



Constitution and By-laws

Consolidated at February 16, 2006

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CONSTITUTION

1. The name of the society is the Persons With AIDS Society of British Columbia.
2. The purposes of the Society are:
 - a) To create a positive attitude and engender a feeling of hope in persons with HIV/AIDS.
 - b) To provide support activities and facilities to members for the purpose of self-help and self-care.
 - c) To maintain an organizational structure to act in an advocacy role for members relating to government and the community.
 - d) To provide support services to members and non-members.
 - e) To assist in creating a positive image of persons with HIV/AIDS to the community.
 - f) To operate as a charitable institution (without profit to its members) to acquire, construct, provide, maintain, lease, own and manage real estate or any interest therein, including one or more low-rental housing projects for persons with HIV/AIDS.
 - g) To raise funds for the above purposes.
3. The purposes of the Society shall be carried out without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its purposes;
4. In the event of the winding up and dissolution of the Society, any of its funds and assets of the Society remaining after the satisfaction of its debts and liabilities, shall be paid, transferred or delivered to such one or more recognized charitable organizations or charitable foundations in Canada, concerned with social problems or having purposes similar to those of this Society, as shall be determined by resolution of a general meeting at the time of winding up and dissolution; and in the event that effect cannot be given to the foregoing provisions, then such funds and assets shall be paid, transferred or delivered to trustees on trust for a charitable purpose;
5. The terms of clauses 3 and 4 above and this clause shall be unalterable.

BYLAWS

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 his address as recorded in the register of members;
 - d) "term" means the time between the Annual General Meeting and the immediate next Annual General Meeting;
 - e) "Officer term" means the time between the first Directors' meeting following an Annual General Meeting and the first Directors' meeting following the immediate next Annual General Meeting.
- (2) The definitions in the Society Act on the date these By-laws become effective apply to these By-laws.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

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 By-laws, and, in either case, have not ceased to be members.
4. Any person may apply to the Directors or their designate and upon acceptance by the Directors or their designate, the person becomes a member.
 - (1) Any person applying for membership will specify the category of membership being applied for:
 - a) full membership is open to any individual who is medically certified as being a person living with HIV disease and who is a resident of British Columbia. Full members are entitled to vote at general meetings of the membership.
 - b) associate membership is open to any person who supports the purposes of the Society and who wishes to be actively associated with the Society. Associate members are not entitled to vote at general meetings of the membership.
 - c) group membership is open to any corporate or other organization which supports the purposes of the Society and who wishes to be actively associated with the Society. Group members are not entitled to vote at general meetings of the membership.
 - d) all membership information shall be held in the strictest confidence by the Society's Board of Directors and the Membership Registrar. Membership information is not open for scrutiny by other members, nor other

organizations, nor government representatives except by express written authorization of the member.

- (2) Where the Directors specify a designate, said designate shall be a full voting member of the Society in accordance with by-law 4(1)a.
5. Every member shall uphold the constitution and comply with these By-laws.
6. The amount of the first annual membership dues, if any, 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
 - (1) By delivering his resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society; or
 - (2) On his death or, in the case of a corporation, on dissolution; or
 - (3) On being expelled; or
 - (4) On having not been a member in good standing for a period of time prescribed by the Directors, provided such period be no less than 30 days.
8. Notwithstanding the provisions of By-law 7. above, upon the death of an individual who was a voting member of the Society, that individual shall be deemed to become an honorary, non-voting member of the Society and the name of that individual shall be entered upon the Register of Deceased Members.
9.
 - (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.
10. All members are in good standing except a member who has failed to pay his current annual membership fee, if any, or other subscription or debt due and owing by him to the Society

Part 3 - Meetings of Members

11. General Meetings of the Society shall be held at such time and place, in accordance with the Society Act, as the Directors decide.
12. Every General Meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.
13. The Directors may, whenever they think fit, convene an Extraordinary General Meeting.
14.
 - (1) Notice of a General Meeting shall specify the place, the day and the 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.

(3) Notice of an annual general meeting shall include notice that:

- (i) the minutes of previous annual general meeting of the Society;
- (ii) the minutes of any extraordinary general meeting of the Society held since the previous annual general meeting of the Society;
- (iii) the report of the Directors to be presented to the membership at the annual general meeting;
- (iv) the financial statement and auditors' report to be presented to the membership at the annual general meeting;
- (v) the text of any special resolutions to be presented to the membership at the annual general meeting;

shall be made available to the membership either by mail upon request or by pickup at the office of the Society for a period of two weeks prior to the annual general meeting.

15. The first Annual General Meeting of the Society shall be held not more than fifteen months after the date of incorporation and thereafter an Annual General Meeting shall be held at least once every calendar year and not more than fifteen months after holding the last preceding Annual General Meeting.

