

LifeCycles Project Society Bylaws
Proposed Revisions and Rationale (2022)

| Section | Current w/ Proposed Revisions | Rationale |
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| Part 1 — Interpretation | | |
| 1 | <p>(1) In these bylaws, unless the context otherwise requires: "directors" means the directors of the society for the time being <u>and includes a youth director</u>; "Society Societies Act" means the <u>Society Societies Act</u> of British Columbia <u>as amended from time to time</u>from time to time in force and all amendments to it; "registered address" of a member means the member's address as recorded in the register of members.</p> <p>(2) The definitions in the <u>Society Societies Act</u> on the date these bylaws become effective apply to these bylaws.</p> | <ul style="list-style-type: none"> • Reflects the 2016 statutory amendment from <i>Society Act</i> to <i>Societies Act</i>; • Confirms that a youth director is a director; • Simplifies the definition of <i>Societies Act</i> to mirror the model bylaws. |
| 2 | <p>Words importing the singular include the plural and vice versa, and words importing a male person include <u>both</u> a female person and a corporation.</p> | <ul style="list-style-type: none"> • <u>Removes</u> gendered language • Clarifies that the reference to person includes both person and corporation. |
| Part 2 — Membership | | |
| 3 | <p>The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.</p> | |
| 4 | <p>A person may apply to the directors for membership in the society and on acceptance by the directors is a member.</p> | |
| 5 | <p>Every member must uphold the constitution and comply with these bylaws.</p> | |
| 6 & 6.1 | <p>The amount of annual membership dues must be determined by the directors. 6.1 The directors may use discretion to waive membership dues for individuals who have volunteered for the society or for individuals who are unable to afford the membership fee</p> | |
| 7 | <p>A person ceases to be a member of the society</p> <p>(a) by delivering his or her <u>their</u> resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,</p> <p>(b) on his or her <u>their</u> death or, in the case of a corporation, on dissolution,</p> <p>(c) on being expelled, or</p> <p>(d) on having been a member not in good standing for 12 consecutive months.</p> | <ul style="list-style-type: none"> • Removes gendered language |

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| 8 | <p>(1) A member may be expelled by a special resolution of the members passed at a general meeting.</p> <p>(2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.</p> <p>(3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.</p> | |
| 9 | All members are in good standing except a member who has failed to pay his or her their current annual membership fee, 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. | <ul style="list-style-type: none"> Removes gendered language |
| Part 3 — Meetings of Members | | |
| 10 | General meetings of the society must be held at the time and place, in accordance with the Society Societies Societies Act, that the directors decide. | <ul style="list-style-type: none"> Reflects the 2016 statutory amendment from <i>Society Act</i> to <i>Societies Act</i> |
| 11 | Every general meeting, other than an annual general meeting, is an extraordinary general meeting. | |
| 12 | The directors may, when they think fit, convene an extraordinary general meeting. | |
| 13 | <p>(1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.</p> <p>(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.</p> | |
| 14 | The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must 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 4 — Proceedings at General Meetings | | |
| 15 | <p>Special business is</p> <p>(a) all business at an extraordinary general meeting except the adoption of rules of order, and</p> <p>(b) all business conducted at an annual general meeting, except the following:</p> <p>(i) the adoption of rules of order;</p> <p>(ii) the consideration of the financial statements;</p> <p>(iii) the report of the directors;</p> <p>(iv) the report of the auditor, if any;</p> <p>(v) the election of directors;</p> | |

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| | (vi) the appointment of the auditor, if required; (vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting. | |
| 16 | (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not 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 present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated. (3) A quorum is 3 members present or a greater number that 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, if convened on the requisition of members, must be terminated, but In any other case, it must 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. | <ul style="list-style-type: none"> • Resolve run-on sentence |
| 18 | Subject to bylaw 19, the chair of the board of directors of the society, or, in his or her <u>their</u> absence, one of the other directors present, must preside as chair of a general meeting. | <ul style="list-style-type: none"> • Removes gendered language |
| 19 | If at a general meeting (a) there is no chair/ <u>vice-chair</u> of the board of directors or other director present within 15 minutes after the time appointed for holding the meeting, or (b) the chair/ <u>vice-chair</u> of the board of directors and all the other directors present are unwilling to act as chair, the members present must choose one of their number to be the chair. | <ul style="list-style-type: none"> • Provides certainty regarding the vice-chair's leadership role. |
| 20 | (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted 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 must 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 of the business to be conducted at an adjourned general meeting. | |

