

AIDS VANCOUVER ISLAND

Approved JUNE 28/04

3.0 CONSTITUTION AND BYLAWS 1998

3.1 HOW THE CONSTITUTION AND BYLAWS ARE TRANSLATED INTO POLICY

Policy is a mediating device. It links the Constitution and Bylaws to actual operation.

The Constitution provides very broad statements on the purpose of the Society. Policy converts those statements into decisions and actions that can be carried out by individuals. As well, policy is an interpretation of the intent of the Constitution. Interpretation may vary, but the Constitution remains the Society's ultimate point of reference.

Bylaws provide a quasi-legal framework for the conduct of the Society's business.

Regulations, made under the Bylaws, detail the decisions of the Board of Directors, from time to time in office, respecting those actions necessary for:

- 3.1.1 **Membership administration;**
- 3.1.2 **Board management;**
- 3.1.3 **Branch organization;**
- 3.1.4 **Borrowing power; and**
- 3.1.5 **Grants and Contributions.**

These regulations, from time to time in effect, will be found in Section 3.4.

3.2 CONSTITUTION

1. The name of the Society is **VANCOUVER ISLAND AIDS SOCIETY**.
2. The purposes of the Society are:
 - (a) to establish and maintain an organizational structure to act as liaison with
 - (i) the community at large, generally within the province of British Columbia, and specifically on Vancouver Island;
 - (ii) national and other provincial community-based programs;
 - (iii) health professionals; and
 - (iv) governmentswith respect to the virus known as Human Immunodeficiency Virus (HIV), the syndrome known as Acquired Immune Deficiency Syndrome (AIDS), Hepatitis C (HCV) and other coinfections.
 - (b) to disseminate accurate information concerning HIV/AIDS, HCV and other coinfections, and in particular the transmission and prevention of infection, as well as its symptoms, diagnosis, and treatments.
 - (c) to promote research into the cause, prevention and treatment of HIV/AIDS, HCV and other coinfections;
 - (d) to provide emotional and practical support service to persons affected by HIV/AIDS, HCV and other coinfections;
 - (e) to purchase or otherwise acquire equipment for the purposes of the Society;

- (f) to develop and provide training programs relating to the provision of support services to persons affected by HIV/AIDS, HCV and other coinfections;
 - (g) to arrange, publish, and distribute pamphlets, brochures, newsletters, and other means of communications regarding HIV/AIDS, HCV and other coinfections:
 - (h) to raise funds for the above stated purposes;
 - (i) to make grants and contributions to promote the purposes of the Society in accord with this constitution and the bylaws of the Society.
3. The affairs of 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 promoting its purposes. This provision is unalterable.
 4. In the event of the winding up of the society or other liquidation or distribution of its assets, no profit or other accretions to the society shall be paid or distributed to any member, trustee or settlor of the society but shall be donated to any registered charity, as that term is defined in the Income Tax Act (Canada), as the directors shall direct. This provision is unalterable.
 5. The Society, its Board of Directors, and its Executive shall not adopt or endorse in the name of the Society any political candidate, or platform of any political party. This provision is unalterable.

3.3 BYLAWS

PART I - INTERPRETATION

1. (1) In the bylaws, unless the context otherwise requires;
 - (a) "directors" means the directors of the society for the time being, and includes trustee, officer, member of the executive committee, and a person occupying any such position by whatever name called;
 - (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 the members 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; and words importing a male person include a female person (and vice versa) and a corporation.

PART II - MEMBERSHIP

3. Any person subscribing to the aims, purposes and by laws of the society may apply for membership in the society, and on acceptance shall be an Ordinary Member.
4. Any organization of persons or body corporate subscribing to the aims, purposes and bylaws of the society may apply for membership in the society, and on

acceptance shall be a Corporate Member.

5. A person becomes a member in good standing 30 days after acceptance of an application for membership and payment of the membership fee for that fiscal year.
6. Every member shall uphold the constitution and comply with these bylaws.
7. The amount of the membership fee shall be determined from time to time by the directors of the Society.
8. (1) A person shall cease to be a member of the society
 - (a) by delivering a resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;
 - b) on death, or in the case of a corporation, on dissolution;
 - (c) on being expelled; or
 - (d) on having been a member not in good standing for three consecutive months.
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 the 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 failed to pay the current annual membership fee within three months of expiry, or any other subscription or debt due and owing by the member to the society and the member is not in good standing so long as the debt remains unpaid.