Part 4 - Proceedings at General Meetings

16. Special business is:

(1) All business of an Extraordinary General Meeting except the adoption of rules of order; and

(2) all business that is transacted at an Annual General Meeting, except;

- a) the adoption of Rules of Order;
- b) the consideration of the Financial Statements;
- c) the Report of the Directors;
- d) the Report of the Auditor, if any;
- e) the election of Directors;
- f) the appointment of the Auditor, if required; and
- g) such other business as, under these By-laws, 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.

17. (1) No business, other than the election of a Chairperson 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, 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 three members present, or such greater number as the members may determine at a General Meeting.

18. If within thirty minutes from the time appointed for a members meeting a quorum is not present, the meeting 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 minutes from the time appointed for the meeting, the members present constitute a quorum.
19. Subject to By-law 20, the Chairperson of the Society, Vice-Chairperson or, in the absence of both, one of the other Directors present shall preside as Chairperson of a General Meeting.
20. If at a General Meeting
 - (1) there is no Chairperson, Vice-Chairperson or any other Director present within fifteen minutes after the time appointed for holding the meeting, or
 - (2) the Chairperson and all the other Directors present are unwilling to act as Chairperson, the members shall choose one of their number to be Chairperson.
21.
 - (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 ten 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 by-law, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned General Meeting.
22.
 - (1) No resolution proposed at a meeting need be seconded and the Chairperson of a meeting may move or propose a resolution.
 - (2) In case of an equality of votes, the Chairperson shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
23.
 - (1) A member in good standing present at a meeting of members is entitled to one vote.
 - (2) Voting is by show of hands, unless the members decide otherwise.
 - (3) Voting by proxy is permitted as provided in Part 13.

Part 5 - Directors and Officers

24.
 - (1) The Directors may exercise all such powers and do such acts and things as the Society may exercise and do, or which they are lawfully directed or required to do by the Society in General Meeting, but subject, nevertheless, to the provisions of
 - a) all laws;
 - b) these By-laws; and
 - c) rules, not being inconsistent with these By-laws, which are made from time to time by the Society in General Meeting.
 - d) A Director of the Society who is, directly or indirectly, interested in a proposed contract or transaction with the Society shall disclose fully and

- promptly the nature and extent of his interest to the Board of Directors, at the meeting(s) at which the matter is considered.
- (2) No rule made by the Society in General Meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.
25. (1) The Chairperson, Vice-Chairperson, Secretary, Treasurer and one or more other persons appointed upon incorporation or, as determined by the members, shall be the Officers of the Society.
- (2) An Officer must be a Director and ceases to be an Officer when he ceases to be a Director.
- (3) There shall be eleven Directors.
26. (1) The first Directors shall retire at the annual meeting.
- (2) The Directors shall retire at the expiration of their term, when their successors will be elected.
- (3) a) Except as may be otherwise provided by these By-Laws, Directors shall be elected for a two (2) year term. The terms of office of the Directors shall be staggered.
- b) At the first Annual General Meeting following the coming into force of this By-law, those five Directors declared elected with the most votes cast for them shall serve for a two (2) year term of office. The other six Directors elected at that Annual General Meeting shall serve for a one (1) year term of office.
- c) Any Director retiring from office at an Annual General Meeting shall be eligible to stand for re-election at that Annual General Meeting.
- (4) The Officers shall be elected by the Directors at the first meeting of the Directors following the Annual General Meeting and in the manner approved by the Directors.
- (5) Election procedures at the Annual General Meeting shall be determined by the members present.
- (6) Officers shall serve for one Officer term, upon election.
- (7) A Director must be a full member of the Society, as defined in paragraph 4(1) a).
- (8) The Society may employ an Executive Director/Director/Manager in which case such senior employee of the Society shall serve, whilst employed by the Society, as an ex-officio member of the Board of Directors, with voice but no vote in its proceedings.
27. (1) The Directors may at any time appoint a member as a Director to fill a vacancy in the Directors.
- (2) The Directors may at any time appoint a Director to fill any Officer vacancy.
- (3) A Director appointed under By-law 27(1) holds office until the next annual general meeting at which time, if there remains an additional year in the Director term to which the Director was appointed, that appointment shall be subject to a simple majority vote of ratification by the members present and voting, and, if the majority votes against ratification, a separate election to the Director position for the remaining one year term shall be held.

