

SOCIETIES ACT

BY-LAWS OF GREATER VICTORIA DOWN SYNDROME SOCIETY

Here set forth in numbered clauses are the By-Laws providing for the matters referred to in Section 6(1) of the Societies Act and any other By-Laws.

PART 1 —INTERPRETATION

1. (1) In these By-Laws, unless the context otherwise requires,
 - (a) “Directors” means the Directors of the Society for the time being;
 - (b) “Societies Act” means the Societies Act of the Province British Columbia from time to time in force and all amendments to it;
 - (c) “registered address” of a member means their 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 the annual general meeting until the first Directors’ meeting following the next annual general meeting;
- (2) The definitions in the Societies 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.

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. Membership shall be open to all persons interested in the purposes of the Society, by application to the Directors.
5. Every member shall uphold the constitution and comply with these By-Laws.
6. Membership dues shall be determined by the Directors.
7. A person shall cease to be a member of the Society

- (a) by delivering their resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society, or
 - (b) on their death or, in the case of a corporation, on dissolution, or
 - (c) on being expelled, or
 - (d) on having been a member not in good standing for a period of 6 months.
8. (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.
9. A member is not in good standing if the member fails to pay their current membership dues, if any, and the member is not in good standing for as long as those dues remain unpaid

PART 3 - MEETING OF MEMBERS

10. General meetings of the Society shall be held at such time and place in accordance with the Societies Act as the Directors decide.
11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
12. The Directors may, whenever they think fit, convene an extraordinary general meeting.
13. (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.
14. The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and thereafter an annual general meeting shall be held at least once every calendar year.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

15. Special business is
- (a) all business at an extraordinary general meeting except the adoption of rules of order, and
 - (b) all business that is transacted at an annual general meeting, except
 - (i) the adoption of rules of order,
 - (ii) the consideration of the financial statements,
 - (iii) the report of the Directors,
 - (iv) the report of the auditor, if any,
 - (v) the election of Directors,
 - (vi) the appointment of the auditor, if required, and
 - (vii) 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.
16. (1) No business, other than the election of a Chairman and the adjournment or termination of the meeting, shall be transacted 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 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 3 members present or 10% of voting members, whichever is greater, or such other number as the members may determine at a general meeting.
17. If within 30 minutes from the time appointed for a general 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 30 minutes from the time appointed for the meeting, the members present constitute a quorum, provided there are at least 3 members present.
18. Subject to By-Law 19, the President or Co-Presidents of the Society, the Vice-President or, in the absence of both, one of the other Directors present, shall preside as Chairman of a general meeting.
19. If at a general meeting
- (a) there is no President or Co-Presidents, Vice-President or other Director present within 15 minutes after the time appointed for holding the meeting, or

- (b) the President or Co-Presidents and all the other Directors present are unwilling to act as the Chairman, the members present shall choose one of their number to be the Chairman.
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 By-Law, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned general meeting.
21. (1) No resolution proposed at a meeting need be seconded and the Chairman of a meeting may move or propose a resolution.
- (2) In case of an equality of votes, the Chairman shall not have a casting or second vote in addition to the vote to which they may be entitled as a member and the proposed resolution shall not pass.
22. (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 otherwise decide.
- (3) Voting by proxy is not permitted.
23. 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.

PART 5 - DIRECTORS AND OFFICERS

24. (1) The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do and which are not by these By-Laws or by Statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting but, subject nevertheless, to the provisions of
- (a) all laws affecting the Society,
- (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.
- (2) No rule made by the Society in general meeting shall invalidate a prior Act of the Directors that would have been valid if that rule had not been made.
- 25. (1) The President or Co-Presidents, Vice-President, Secretary, Treasurer and one or more appointed upon incorporation or as determined by the members shall be Officers of the Society.
- (2) An Officer must be a Director and ceases to be an Officer when they cease to be a Director.
- (3) There shall be 5 Directors or such greater number determined from time to time at a general meeting.
- 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 are elected.
- (3) Officers shall be elected by the Directors for one officer term.
- (4) Election procedures at the annual general meeting shall be determined by the members present.
- 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.
- 28. (1) If a Director or Officer ceases to hold office, the remaining Directors shall appoint a replacement.
- (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. The members may, by special resolution, remove a Director, before the expiration of their office, and may elect a successor to serve to the next annual meeting.
- 30. No Director or Officer shall be remunerated for acting as a Director or Officer, but a Director may be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the Society.

30A. At least 2 Directors shall be persons with Down Syndrome, or their parents or relations.