PART III - MEETINGS OF MEMBERS

11. General meetings of the society shall be held at the time and place, in accordance with the Society Act that the directors decide. All AIDS Vancouver Island volunteers shall be encouraged to become members of the Vancouver Island AIDS Society (AVI).
12. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
13. (1) Notice of a general meeting shall specify the place, day and hour of the meeting, and, in the 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 annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general

meeting.

PART IV - PROCEEDINGS AT GENERAL MEETINGS

15. Special business is:
 - (a) All business at an extraordinary general meeting;
 - (b) All business transacted at an annual general meeting, except:
 - (i) the consideration of financial statements;
 - (ii) the report of the directors;
 - (iii) the report of the auditor, if any;
 - (iv) the election of directors;
 - (v) the appointment of the auditor, if required; and
 - (vi) 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 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 (SR5.90-90.06.25).
 - (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 20 members present not including members who are employees, provided that a quorum of the Board of Directors as defined by paragraph 34 (3) of these bylaws is present.
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 other case, it shall stand adjourned to the same day in the next week, at the same time and at a place to be determined, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present shall 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 chairperson of a general meeting (SR 5.90-90.06.25).
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 Chairperson, the members present shall choose one of their number to be Chairperson. (SR 5.90-90.06.25).
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 the business to be transacted at an adjourned general meeting.
21. (1) A member in good standing present at a meeting of members is entitled to one (1) vote.
 - (2) Voting is by show of hands.
 - (3) A member in good standing unable to attend at a meeting of members shall be permitted to appoint another member in good standing through an instrument of proxy to cast that member's vote. A member shall be allowed to carry only one (1) proxy. A proxy shall not be counted in determining quorum.
 - (4) Members who are also employees are to abstain from voting on issues, which clearly affect their salaries or benefits.
22. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the society.
23. Notwithstanding bylaw 67, the Chair of a meeting may move or propose a resolution.
24. Any resolution, except a special resolution, transacted at a general meeting shall be carried by a simple majority of votes at the meeting.

PART V - DIRECTORS AND OFFICERS

25. (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 be 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 by the society in general meeting.
- (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.
26. (1) The number of directors (including the Chair) shall be ~~twelve~~ (1999 AGM).
- (2) At least two directors must be self-declared persons living with HIV/AIDS.
- (3) The officers of the society shall be the Chair, elected by the members, and the Vice-Chair, the Secretary and the Treasurer, chosen from the directors from among their number.
- (4) One director shall be a member of the society appointed from time to time by the Victoria PWA Society.
27. (1) The directors shall be elected for a 2 year term.

- (2) A separate election shall be held to elect the Chair.
 - (3) Election of directors to be by collective listed ballot.
 - (4) Election may be by acclamation otherwise it shall be by ballot. (SR 2.90-90.06.25)
28. (1) If a director resigns or otherwise ceases to hold office, the remaining directors may at any time appoint a member to fill the vacancy.
 - (2) Appointment of an interim director shall require:
 - (a) One month's notice to directors prior to a vote being taken; and
 - (b) A majority vote of 75% or greater of the directors present at the meeting.
 - (3) A director so appointed holds office only until the conclusion of the next annual general meeting, but is eligible for re-election at the meeting.
 29. No act or proceeding of the directors is invalid by reason of there being less than the prescribed number of directors.
 30. The members may, by special resolution, remove a director before the expiration of the director's term of office, and may elect a successor to complete the term of office.
 31. The board may, if a director is absent for three (3) consecutive meetings of the board, remove the director before the expiration of the director's term and appoint a successor to complete the term of office.
 32. 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 while engaged in the affairs of the society.
 33. All directors must be members in good standing of the society, and no member who is also an employee of the society may stand for election, or accept a nomination, to the board of directors of the society.

