

SALT SPRING AND SOUTHERN GULF ISLANDS COMMUNITY SERVICES SOCIETY

CONSTITUTION

1. The name of the Society is Salt Spring and Southern Gulf Islands Community Services Society.
2. The purposes for which the Society is incorporated are:
 - a. To promote, plan and develop the establishment and integration of a comprehensive network of community services, and to establish priorities for the development of community services in the Salt Spring Island area.
 - b. To research, develop and improve health, housing, recreation, child care, programmes for the developmentally challenged, education, services to seniors and social services in the community with the object of enhancing the quality and availability of identified needs and fostering such resources in the community.
 - c. To promote liaison and co-ordination between existing services.
 - d. To enter into contracts and agreements with all levels of government and to assist individuals, local groups and organizations in their attempts to obtain access to resources, personnel and funding for their projects, as related to identified community needs.
 - e. To buy, sell, lease, mortgage or otherwise acquire and dispose of any lands, housing, buildings, machinery and merchandise of every description.
 - f. To receive grants from the Government of Canada or any Department or Agency thereof, the Government of British Columbia or any Department or Agency thereof, and any private or public donors and to apply and administer such grants for such purpose and, in such a manner as is consistent with the objectives of the Society.

- g. To operate, as a charitable organization, to receive, acquire and hold gifts, donations, grants and bequests, in the form of cash, lands, properties or otherwise, to be used solely in the furtherance of the objectives of the Society as stated above.
 - h. To operate a charitable institution (without profit to its members) for the purpose of constructing, providing, maintaining, leasing, owning and managing, one or more affordable housing projects for those with low to moderate incomes.
- 3. The operations of the Society are to be carried out on Salt Spring Island and, as appropriate, the Outer Gulf Islands, in the Province of British Columbia. As of January 1st, 1972, with respect to Salt Spring Island, this shall mean Electoral Area F of the Capital Regional District, and, with respect to the Outer Gulf islands, this shall mean Electoral Area G of the Capital regional District. This clause is unalterable.
- 4. In the event that the Society shall be wound up or liquidated, in accordance with the "Societies' Act" of British Columbia, all assets and property, real or personal, held by the Society or any future interests that but for liquidation would vest in the Society, shall be transferred and conveyed to another recognized charitable organization having objectives altogether or in part similar to the objectives of the Society, and having its operations solely in Canada, as decided within the discretion of the then members in good standing of the Society upon liquidation, subject to the provision that all the funds and property of the Society shall be administered for the benefit of the objectives within the scope of Clause 2 thereof. The provisions of this Clause 4 are unalterable in accordance with Section 17 of the "Societies Act".
- 5. The Board of Directors shall serve without remuneration, and the Board of Directors shall not receive, directly or indirectly, any profits from their position on the Board of Directors, but may be paid expenses incurred by them in the performance of their duties. This clause is unalterable.
- 6. The Society shall not dispose of its assets to a member of the Society without receiving full and valuable consideration. This clause is unalterable.

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BY-LAWS

ARTICLE I – MEMBERSHIP

1. Membership shall be open to any person who:
 - a. is over the age of majority for the Province of British Columbia,
and
 - b. has been a resident of Salt Spring Island for at least six continuous months.
2. A membership fee, to be determined, from time to time, by the Board of Directors, is payable by each member at the time of becoming a member. Annual fees thereafter, if any, will be determined by the Board of Directors.
3. A member, to remain in good standing, must re-register as a member annually, subsequent to the date of the original membership.
4. Paid employees of the Society are not eligible to become members of the Society.
5. The Secretary of the Board of Directors shall keep a list of members in good standing.

ARTICLE II – TERMINATION OF MEMBERSHIP

1. Membership in the Society shall cease:
 - a. When the individual submits a letter of resignation to the Board of Directors; or,
 - b. If the conduct of any member is prejudicial to the welfare of the Society, the Board of Directors may, on receipt of a complaint in writing by any member of the Society, after holding a hearing at

which the member concerned shall have the right to be present and to call witnesses and to make representations, suspend such a member from the privileges of the Society, providing always that such members shall have the right to appeal to a general meeting of the Society, and, provided also that the decision of the general meeting, in that regard, shall be final.

