


CAROL PREST

Bylaws of DENMAN HOUSING ASSOCIATION (the “Society”)

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

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

“**Board**” means the directors of the Society;

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

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

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.

PART 2 – MEMBERS

Application for membership

2.1 A person is eligible for membership in the Society if he/she is 19 years or older and is either:

(a) a resident of Denman Island, or

(b) a registered owner of real property located on Denman Island
(whether resident or not).

Any person who is eligible to become a member in the Society according to the Act, its regulations and these Bylaws may apply to the Board for membership by providing their name and the address of the property on Denman Island at which the person resides, or of which the person holds title. The applicant shall become a member upon the Board's acceptance of the application and receipt of the applicable annual dues, if any.

Voting Members

2.2 Every member of the Society has the right to vote on every matter at a general meeting of the members, unless such voting rights are restricted pursuant to Bylaw 2.6.

Duties of members

2.3 Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of membership dues

2.4 There are no annual dues payable for being a member of the Society, unless annual membership dues have been determined by the Board by a resolution passed at a duly called directors' meeting.

Member not in good standing

2.5 A member is not in good standing upon:

- (a) ceasing to meet the membership requirements set out in Bylaw 2.1, or
- (b) failing to pay the applicable annual membership dues, if any, when due,

and the member is not in good standing as long as the eligibility requirements are not met or the dues remain unpaid.

Member not in good standing may not vote

2.6 A member who is not in good standing:

- (a) may not vote at a general meeting,
- (b) if holding the office of director, may not vote at a directors' meeting,
- (c) is deemed not to be a voting member for purposes of consenting to a resolution of the members,
- (d) if holding the office of director, is deemed not to be a voting director for purposes of consenting to a resolution of the directors, and
- (d) may not inspect the Society's records as set out in Bylaw 2.8.

Termination of membership

2.7 A person's membership in the Society may be terminated by the Board if the person is not in good standing for three consecutive months.

Inspection of records by members

2.8 A member in good standing shall have the right to inspect the following records of the Society:

- (a) Register of members,
- (b) Minutes of members' meetings and copies of all ordinary and special resolutions passed thereat,
- (c) Any disclosures by directors or senior managers of a conflict of interest, and
- (d) Financial statements and auditor's reports on the financial statements, if any.

The following records may not be inspected by a member who is not a director:

- (e) minutes of, and materials and documents from, directors meetings,

(f) consent resolutions of directors and related consents, or

(g) accounting records for each of the Society's financial years, including records of material transactions.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

3.1 A general meeting must be held at the time and place the Board determines.

Ordinary business at general meeting

3.2 At a general meeting, the following business is ordinary business:

(a) consideration of any financial statements of the Society presented to the meeting;

(b) consideration of the reports, if any, of the directors or auditor;

(c) election of directors to replace those whose terms of office have expired;

(d) appointment of an auditor, if any; and

(e) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice for a general meeting

3.3 Notice of the date, time and location of a general meeting must be given in a local newspaper or newsletter on Denman Island at least 7 days before the meeting. A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business, including notice of any special resolution to be submitted to the meeting.

Chair of general meeting

3.4 The following individual is entitled to preside as the chair of a general meeting:

(a) the individual, if any, appointed by the Board to preside as the chair;

(b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,

(i) the president,

(ii) the vice-president, if the president is unable to preside as the chair, or

(iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

3.5 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

3.6 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

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

Lack of quorum at commencement of meeting

3.8 If, within 15 minutes from the time set for holding a general meeting, a quorum of voting members is not present:

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 15 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

3.9 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 present or until the meeting is adjourned or terminated.

Adjournments by chair

3.10 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.11 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.12 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.

Methods of voting

3.13 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members.

Announcement of result

3.14 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

3.15 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.16 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 4 – DIRECTORS

Number and qualifications of directors on Board

4.1 The Society must have no fewer than 3 and no more than 11 directors. Only members in good standing are eligible to stand for election as directors.

Election or appointment of directors

4.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board

Staggered terms of directors

4.3 At the 2021 annual general meeting, two of the directors shall be elected for a term expiring coincident with the following third annual general meeting, two of the directors shall be elected for a term expiring coincident with the following second annual general meeting, and the remaining number of directors shall be elected for a term expiring coincident with the following annual general meeting. At subsequent annual general meetings commencing in 2022, all directors who are elected to Board positions whose terms are expiring, will have a term expiring coincident with the following third annual general meeting. If any directors are elected to director positions that the Board has determined are required in addition to those directors whose terms are expiring, then the term of such additional director positions will be either one year, two years or three years (approximately) as the Board determines best balances the staggered nature of the terms of the directors on the Board.

Directors may fill casual vacancy on Board

4.4 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director, or the director's removal from office by the Board pursuant to Bylaw 5.6, during the director's term of office.

Term of appointment of director filling casual vacancy

4.5 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.

PART 5 – DIRECTORS' MEETINGS

Calling directors' meeting

5.1 A directors' meeting may be called by the president or by any 2 other directors.

Notice of directors' meeting

5.2 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

5.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors' meetings

5.4 The directors may regulate their meetings and proceedings as they think fit.

Quorum and participation of directors in meeting

5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors. The directors may participate in the meeting either in person or by telephone or other communication medium determined by the Board to be suitable such that all of the persons participating in the meeting are able to communicate with each other.

Removal of directors

5.6 A director may be removed from office by a resolution passed at a meeting of the Board by at least 2/3 of the votes cast by the directors participating in the meeting, due in the opinion of the participating directors to such director:

- (a) being delinquent, negligent or dishonest in the performance of the director's duties,
- (b) violating the director's fiduciary duties to the Society,
- (c) acting in a manner that is contrary to the best interests of the Society,
- (d) bringing disrepute to the Society,
- (e) creating a dysfunctional environment for the Board, through inappropriate or disrespectful behavior, or
- (f) acting contrary to the Board's decisions, policies and public positions.

The Board shall only remove a director from office after giving the director notice of the specific charges and an opportunity to refute the charges before the Board.

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

6.1 Directors must be elected or appointed to the following Board positions, and a director may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

Directors at large

6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large. Directors at large will be assigned specific roles and/or positions by the Board.

Role of president

6.3 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-president

6.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

6.5 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

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

Role of treasurer

6.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of Directors

7.1 Directors may not be remunerated in any capacity, however directors may be reimbursed for necessary and reasonable expenses incurred while acting on behalf of the Society. The Society will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.

Signing authority

- 7.2 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 or contract on behalf of the Society.

Part 8 – Gain for Members & Society

8.1 The activities and purposes of the Society shall be carried on without purpose of gain for its members, and any income, profits or other accretions to the Society shall be used in promoting the purposes of the Society.

Part 9 - Wind-Up or Dissolution of the Society

9.1 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 with a similar charitable purpose, which shall be designated by the board of directors. The Society will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.

Part 10 – Alteration of Purpose in the Constitution

10.1 The Society will not alter or delete the affordable housing purpose set out in its constitution and the Society will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.