



West Vancouver Community Centres Services Society
Constitution and Bylaws

Amended: May 27, 2014
Amended: May 28, 2013
Amended: May 30, 2012
Amended: May 24, 2011
Amended: December 9, 2009
Created: October 7, 2008

FORM 3

SOCIETY ACT

CONSTITUTION

1. The name of the Society is: West Vancouver Community Centres Services Society.
2. The purpose of the Society is:
 - (a) To provide services for the betterment of the West Vancouver Community and Aquatic Centres located at 2121 Marine Drive, West Vancouver, B.C. (the "Community Centre") by acting in collaboration with the District of West Vancouver to:
 - i. To plan and develop comprehensive and balanced community recreation services programming for the "Community Centre" for people of all ages and abilities;
 - ii. To oversee the conduct and operation of the "Community Centre" and the programming of its community recreation services; and
 - iii. To undertake marketing and fundraising for the community recreation services of the "Community Centre."
3. The Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used in furthering its objectives. This clause is unalterable.
4. In the event of winding up or dissolution of the Society, any funds of the Society remaining after the satisfaction of its liabilities, shall be given or transferred to a "Canadian Charitable Organization" concerned with education or any other purpose beneficial to the

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community as may be determined by the members of the Society at the time of winding up or dissolution. This clause is unalterable.

BYLAWS

Here set out, in numbered clauses, the bylaws providing for the matters referred to in section 6(1) of the *Society Act* and any other bylaws.

Part 1 – Interpretation

1) In these bylaws, unless the context otherwise requires:

“**Board**” means the Directors acting as authorized by the constitution and bylaws of the Society in managing or supervising the management of affairs of the Society and exercising the powers of the Society;

“**Elected Director**” means a Director elected by the membership pursuant to paragraph 24 of these bylaws;

“**Appointed Director**” means a Director appointed pursuant to paragraphs 23(c) and (d) of these bylaws

“**Directors**” means the Directors of the Society for the time being whether elected or appointed;

“**Members**” means the applicants for incorporation and those persons subsequently having become members in accordance with these bylaws and, in either case, have not ceased to be members.

“**Registered Address**” of a Director or member means the address as recorded in the registry of members;

“**Society**” means the West Vancouver Community Centres Services Society;

“**Society Act**” means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it (RSBC 1996 c 422 as amended);

“**Special Resolution**” means

- (i) a resolution passed at a general meeting by a majority of not less than 75% of the votes of those members of the Society who, being entitled to do so, vote in person.

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- (ii) A resolution consented to in writing by every member of the Society who would have been entitled to vote in person at a general meeting of the Society.
- 2) Except where they conflict with the definition contained in these bylaws, the definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.

Part 2 - Membership

- 3) Membership in the Society shall be limited to people who are 14 years of age or older.
- 4) A person may apply to the directors for membership in the Society.
- 5) A member shall be in good standing only after 60 days have passed from the date that such member had his or her application for admission accepted by the Board and shall continue in good standing until such a member fails to pay his or her current annual membership dues, or any other subscription or debt due and owing by him or her to the Society, and such member is not in good standing as long as such dues or debt remains unpaid. Annual membership dues shall be due on the day immediately prior to the beginning of such member's current membership year.
- 6) A person shall cease to be a member of the Society:
- a) By delivering a resignation in writing to the Secretary / Treasurer of the Society or by mailing or delivering it to the address of the Society, or
 - b) On death, or
 - c) On being expelled, or
 - d) On having been a member not in good standing for 12 consecutive months, or
 - e) On ceasing to meet the criteria of Section 3 of this Bylaw.
- 7) A member may be expelled by the Board passing a resolution evidenced in writing expelling a named member.
- 8) Prior to being expelled pursuant to Bylaw #5 and/or Bylaw #7a member shall have the right, with at least three weeks notice, to appear before the

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Board with other persons directly involved and with, where desired, legal counsel or one other member of the Society advocating his or her cause and to be heard by the Board.

- 9) The determination on expulsion will take place in a private meeting of the Board and the decision of the Board is final and binding on both the member and the Society. The decision will be made in the absolute discretion of the Board and it has no obligation to disclose its reasons for the member being expelled.
- 10) The Board may, from time to time, set an annual membership fee.

Part 3 – Meetings of the Society

- 11) The first Annual General Meeting of the members of the Society shall be held not more than 15 months after the date of incorporation and after that, Annual General Meeting of the Society shall be held at least once in every calendar year and not more than 15 months after the adjournment of the previous annual meeting.
- 12) The Board may convene an extraordinary general meeting when it sees fit.
- 13) An extraordinary general meeting shall be called on written request by 10% or more of the members. The request must be accompanied by a written resolution to be added to the agenda.
- 14) Notice of the time and the general nature of the business to be transacted at the Annual General Meeting and any extraordinary general meetings will be given to the membership at least 14 days before holding the meeting by any or all of the following:
 - a) Prepaid post mailed to the address shown for the members in the records of the Society; or
 - b) Inserting a notice in one issue of a daily newspaper circulating in the District of West Vancouver; or
 - c) By inserting a notice in the members' newsletter; or
 - d) By electronic methods.
- 15) 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 the meeting.