PART 6 - PROCEEDINGS OF DIRECTORS

31. (1) The Directors may meet together at such places they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit, and may hold meetings, in whole or in part, by telephone or telephone/video conference call, or other electronic means if so determined by the Directors
- (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. Directors participating by telephone or telephone/video conference call shall be considered part of the quorum.
- (3) A President or Co-President shall be Chairman of all meetings of the Directors unless the Directors otherwise decide.
- (4) A Director may at any time, and the Secretary on the request of the Directors shall convene a meeting of the Directors.
32. (1) The Directors may delegate any, but not all, of their powers to committees consisting of such persons as they think fit and may name the committee.
- (2) 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 procedure.
34. The members of a committee may meet and adjourn as they think proper.
35. (1) Questions arising at any meeting of the Directors and committee of Directors shall be decided by a majority of votes.
- (2) In the case of an equality of votes, the Chairman does not have a second or casting vote.
36. No resolution proposed at a meeting of Directors or committee of Directors need be seconded, and the Chairman of a meeting may move or propose a resolution.

37. A resolution in writing, signed by a majority of the Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.

38. The Directors or a committee thereof can hold meetings by telephone/video conference call or by other electronic means.

PART 7 - DUTIES OF OFFICERS

39. (1) The President or Co-Presidents shall preside at all meetings of the Directors unless the members or Directors otherwise decide.

(2) The President is responsible for supervising the other directors in the execution of their duties..

40. The Vice-President shall carry out the duties of the President or Co-Presidents during an absence of the President or Co-Presidents.

41. The secretary shall

- (a) conduct the correspondence of the Society,
- (b) issue notice of meetings of the Society and Directors,
- (c) keep minutes of all meetings of the Society and Directors,
- (d) have custody of all records and documents of the Society except those required to be kept by the treasurer,
- (e) have custody of the common seal of the Society, and
- (f) maintain the Register of Members.

42. The Treasurer shall

- (a) keep such financial records, including books of account, as are necessary to comply with the Societies Act, and
- (b) render financial statements to the Directors, members and others when required.

43. (1) Other Officers, if any, shall perform such duties as the members decide.

(2) The Directors or members may add additional duties to any Director or Officer or transfer duties among Directors or Officers.

44. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.
45. A Director shall
- (a) act honestly and in good faith and in the best interests of the Society,
 - (b) exercise the care, diligence and skill of a reasonable and prudent person in exercising power and performing functions as a Director.
46. A Director, 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 or her interest to each Director and otherwise comply with the requirements of the Societies Act.
47. The Directors shall maintain a membership list with the following particulars of each member:
- (a) the full name and residence address,
 - (b) the date on which a person is admitted as a member, and
 - (c) the date on which a person ceases to be a member.
48. The Directors shall prepare all reports, including financial reports, required by law to be prepared by the Society for the annual meeting.
49. The Directors shall, on behalf of the Society, file all financial and other reports that are required to be filed after the annual meeting as required by the Societies Act and Income Tax Act or other law.
50. The Directors shall ensure the Society has an account with a chartered bank, credit union or trust company for the deposit of funds.
51. The Directors, on behalf of the Society, shall keep proper accounting records in respect of all financial or other transactions and, without limiting the foregoing, shall keep records of
- (a) all money received and disbursed by the Society and the manner in respect of which receipt and disbursement took place,
 - (b) every asset and liability of the Society, and
 - (c) every other transaction affecting the financial position of the Society.

PART 8 - SEAL

52. The Directors may provide a common seal for the Society and they shall have the power, from time to time, to destroy it and substitute a new seal in place of the seal destroyed.

53. 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 President or Co-Presidents and Secretary or the President or Co-Presidents and Secretary-Treasurer.

53A. All cheques of the Society shall be signed by at least 2 Directors from a list approved by the Directors.

PART 9 - BORROWING

54. 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 that generality of the foregoing, by the issue of debentures.

55. No debenture shall be issued without the sanction of a special resolution.

56. The members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction so imposed expires at the next annual general meeting.

PART 10 - AUDITOR

57. This part applies only where the Society is required or has resolved to have an auditor.

58. The first auditor shall be appointed by the Directors, who shall also fill all vacancies occurring in the office of auditor.

59. At each annual general meeting, the Society shall appoint an auditor to hold office until the auditor is re-elected or their successor is elected at the next annual general meeting.

60. An auditor may be removed by ordinary resolution.

61. An auditor shall be informed forthwith in writing of appointment or removal.

62. No director and no employee of the Society shall be auditor.

63. The auditor may attend general meetings.

PART 11 - NOTICES TO MEMBERS

64. A notice may be given to a member either personally or by mail to them at their registered address.
65. Except in the event of the interruption of postal service, 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.
66. (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.
- (3) Notice of a general or extraordinary meeting shall be given no later than 14 days prior to the meeting.

PART 12 - BY-LAWS

67. After being admitted, a member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.
68. These By-Laws shall not be altered or added to except by special resolution.
69. In the event of winding up or dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organization or organizations concerned with similar purposes to this Society as may be determined by the members of the Society at the time of winding up or dissolution and if effect cannot be given to the aforesaid provisions, then such funds shall be given to some other organization, provided that such organization referred to in this paragraph shall be a charitable organization, a charitable corporation, or a charitable trust recognized by the Department of National Revenue as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect.
70. The above 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 and all of the above purposes shall be carried on an exclusively charitable basis.

DATED this 1st day of March, 2021.