ARTICLE III – OBLIGATION OF MEMBERS

1. Every member shall be bound by and submit to the Constitution and By-Laws of the Society, and such rules and regulations as shall, from time to time, be enacted by the Executive Board through the membership of the Society.

ARTICLE IV – ANNUAL, GENERAL AND SPECIAL MEETINGS

1. The Annual General Meeting of the Society shall be held at least once every calendar year and not more than 15 months after the adjournment of the previous annual meeting.
2. Additional General meetings may be held, as determined from time to time, by the Board of Directors or at the request of at least 25 people or ten percent (10%) of the membership in good standing, whichever number is lower.
3. A quorum at any Annual General meeting, Special meeting shall be 25 people or ten percent (10%) of the membership in good standing, whichever number is lower.
4. If a quorum is not present at an Annual General Meeting or a Special Meeting, the meeting shall be adjourned and called again in two weeks hence and those present at the second meeting shall constitute a quorum.
5. A special resolution requires a 75% majority of the members in good standing.
6. A special resolution may be proposed at a Special Meeting called for the purpose of proposing the extraordinary meeting, or at the Annual General Meeting of the Society, provided that the said resolution has been publicized in the notice of the meeting; or, a

minimum of 14 days written notice of such resolution has been mailed or otherwise given to all members of the Society.

7. Special resolutions are required in case of:
 - a. Amendments of the Constitution or By-Laws
 - b. Suspension of a member
 - c. Removal of an officer
 - d. Such other matters as the Society may, from time to time, require
 - e. Liquidation of the assets of the Society upon winding up or liquidation of the Society
8. A notice may be given, either personally or by mail, to the member at the member's registered address.
9. A notice, sent by mail, is deemed to have been given on the second day following on the day which the notice is posted, and, in proving that the notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
10. Notice of a General Meeting must be given to every member shown on the register of members on the day the notice is given.
11. Notice of a General Meeting may be publicized in a local publication for the purposes of informing the community at large.
12. A member in good standing, present at the meeting of members, is entitled to one vote.
13. Voting is by show of hands, except in the case of election of directors where voting is by secret ballot
14. Voting by proxy is not permitted

ARTICLE V – BOARD OF DIRECTORS

1. The number of Board members shall not be less than nine (9) or more than fifteen (15), and they will be responsible for the

development of policy and overall monitoring of the financial and operational aspects of the Society.

2. In order that there may be continuity on the Board of directors, the term of office of the Board Members elected at each Annual General Meeting shall be:

50%+1 of those elected to be elected for a two year term; and
50%-1 of those elected to be elected for a one year term.
3. Where a member of the Board of Directors dies or resigns his office, or is absent without good cause from three consecutive meetings of the Board of Directors, the Board of Directors may, at any meeting thereof, appoint a member to the Board in the place of the absent member. Such appointments shall be confirmed at the next general meeting of the Society.
4. Any Board member may be suspended from the Board of Directors if, in the opinion of the Board, he is grossly negligent in the performance of his duties, providing however, that any Board member so suspended, shall be at liberty to appeal the decision of the Board directly to the membership of the Society at the next General Meeting.
5. The Board of Directors shall arrange the business of the Society and set its policies, and in particular:
 - a. have the power to appoint employees of the Society and define their duties, remuneration and conditions of employment
 - b. have the power to suspend or dismiss any employees
 - c. pass banking regulations and appoint signing officers of the Society
 - d. prepare a budget and set a time for the Annual General meeting
 - e. establish proper accounting procedures
 - f. have the power to establish sub-committees on which at least one Board member shall sit and consisting of other persons as the Board of directors sees fit to appoint; and to define the