- (4) An Officer appointed under By-Law 27(2) shall serve the unexpired Officer term of the Officer he is replacing.
28. (1) If a Director or Officer ceases to hold office, the remaining Directors shall appoint a replacement in accordance with these By-laws.
(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.
29. (1) The members may, by special resolution, remove a Director before the expiration of his office, and may elect a successor to serve to the next annual meeting.
(2) (i) The directors of the Society may remove a director before the expiration of his term of office for the following reasons:
a) the director misses three (3) consecutive meetings of the Board of Directors without good and sufficient reason;
b) the director, by work or deed, violates the objectives, Constitution or By-laws of the Society;
c) the director is convicted during his term of office within or without the Province of an indictable offence in conflict with the business of the Society and the other directors resolve to remove him.
(ii) The director thus removed from office shall have the right-of-appeal at the next duly constituted general meeting of the membership at which time the Motion of Removal shall be put to the general membership.
30. No Director or Officer shall be remunerated for being, or acting as, a Director or Officer, but a Director or Officer may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

Part 6 - Proceedings of Directors

31. (1) The Directors may meet together at such places as they think fit for the dispatch of 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 for the transaction of business and, unless so fixed, the quorum shall be a majority of the Directors then in office.
(3) The Chairperson shall be Chairperson of all meetings of the Directors, unless the Directors decide otherwise.
(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) Each and every standing committee established by the Board of Directors shall have among its members not less than one Society director who shall, unless otherwise provided in the Terms of Reference established for the standing committee by the Board, chair the committee; and, regardless, each and every such standing committee shall be chaired by a Society member
(2) The Directors may delegate any, but not all, of their powers to committees consisting of such persons as they think fit, and may name these committees.

- (3) A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the Directors.
33. Subject to the directions of the Directors, the committee shall determine its own procedures.
34. The members of a committee may meet and adjourn as they think proper.
35. A newly appointed or elected Director or Directors shall be notified of the first meeting of the Directors following their appointment or election but failure to notify such new Directors shall not void the meeting, if a quorum is present.
36. A Director, who may be absent temporarily from British Columbia, may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex, or cable, of any meeting of the Directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn:
- (1) No notice of meetings of Directors shall be sent to that Director; and
 - (2) 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 any 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 Chairperson 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 Chairperson of a meeting may move or propose a resolution.
39. 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 7 - Duties of Officers

40. (1) The Chairperson shall preside at all meetings of the Society and of the Directors, unless the members or Directors decide otherwise.
- (2) The Chairperson is the chief Executive Director of the Society.
41. The Vice-Chairperson shall carry out the duties of the Chairperson during his absence.
42. The Secretary shall:
- (1) Conduct the correspondence of the Society;
 - (2) Issue notice of meetings of the Society and of Directors;
 - (3) Keep minutes of all meetings of the Society and of Directors;
 - (4) Have custody of all records and documents of the Society except those required to be kept by the Treasurer;
 - (5) Have custody of the common seal of the Society; and

- (6) Maintain the register of members and deceased members.
43. The Treasurer shall:
- (1) Keep such financial records, including books of account, as are necessary to comply with the Society Act; and
 - (2) Render financial statements to the Directors, members and others when required.
44. (1) The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.
- (2) Other Officers, if any, shall perform such duties as the members may decide.
 - (3) The Directors, or members, may add additional duties to any Director or Officer or transfer duties among Directors or Officers.
45. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at that meeting.

Part 8 - Seal

46. The Directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of it.
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 Chairperson and Secretary or Chairperson and Secretary-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 such manner they decide and in particular, but without limiting the generality of the foregoing, by the issue of debentures.
49. No debenture shall be issued without the sanction of a special resolution.
50. The members may, by special resolution, restrict the borrowing power of the Directors but a restriction so 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 he is re-elected or his successor is elected at the next Annual General Meeting.

54. An Auditor may be removed by ordinary resolution.
55. An Auditor shall be informed forthwith, 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 him at his 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 prove that the notice was properly addressed and put in a Canadian post office receptacle.
60. (1) Notice of a General Meeting shall be given 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 a General Meeting.

Part 12 - By-laws

61. After being admitted, a member is entitled to a copy of the Constitution and By-laws upon paying the sum of \$1.00.
62. These By-laws shall not be altered or added to except by special resolution.

Part 13 - Proxy Voting

63. Unless the Directors otherwise determine, the instrument appointing a proxy holder, and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof shall be deposited at a place specified for that purpose in that notice convening the meeting not less than forty-eight (48) hours before the time for holding the meeting of which the proxy holder proposes to vote, or shall be deposited with the chair of the meeting prior to the commencement of the meeting.
64. A vote given in accordance with the terms of an instrument of proxy is valid notwithstanding the previous death or incapacity of the member(s) or revocation of the proxy or of the authority under which the proxy was executed, provided no intimation in writing of the death, incapability, or revocation has been received at the registered office of the Society or by the chair of the meeting before the vote was given.

65. Unless, in the circumstances, the Society Act requires any other form of proxy, an instrument appointing proxy holder, whether for a specified meeting or otherwise, shall be in the form following or in any other form that the Directors shall approve:

Persons With AIDS Society of British Columbia

The undersigned hereby appoints _____, of _____ (or failing her/him _____, of _____) as proxy for the undersigned to attend at and vote for and on behalf of the undersigned at the general meeting of the Society to be held on the _____ day of _____, 20 ____.

Signed this _____ day of _____, 20 ____.

Signature of Member

Witness

66. A proxy is valid for only one meeting or any adjournment thereof.
67. A maximum of five proxy votes may be held by any one member.