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- 16) A quorum of the Society at any annual or other general meeting shall be a minimum of 9 members including three Directors of the Society.
- 17) Each member in good standing present at a meeting is entitled to one vote. Voting by proxy is not permitted.
- 18) Roberts Rules of Order will apply to proceedings at all meetings of the Society.
- 19) 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.
- 20) It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for 10 days or more, in which case notice of the adjourned meeting shall be given as in the case of the original meeting.
- 21) Subject to Bylaw 22, the Chair of the Society, a Vice Chair, or in the absence of both, one of the other Directors present, must preside as Chair of a general meeting.
- 22) If at a general meeting
 - a) there is no Chair, or Vice Chairs, within 15 minutes after the time appointed for holding the meeting or
 - b) the Chair and Vice Chairs and all other Directors present are unwilling to act as the Chair, the members present must choose one of their number to be the Chair.

Part 4 – Directors and Officers

- 23) The business and affairs of the Society shall be managed by a Board of Directors consisting of:
 - a) Elected Directors numbering fifteen or such other number, not being less than three, as may be determined by the Board not less than 60 days prior to each Annual General Meeting.
 - b)
 - (i) A two-thirds majority of Directors shall be residents of the District of West Vancouver or owners of real property in West Vancouver;
 - (ii) Every Appointed Director shall, as soon as practicable after appointment, become, and remain, a Member in good standing.

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- c) The District of West Vancouver and the Regional Health Authority shall each be entitled to appoint annually one additional Appointed Ex Officio Director, who will not be employees of either party, and who will be entitled to attend Board Meetings but will not be entitled to vote or attend Directors Only Sessions or Executive Sessions.
- d) The Society may have up to four (4) Appointed Directors who shall be appointed by the Board and shall hold office immediately upon the Board passing a resolution making such appointment.
- 24) Subject to Bylaw 26, elected Directors shall be elected by the members attending the Annual General Meeting from among the names submitted at the Annual General Meeting by the Nominating Committee pursuant to these Bylaws and shall hold office commencing at the close of the Annual General Meeting at which such Directors were elected.
- 25) The Board shall, not later than 60 days prior to each Annual General Meeting, appoint a Nominating Committee composed of five members, including either or both of the Chair of the Board and the immediately past Chair. The Nominating Committee shall, at least 21 days prior to each Annual General Meeting, present to the Board a slate comprising at least as many members as have been determined, pursuant to Bylaw 23(a), to comprise the Elected Directors of the Board.
- 26) Any five members may nominate a member for election as a Director provided that the nomination is in writing and delivered with the written consent of the nominee to the office of the Society not less than seven days prior to the Annual General Meeting.
- 27) The term of office of a person elected for the first time to the office of Elected Director shall be one (1) year.
- 28) No Elected Director may serve more than seven (7) consecutive years as an Elected Director but after seven (7) consecutive years must cease to be an Elected Director for at least three (3) years before being eligible for re-election.
- 29) The initial term of office of an Elected Director shall be one year. Thereafter, the term of office of an Elected Director shall be normally three years, provided the Nominating or Governance Committee in their discretion may shorten the term of some or all of those Director positions coming vacant at that meeting. An Elected Director's term of office shall be deemed to commence at the close of the Annual General Meeting in which that Director was elected.

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- 30) In the event that the person retiring from the office of Chair shall not then be an Elected Director of the Society, such person, having become the immediate Past Chair, shall be appointed as an Appointed Director of the Society for a term of one (1) year.
- 31) No employee of the Society, of the District of West Vancouver or any facility operated by any of them shall be eligible for election as an Elected Director of the Society.
- 32) The Directors may remove a Director who is absent for more than three (3) consecutive meetings in succession without due cause.
- 33) The Directors shall elect from among their number a Chair and one or more Vice-Chairs, a Secretary and a Treasurer, each to hold office until the next Annual General Meeting, provided that a member shall cease to be an officer upon ceasing to be a Director. The Nominating Committee shall present to the Board at the first meeting of the Board held after each Annual General Meeting, a slate comprising the names of Directors proposed for election to the offices of Chair, Vice Chair(s), Secretary and Treasurer.
- 34) A Director shall not serve as Chair for more than two (2) consecutive years, except in extenuating circumstances as determined by the Board, in which case a one (1) year extension may be approved.
- 35) If a position remains open at the Annual General Meeting or if a Director resigns or otherwise ceases to hold office, the remaining Directors shall appoint a member to take the place of the former Director. A Director so appointed will hold office only until the next Annual General Meeting.
- 36) Directors of the Society shall receive no remuneration from the Society for the performance of their duties but may be reimbursed for expenses as approved by the Board.

