

Bylaws of Health for Humanity (the “Society”)


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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

under the Act, the Act or the regulations, as the case may be, prevail.

PART 2 – MEMBERS

Application for membership

2.1 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

Duties of members

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

Amount of membership dues

2.3 The amount of the annual membership dues, if any, must be determined by the Board.

Member not in good standing

2.4 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

2.5 A voting member who is not in good standing

- (a) may not vote at a general meeting, and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership if member not in good standing

2.6 A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

Member Discipline or Suspension

2.7 The board shall have authority to suspend or expel any member from the Society for any one or more of the following grounds:

- (a) violating any provision of the articles, by-laws, or written policies of the Society;
- (b) carrying out any conduct which may be detrimental to the Society as determined by the board in its sole discretion;

Societies Regulation 2015, Schedule 1

- (c) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Society.

In the event that the board determines that a member should be expelled or suspended from membership in the Society, the president, or such other

officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion.

The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period.

In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Society. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

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) 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.

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Societies Regulation 2015, Schedule 1

Notice of special business

3.3 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.

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 5 members or 10% of the voting members, whichever is greater.

Lack of quorum at commencement of meeting

3.8 If, within 30 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

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Societies Regulation 2015, Schedule 1

- (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 30 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,

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Societies Regulation 2015, Schedule 1

- (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, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

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 of directors on Board

4.1 The Society must have no fewer than 5 and no more than 11 directors.

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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.

Terms of directors

4.3 Directors are elected for two-year terms, with reappoint for up to four consecutive terms. Each director must retire from office at the annual general meeting held two years after the meeting at which they were elected, when their successors are elected. A Director may only hold the office of President for a maximum of two consecutive terms.

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 during the director's term of office.

(a) in the event of a vacancy of the President, the Vice-President shall fill the vacancy until the next meeting of the board, at which time the remaining directors shall, by resolution, elect a President to fill the vacancy for the unexpired portion of the current term;

(b) in the event of a vacancy of the Vice-President, Secretary, or Treasurer,

the remaining directors shall, by resolution at a meeting of directors, appoint a replacement to fill the vacancy for the unexpired portion of the current term.

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.

Removal of a director

4.6 A director ceases to hold office when:

- (a) the director dies, resigns or is removed from office
- (b) becomes disqualified under the Act;
- (c) is absent from two consecutive meetings without leave of absence acceptable to the directors;
- (d) ceases to be a member for any reason; or
- (e) ceases to be a member in good standing for any reason.

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Societies Regulation 2015, Schedule 1

Director Discipline or Suspension

4.7 The board shall have authority to suspend or expel a director from the Society for any one or more of the following grounds:

- (a) violating any provision of the articles, by-laws, or written policies of the Society;
- (b) carrying out any conduct which may be detrimental to the Society as determined by the board in its sole discretion;
- (c) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Society.

In the event that the board determines that a director should be expelled or suspended from the board of the Society, the president shall provide twenty (20) days notice of suspension or expulsion to the director and shall provide reasons for the proposed suspension or expulsion.

The director may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period.

In the event that no written submissions are received by the president, the president, may proceed to notify the Director that the director is suspended or expelled from the board. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the director concerning such final decision within a further twenty (20) days from the date of receipt of the submissions.

The board's decision shall be final and binding on the director, without any further right of appeal.

PART 5 – DIRECTORS’ MEETINGS

Calling directors’ meeting

5.1 A directors’ meeting may be called by the president, vice-president or secretary.

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.

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Societies Regulation 2015, Schedule 1

Conduct of directors’ meetings

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

Quorum of directors

5.4 The quorum for the transaction of business at a directors’ meeting is a majority of the directors (greater than 50%).

Meetings of Directors by Electronic Means or Resolution

5.5 The directors have the discretion to determine the process to be followed for meetings of the directors. Directors may participate in a meeting of directors by a telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting. A person participating in a meeting by such means is deemed to be present at the meeting. Meetings of directors may be entirely by telephone, electronic or other communication vehicle.

Resolutions

5.6 Questions arising at a meeting of the directors must be decided by a majority of votes.

(a) In the case of a tie vote, the President or acting Chair may cast a vote to break the tie.

(b) A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

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

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

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Societies Regulation 2015, Schedule 1

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.

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.

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Societies Regulation 2015, Schedule 1

Committees

6.8 The board is responsible for overall policy and direction of the Society, and may delegate any, but not all, of their powers to committees to carry out specific work as they see fit.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

7.1 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.

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 on behalf of the Society.

PART 8 — BORROWING

8.1 The Society will not borrow money in the conduct of its business.

PART 9 — AUDITOR

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

Societies Regulation 2015, Schedule 1

- (a) the first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
- (b) 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.
- (c) an auditor may be removed by ordinary resolution.
- (d) an auditor must be promptly informed in writing of the auditor's appointment or removal.
- (e) a director of the Society must not be its auditor.
- (f) an auditor may attend annual general meetings.

PART 10 — BYLAWS

- 10.1** On being admitted to membership, each member is entitled to, and the Society must give the member without charge, a copy of the constitution and bylaws of the Society.
- 10.2** These bylaws may be altered or added to by a special resolution.