PART VI - PROCEEDINGS OF DIRECTORS

34. (1) The board of directors shall meet regularly, and at least four (4) times during the fiscal year.
 - (2) The directors may meet together at a place they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings as they see fit.
 - (3) A quorum shall be a majority of directors, providing that two (2) members of the executive committee are present.
 - (4) The Chair may at any time, and the Secretary, on the written request of five (5) directors, shall convene a special meeting of the directors.
35. A resolution in writing, signed by all directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.
36. (1) The directors may delegate any, but not all, of their powers to committees consisting of at least one (1) director as they see 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 after it has been done.
 - (3) There shall be an executive Committee of five persons consisting of:
 - (a) the officers of the society; and
 - (b) director(s) to be elected by the directors, as needed.
37. A committee shall elect a chairperson of its meetings; but if no chairperson is elected, or if at a meeting the chairperson is not present within 15 minutes from the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairperson of the meeting. A committee may permit the attendance of non-members in the business of the committee. (SR 6.90-90.06.25)
38. The members of a committee may meet and adjourn as they think proper.
39. 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 directors is present.
40.
 - (1) Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes. In the event of an equality of votes, the chairperson shall cast the deciding vote.
 - (2) A director present at a meeting of directors is entitled to one (1) vote.
 - (3) Meetings of the directors shall be open to all members, who shall have no vote in the meeting, and a voice only at the discretion of the chairperson of the meeting. (SR 6.89-89.06.20)
 - (4) Meetings of the executive committee may be closed to all members. [SR(A)7-89.06.20]

PART VII - DUTIES OF OFFICERS

41.
 - (1) The Chair or designate shall preside at all meetings of the society and of the directors.
(SR 4.90-90.25)
 - (2) The Chair is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.
 - (3) The Chair shall:
 - (a) Be the official spokesperson of the society, and may appoint a spokesperson for special occasions, and (SR 5.90-90.06.25)
 - (b) Be a member ex officio of committees of the society except for the nominating committee.
 - (4) The Chair may delegate any, but not all, of the duties and powers of office to

the Vice-Chair. (SR 4.90-90.06.25)

42. The Vice-Chair shall carry out the duties of the Chair in the Chair's absence or as delegated by the Chair. (SR 4.90-90.06.25)
43. The Secretary shall:
 - (a) Conduct the correspondence of the Society;
 - (b) Keep minutes of all meetings of the Society and of the directors;
 - (c) Have custody of all records and documents of the Society, except those required to be kept by the Treasurer; (SR 1.90-90.06.25)
 - (d) Have custody of the common seal of the society.
44. The Treasurer shall:
 - (a) Keep the financial records, including books of account, which are necessary to comply with the Society Act;
 - (b) Submit a report of receipts and expenditures at general meeting, and a balance sheet at the annual general meeting.
45. The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.
46. In the absence of the Secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.
47. The board of directors may establish a professional advisory committee of such persons, within or without the society, as may be determined by the directors, with the powers, not exceeding the powers of the society, that the directors may confer.

PART VIII - NOMINATIONS

48. (1) The directors shall appoint a special committee, which shall submit nominations for election and/or appointment as officers or members of the board of directors of the society to the members at the annual general meeting.
 - (2) The committee shall consist of a chairperson who shall be a director, and such other directors or members of the society as the board of directors shall choose. (SR 5.90-90.06.25)
 - (3) The committee's nominations, after having been reported to the directors, shall be mailed to each member in good standing with the notice of the annual general meeting.
 - (4) All nominations shall be in writing and signed by the nominee, and two members in good standing of the society.
 - (5) Additional nominations for election and/or appointment at the annual general meeting shall be presented in writing to the Secretary of the society. (SR 1.38-88.06.06)(SR 2.38-88.06.06)

PART IX - ESTABLISHMENT OF BRANCHES

49. The society may establish and maintain one (1) or more branch societies with the

powers, not exceeding the powers of the society, that the society confers.

50. The establishment of a branch may be passed at the annual general meeting of the society or at a directors meeting, but in the latter case, must be approved at the next annual general meeting of the membership.

PART X - SEAL

51. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
52. 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 of the society and the secretary, or the Chair and secretary-treasurer.

PART XI - BORROWING

53. 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.
54. No debentures shall be issued without the sanction of a special resolution.
55. 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 XII - GRANTS AND CONTRIBUTIONS

56. The making of grants and contributions and otherwise rendering financial assistance shall be within the exclusive power of the board of directors.
57. The directors shall require that each request for funds from other organizations and individuals, specify in writing the uses to which funds will be put, and if the directors approve the request, they shall authorize payment of funds to the approved grantee.
58. The board of directors shall require that grantees furnish periodic accounting to show that disbursed funds have been expended for the purposes for which they were approved by the director.
59. Proceedings of the directors dealing with the making of grants and contributions shall be in-camera, and no member not an officer or director of the society shall be permitted to have any knowledge of these proceedings.

PART XIII - AUDITOR

60. (1) The auditor(s) may be elected or appointed by the members at the annual general meeting of the society, and shall be a licensed accountant;
- (2) The accounts of the society shall be audited at the end of each fiscal year, and the auditor's signed report shall be submitted at the annual general meeting of the society.