powers and duties of such sub-committees, shall be responsible to the Board

- g. have the power to apply and administer any grants received under 2(g) of the Constitution of the Society, for the purposes and in such a manner as is consistent with the objectives of the Society
 - h. Board members shall annually appoint external auditors to review the books and accounts
6. The Board of Directors may make or authorize petitions or representation to the Government or Parliament of Canada, the Government or Legislature of the Province, or others, as it may determine or as may be required by vote of a majority of members present at any general meeting.
 7. Any five (5) members of the Board of Directors present in person shall constitute a quorum at any meeting of the Board, except that at any time, a decision of the Board which may result in the leasing or change of ownership or use of any real or personal property belonging to the Society, such a quorum shall consist of three-quarters (3/4) of the membership of the Board of Directors present in person and/or by written proxy given to the Secretary of the meeting before the said meeting. Such decisions that may result in the leasing or change of ownership or use of any real or personal property belonging to the Society must pass by two-thirds (2/3) majority of those Directors voting in person or by written proxy.
 8. The Board of Directors shall recommend additions or deletions to such By-Laws, rules and regulations as appear to be best adapted to promote the welfare of the Society and shall submit such changes for ratification by the members at a General meeting in accordance with Article VIII of these By-Laws.
 9. No paid employee of the Society shall be a member of the Board of Directors. No member of the Board of Directors shall receive any remuneration for services rendered, but the Board may grant any of its members monies for reasonable expense incurred in connection with the business of the Society.
 10. No public pronouncement in the name of the Society may be made unless authorized by the Board of Directors, or by some person to whom the Board has delegated this authority.

ARTICLE VI – OFFICERS

1. The officers of the Society shall be a Chairperson, a Vice-Chairperson, a Treasurer, and a Secretary, and such other officers as the Board of Directors may determine from time to time.
2. The officers shall be elected from among the members of the Board of Directors at the first meeting of the Board, after the election of the Board at the Annual General Meeting of the Society.
3. A vacancy occurring in any office between elections shall be filled by the Board of Directors from among its members.
4. The Chairperson presides at all meetings of the Society and of the Directors. The Chairperson is the supervisor of the Chief Executive Officer of the Society and must supervise the other officers in the execution of their duties.
5. The Vice-Chairperson must carry out the duties of the Chairperson during the Chairperson's absence.
6. The Secretary must do the following:
 - a. conduct the correspondence of the Society
 - b. ensure the issuance notices of meetings of the Society and Directors
 - c. ensure the minutes are kept of all meetings of the Society and Directors
 - d. maintain the register of members
7. The Treasurer must do the following:
 - a. ensure that financial records are kept, including books of account necessary to comply with the *Society Act*, and ensure that financial statements are rendered to the Directors, members and others when required

ARTICLE VII – BORROWING POWERS AND PROPERTY

1. The Board of Directors may, at any time, raise or borrow or otherwise obtain or secure any sum of money for the purposes of the Society, subject to the provisions of the Societies Act.
2. The Board of Directors shall have custody and control over the property and assets of the Society.
3. The Board of Directors shall see that all necessary books and records of applicable statute or law are regularly and properly kept.

ARTICLE VIII – BY-LAWS

1. The Constitution and By-Laws of the Society shall not be altered or added to except by a special resolution of the Society at a General or special meeting, of which, notice specifying the intention to propose the resolution as a Special resolution has been duly given, passed by three quarters (3/4) majority of those present in person.
2. Such By-Laws shall be binding on all members of the Society, its officers and all other persons lawfully under its control. They shall come into force and be acted upon only when they have been registered, in duplicate, with the Registrar, and a certified copy has been returned to the Society.

ARTICLE IX – THE SEAL

The seal of the Society shall remain in the custody of the Board of Directors, and shall not be used except by the authority of the Board, and then in the presence of the officers prescribed in a resolution of the Board.

ARTICLE X – RIGHT OF ACCESS

The General Accountant or Chartered Accountant of the Society shall have the right of access at all reasonable times to all financial records, documents, books and accounts of the Society, and shall be entitled to require from the Board and Management of the Society, such information and explanations as may be necessary for the purpose of the financial report.