registered address" of a member means her address as recorded in the register of members.
 - (2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
2. Words importing the singular include the plural and vice versa.

Part 2 - Membership

3. 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. Members must:
 - (a) agree with the purposes of the society as contained in the Constitution and Bylaws
 - (b) agree with the Mission Statement and the Statement of Principles as approved by the Directors and amended from time to time
 - (c) be a woman who is a self-identified lesbian
 - (d) be a member of the society for 60 days before attaining voting privileges
 - (e) be a resident of British Columbia
4. A woman may apply to the Directors for membership in the society and on acceptance by the Directors shall become a member.
5. Every member shall uphold the constitution and comply with these bylaws.

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6. The amount of the first annual membership dues shall be determined by the Directors and after that the annual membership dues shall be determined at the annual general meeting of the society.
7. A person shall cease to be a member of the society
 - (a) by delivering her resignation in writing to the Secretary of the society or by mailing or delivering it to the address of the society;
 - (b) on her death;
 - (c) on being expelled; or
 - (d) on having been a member not in good standing for 3 consecutive months.
8.
 - (1) A member may be expelled by a special resolution of the members passed at a general meeting.
 - (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - (3) 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.
9. All members are in good standing except a member who has failed to pay current annual membership fee or any other subscription or debt due and owing by her to the society and she is not in good standing so long as the debt remains unpaid.

Part 3 - Meetings of Members

10. General meetings of the society shall be held at the time and place, in accordance with the Society Act, that the Directors decide.
11. Every general meeting, other than an annual general meeting, is a special meeting.
12. The Directors may, when they think fit, convene a special meeting.
13.
 - (1) 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.
 - (2) 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.
14. 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 holding of the last preceding annual general meeting.

Part 4 - Proceedings at General Meetings

15. Special business is:
- (1) all business at an extraordinary general meeting except the adoption of rules of order; and
 - (2) 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.
- 16.
- (1) 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.
 - (2) 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.
 - (3) A quorum is 6 members or a greater number the members may determine at a general meeting.
17. 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 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.
18. Subject to Bylaw 19, 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.
19. If at a general meeting
- (a) there is no Chair, Vice-Chair or other Director present within 15 minutes after the time appointed for holding the meeting; or
 - (b) the Chair and all the other Directors present are unwilling to act as Chair, the members present shall choose one of their number to be Chair.

20.

- (1) 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.
- (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- (3) 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.

21.

- (1) No resolution proposed at a meeting need be seconded and the Chair of a meeting may move or propose a resolution.
- (2) In case of an equality of votes the Chair shall not have a casting or second vote in addition to the vote to which she may be entitled as a member and the proposed resolution shall not pass.

22.

- (1) A member shall be a member of the society for 60 days before attaining voting privileges.
- (2) A member in good standing present at a meeting of members is entitled to one vote.
- (3) Voting is by show of hands, by ballot or by any other method agreed upon by a majority of members present.
- (4) Voting by proxy is not permitted.

Part 5 - Directors and Officers

23.

- (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 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 the society in general meeting.
- (2) No rule, made by the society in a general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.

24.

- (a) The Chair, Co-Chair, Secretary, Treasurer and one or more other persons shall be the Directors of the society.
- (b) The number of Directors shall be no less than 5 or no greater than 12.

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25. The Directors shall be elected by the members of the society at the annual general meeting.
- (1) At the first annual general meeting half of the Directors shall be elected for a one year term and half of the Directors shall be elected for a two year term.
 - (2) At subsequent annual general meetings all Directors shall be elected for two year terms.
 - (3) At the first meeting of the Directors, after the annual general meeting, the Chair, Vice-Chair, Secretary and Treasurer shall be chosen by the Directors from their number.
 - (4) The Chair, Vice-Chair, Secretary and Treasurer shall hold those positions for one year.
 - (5) The Directors shall retire from office at the end of their two year term when their successors shall be elected.
 - (6) No Director shall stand for more than two consecutive terms (four years).
 - (7) Separate elections shall be held for each position to be filled.
 - (8) An election may be by acclamation; otherwise it shall be by ballot.
- 26.
- (1) The Directors may at any time and from time to time appoint a member as a Director to fill a vacancy in the Directors.
 - (2) A 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.
- 27.
- (1) If a Director resigns her office or otherwise ceases to hold office, the remaining Directors shall appoint a member to take the place of the former Director.
 - (2) No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
28. The members may, by special resolution, remove a Director before the expiration of her term of office, and may elect a successor to complete the term of office.
29. If a Director fails to attend three consecutive regular Board meetings without good cause or fails to attend fifty percent or more of regular Board meetings in 12 consecutive months, the Board may remove and replace the Director by a majority vote at a meeting at which there is a quorum of the Directors.
30. 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 her while engaged in the affairs of the society.