61. All cheques of the society shall be signed by either the Executive Director or Director of Finance and one (1) officer of the Executive Committee.
62. The fiscal year shall be from the first day of April to the thirty-first day of March in the next calendar year.

PART XIV - NOTICES TO MEMBERS

63. A notice may be given to a member, either personally or by mail to the member at the members registered address. (SR 5.90-90.06.25)
64. 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 the notice was properly addressed and put in a Canada Post Corporation receptacle, excepting during periods of postal strike.
65. (1) Notice of a general meeting shall be given to:
 - (a) Every member shown on the register of members on the day the notice is given; and
 - (b) The auditor.(2) No other person is entitled to receive a notice of a meeting.
66. Notice of the annual general meeting shall be sent not less than 14 days prior to the date of the annual general meeting, and shall include the names submitted by the nominating committee as nominees for election as directors and officers of the society and notice of all resolutions to be brought before the meeting.

PART XV - RULES OF ORDER

67. All meetings of the society shall be conducted in accordance with the procedures set forth in *Roberts' Rules of Order*, insofar as those procedures are consistent with these bylaws and the Society Act.

PART XVI - CONSTITUTION AND BYLAWS

68. The constitution and bylaws of the society shall not be altered or added to except by special resolution at a general meeting.
69. On being admitted to membership, each member is entitled to and the society shall provide to each member, without charge, a copy of the constitution and bylaws of the society. (SR 5.90-90.06.25)

DEFINITIONS

- A. **"BOARD OF DIRECTORS"** is composed of the executive committee or officers [Bylaw 26(1)], and all other directors [Bylaw 26(2)]. Since "board of directors" is not defined, read "directors" where this term or the word "board" appears in these Bylaws.
- B. **"ORDINARY RESOLUTION"** means a resolution passed in general meeting by a simple majority of the votes of those members of the society who vote in person. [Society Act (RSBC) 1979, Chapter 390, Section 1]

- C. **"SPECIAL RESOLUTION"** means a resolution passed by a majority of 75% or more of the votes of those members of the society who being entitled to do so, vote in person. [Society Act (RSBC) 1979, Chapter 390, Section 1]

REGULATIONS

REGULATIONS MADE UNDER THE BYLAWS BY DIRECTORS RESOLUTION (25(1)(c)) OR APPROVED BY AN ORDINARY RESOLUTION AT A GENERAL MEETING

1. Membership Fees - Bylaw 7

- 1.01 Last Established by the "board of directors" membership fees, by membership classification are established at:

\$15.00 for an Ordinary Member, as a Donor;
\$25.00 for an Ordinary Member, as a Patron;
\$50.00 for an Ordinary Member, as a Benefactor;
\$100.00 and over for an Ordinary Member, as a Sustainer; and
\$100.00 for Corporate Members.

- 1.02 Membership, pursuant to bylaw 5, is for a period not to exceed 12 months, with expiry the last day of the 11th month following date of application and/or acceptance.

- 1.03 Any officer of the Society may authorize a remission of fee in instances of hardship, or for any other reason the board of directors should decide.

- 1.04 The Society shall issue, upon application by a volunteer accumulating 50 hours of volunteer service in each calendar year, membership in the society for the current year as an Ordinary Member, for the sum of \$1.00. (OR 1.88-88.06.06)

- 1.5 The executive director or his or her designate is authorized and directed to accept applications for membership to the Society , on behalf of the board of directors, from all persons who submit a completed application form and the prescribed membership fee.

- 1.6 The executive director or his or her designate shall accept \$1.00 as the prescribed membership fee for any person who asserts on his or her membership application form or renewal form that he or she has performed more than 50 hours of volunteer service for the Society in the previous year or that he or she is a person living with HIV/AIDS.

2. Establishment of Branches - Bylaw 50

- 2.01 No branches have been established.

3. Borrowing Powers - Bylaw 56

3.01 There is currently no borrowing power restriction, but no debenture may be issued without approval of the membership, at a general meeting.

4. Grants and Contributions - Part XIII

Any regulations and procedures implemented by the board of directors with respect to a financial assistance program or other forms of grants and contributions may be annexed to these bylaws, from time to time, as they are developed and implemented.

5. Gender-specific Terminology - Bylaw 2

All documents used, designed or printed by the Society which contain gender-specific terminology are to be revised using only non-gender specific words. (OR 1.39-89.06.20)