Part 5 – Proceedings of Directors

- 37)
 - a) Meetings of the Board shall be held at the West Vancouver Community Centre or at such other location within British Columbia as the Board may determine on a meeting by meeting basis.
 - b) At least 48 hours' notice of Directors' meetings shall be given to each Director, but a Director may waive notice of a meeting.

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- c) A Director may participate in a meeting of the Board or any committee of the Directors by means of telephonic or other communications medium that permits all participants to communicate with each other, and a Director participating in such a manner is deemed to be present at the meeting and shall be counted in the quorum therefore and be entitled to participate and vote thereat.
 - d) Notice shall be given either by mail, postage, prepaid, addressed to each of the Directors at their addresses as they appear on the books of the Company, or by leaving it at either of their usual business or residential addresses, or sent by electronic document. It shall not be necessary to give notice of a meeting of the Board to any Director if such meeting is to be held immediately following a general meeting at which such Director has been elected or of a meeting of Directors at which such Director is appointed. Accidental omission to give notice of a meeting of Directors to, or the non-receipt of notice by, any Director shall not invalidate the proceedings at the meeting or any actions taken thereat.
 - e) Subject always to Bylaw 32, any Director may file with the Society a document executed by him waiving notice of any past, present or future meeting or meetings of the Directors being, or required to have been sent to him and may at any time withdraw such waiver with respect to meetings held thereafter. After filing such waiver with respect to future meetings and until such waiver is withdrawn, no notice need be given to such Director and all meetings of the Directors so held shall be deemed to have been properly called and constituted notwithstanding the absence of notice to such Director. Attendance of a Director at a meeting of the Directors shall constitute a waiver of notice of the meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully held.
- 38) The Board shall see that the minutes of members' meetings and minutes of Board meetings, and all other necessary books and records of the Society required by the Bylaws of the Society or by any applicable statute or law are regularly and properly kept.
- 39) The Directors may, from time to time, fix the quorum necessary for the transaction of business and, unless so fixed, the quorum shall be one-third of the Elected Directors then in office, provided always that a quorum must always include a majority who are residents of West Vancouver or owners of real property in West Vancouver.

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- 40) Subject to Bylaw 41, the Chair shall preside at all meetings of the Board of Directors.
- 41) A Vice-Chair shall carry out the duties of the Chair during the absence of the Chair.
- 42) 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.
- 43) The Board may create such standing and advisory committees as may from time to time be required. Such a committee shall limit its activities to the purpose or purposes for which it is appointed, and shall have no powers except those specifically conferred by a resolution of the Board. Unless specifically designated as a standing committee, any advisory committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed an advisory committee, the committee in question shall automatically be dissolved. At least one Director shall be a Chair or member of each such committee.

Part 6 – Roles and Duties of Officers

- 44) The Chair is the Chief Executive Officer of the Society.
- 45) The Secretary shall:
 - a) Conduct the correspondence of the Society;
 - b) Issue notices of meetings of the Society and Board;
 - c) Keep minutes of all meetings of the Society and Board;
 - 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; and
 - f) Upon the written request of two or more Directors or of the chair convene a meeting of the Directors.
- 46) The Treasurer shall:
 - a) Keep such financial records, including books of account, as are necessary to comply with the Society Act;
 - b) Render financial statements to the Board, members and others when required; and

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- c) Present before the members of the Society at the Annual General Meeting a financial statement showing the income and expenditures, assets and liabilities of the Society during the preceding fiscal year. The financial statement shall be signed by two or more Executive Officers.
- 47) In the absence of the Secretary from a meeting, the Board shall appoint another person to act as Secretary at the meeting.
- 48) The Board shall take such steps as it deems necessary to enable the Society to receive donations, bequests, trusts, contracts, agreements and benefits for the purpose of furthering the purposes of the Society. The Board in its sole and absolute discretion may refuse to accept any donations, bequests, trusts, funds or property.

Part 7 – Inspection of Records of the Society

- 49) The books and records of the Society shall be open to inspection by the registered members in good standing, with reasonable notice, at the office of the Society.

Part 8 – Amendment of the Constitution and Bylaws

- 50) The Constitution of the Society and these Bylaws may be amended from time to time as prescribed by the Society Act.

Part 9 – Borrowing

- 51) As per Section 35 of the *British Columbia Society Act (RSBC1996)* Chapter 433, Section 35(1).(2).(3).

Part 10 – Auditor

- 52) This Part applies only if the Society is required or has resolved to have an auditor.
- 53) The first auditor must be appointed by the Board which must also fill all vacancies occurring in the office of auditor.
- 54) At each Annual General Meeting the Society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
- 55) An auditor may be removed by ordinary resolution.
- 56) An auditor must be promptly informed in writing of the auditor's appointment or removal.

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57) The auditor may attend general meetings.

Part 11 – Limitation of Liability

58) The Society shall, to the fullest extent permitted by the *Society Act*, indemnify every Director and every former Director, their respective heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him or her in a civil, criminal or administrative action or proceeding to which he or she is made a party because of being or having been a director, including an action brought by the Society.