Part 6 - Proceedings of Directors

- 31.
- (1) The Directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
 - (2) The Directors 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.

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- (3) The Directors present will choose one of their number to be facilitator and one of their number to be recorder at that meeting.
 - (4) A Director may at any time, and the Secretary, on the request of a Director, shall, convene a meeting of the Directors.
- 32.
- (1) The Directors may delegate any, but not all, of their powers to committees consisting of the Director or Directors as they think fit.
 - (2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.
33. 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.
34. The members of a committee may meet and adjourn as they think proper.
35. For a first meeting of Directors 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 Directors 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.
36. A director who may be absent temporarily from the Capital Regional District may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, or fax, of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn
- (a) no notice of meeting of Directors shall be sent to the Director; and
 - (b) any and all meetings of the Directors 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.
- 37.
- (1) Questions arising at a meeting of the Directors and committee of Directors shall be decided by a majority of votes.
 - (2) In case of an equality of votes the Chair does not have a second or casting vote.
38. No resolution proposed at a meeting of Directors or committee of Directors need be seconded and the Chair of a meeting may move or propose a resolution.
39. A resolution in writing, signed by all the Directors and placed within the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.

Part 7 - Duties of Officers

40. The Chair shall:
- (a) preside at all meetings of the society
 - (b) ensure preparation of agendas and follow through to ensure decisions are implemented.
41. The Co-Chair shall:
- (a) carry out the duties of the Chair during her absence; and
 - (b) perform other duties as requested by the Board of Directors of the society.
42. 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) have custody of the common seal of the society; and
 - (f) maintain the register of members.
43. The Treasurer shall:
- (a) keep the financial records, including books of account, necessary to comply with the Society Act; and
 - (b) render financial statements to the Directors, members and others when required.
44. The duties of the Directors shall include:
- (a) personnel matters
 - (b) setting policies and procedures and overseeing their implementation
 - (c) maintaining financial accountability to the membership
 - (d) securing funds for the society's operations
 - (e) evaluating the society's programs, and
 - (f) any other duties as resolved by the membership.
45. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.

Part 8 - Seal

46. The Directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

47. The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the Chair and Secretary, or Chair and Treasurer.

Part 9 - Borrowing

48. 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, by the issue of debentures.
49. No debenture shall be issued without the sanction of a special resolution, which requires 75% affirmative vote of the members present.
50. The members may by special resolution restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.

Part 10 - Auditor

51. This part applies only where the society is required or has resolved to have an auditor.
52. The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of auditor.
53. At each annual general meeting the society shall appoint an auditor to hold office until she is re-elected or her successor is elected at the next annual general meeting.
54. An auditor may be removed by ordinary resolution.
55. An auditor shall be promptly informed in writing of appointment or removal.
56. No Director and no employee of the society shall be auditor.
57. The auditor may attend general meetings.

Part 11 - Notice to Members

58. A notice may be given to a member, either personally or by mail to her registered address.
59. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to provide the notice was properly addressed and put in a Canadian post office receptacle.
- 60.
- (1) Notice of a general meeting shall be give to:
- (a) every member shown on the register of members on the day notice is given; and
- (b) the auditor, if Part 10 applies.
- (2) No other person is entitled to receive a notice of general meeting.

Part 12 - Books and Records

61. The books and records shall be kept in the office of the society and shall be open to inspection by all members in good standing.

Part 13 - Bylaws

- 62.
- (1) On being admitted to membership, each member is entitled to and the society shall give her without charge, a copy of the constitution and bylaws of the society.
 - (2) Amendments to the constitution and bylaws may be made by special resolution passed by a 75% affirmative vote of the members present at a duly called general meeting of the society, notice of which shall be given four (4) weeks in advance and shall include a statement of the proposed change.

Part 14 – Dissolution of the Society

63. In the event of winding-up or dissolution of the society, funds and assets of the society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations promoting the same or similar purposes as this society, as may be determined by the members of the society at the time of winding-up or dissolution, but in the event the foregoing provision cannot be effected, then such funds and assets shall be given to transferred to some other organization, provided however that such organization referred to in this paragraph shall be a registered charity recognized by Revenue Canada Taxation as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect.

Part 15 – Purposes of Gain

64. The purposes of the society shall be carried on without purposes of gain for its members and any profits or other accretions to the society shall be used for promoting its objects.

Part 16 – Unalterable Provisions

65. Paragraphs 63, 64 and 65 of the Constitution were previously unalterable in accordance with Section 22 of the Society Act.