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| 21 | <p>(1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.</p> <p>(2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she<u>they</u> may be entitled as a member, and the proposed resolution does not pass.</p> | <ul style="list-style-type: none"> Removes gendered language |
| 22 | <p>(1) A member in good standing present at a meeting of members is entitled to one vote.</p> <p>(2) Voting is by show of hands.</p> <p>(3) Voting by proxy is not permitted.</p> | |
| 23 | <p>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 must be considered as a member for all purposes with respect to a meeting of the society.</p> | |
| Part 5 — Directors and Officers | | |
| 24 | <p>(1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to</p> <p>(a) all laws affecting the society,</p> <p>(b) these bylaws, and</p> <p>(c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.</p> <p>(2) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.</p> | |
| <u>25</u> | <p><u>A contract that exceeds \$10,000 in value must be signed on behalf of the Society</u></p> <p><u>(a) by the chair, together with one other director,</u></p> <p><u>(b) if the chair is unable to provide a signature, by the vice-chair together with one other director,</u></p> <p><u>(c) if the chair and vice-chair are both unable to provide signatures, by any 2 other directors, or</u></p> <p><u>(d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.</u></p> | <ul style="list-style-type: none"> Consistent with the model bylaws provided for the <i>Societies Act</i>, clarifies who has authority to sign contracts of a value that exceed \$10,000 (contracts under \$10,000 delegated to ED) |
| 26 | <p>(1) The chair, secretary, treasurer and two or more directors at large are the directors of the society.</p> <p>(2) The number of directors must be at least 5 and no greater than 10 or as otherwise or a greater number determined from time to time at a general meeting.</p> | <ul style="list-style-type: none"> Removal of (1) reduces duplication in this section; Creating a limit of 10 directors ensures a size |

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| | <p>(32) The directors will elect the chair, <u>vice-chair</u>, treasurer and secretary among themselves <u>at the first general meeting following the</u>within one month of each annual general meeting</p> <p>(43) An individual who is 16 or 17 years of age is qualified to be a director, so long as the majority of the directors are individuals who are at least 18 years of age.</p> | <p>enabling diverse representation while providing space for all directors to participate;</p> <ul style="list-style-type: none"> • Embedding a vice-chair role in the bylaws ensures there is succession and clarity in the organization’s executive; • Transitioning from one month post-AGM to a more general statement of the next meeting provides some flexibility in when the board meets subsequent to the AGM. |
| 27 | <p>(1) The members shall elect the directors for overlapping three year terms, with special provision for youth directors (aged 16-1725) <u>who may be elected specifically to ensure the perspective of youth is represented in board decision-making,</u>whose term will be for 1-year. <u>The term for each youth director will be 1 year, which may be renewed, until the age of 18. Between the ages of 18 and 25, each youth director may determine whether they will be elected for a renewable term of 1 or 3 years.</u></p> <p>(2) At each Annual General Meeting, every elected director who has been in office for two consecutive terms <u>or six consecutive years, whichever is greatest</u>, shall retire from office. Each retiring director shall retain office until the conclusion of adjournment of the meeting at which the director’s successor is elected.</p> <p>(3) A retiring director is eligible for re-election, provided that a retiring director who has served six or more consecutive years shall not be eligible for re-election or re-appointment until the next Annual General Meeting after the Annual General Meeting at which such director retires.</p> <p>(4) Separate elections must be held for each office to be filled.</p> <p>(5) An election may be by acclamation or by show of hands.</p> | <ul style="list-style-type: none"> • Formalizes the age, term, and duration of youth board members as has been put into practice in previous board recruitment (LifeCycles Board Member Call-out 2021.docx (lifecyclesproject.ca)) |
| 28 | <p>(1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors <u>and this appointment is not included in the director’s term of office as prescribed in section 27.</u></p> | <ul style="list-style-type: none"> • Creates clarity that the person’s involvement on the board does not shorten/ |

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| | (2) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting. | curtail their ability to access two three-year terms. |
| 29 | (1) If a director resigns his or her <u>their</u> office or otherwise ceases to hold office, the remaining directors may appoint an individual to take the place of the former director. (2) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office. | <ul style="list-style-type: none"> Removes gendered language. |
| 30 | The members may, by special resolution, remove a director, before the expiration of his or her <u>their</u> term of office, and may elect a successor to complete the term of office. | <ul style="list-style-type: none"> Removes gendered language. |
| 31 | A director must not be remunerated for being or acting as a director or in any other capacity for the society while acting as a director, but a director must <u>may</u> be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society. | <ul style="list-style-type: none"> Clarifies that reimbursement of directors is at the discretion of the organization in discussion with the director. |
| Part 6 — Proceedings of Directors | | |
| 32 | (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit. (2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority <u>50% or more</u> of the directors then in office. (3) The chair is the facilitator of all meetings of the directors, but if at a meeting the chair is not present within 15 minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be the facilitator at that meeting. (4) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors. | <ul style="list-style-type: none"> Where the board has an even number of directors in particular, this amendment seeks to support the board in proceeding with business as long as 50% are present. |
| 33 | (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit. (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done. | |
| 34 | A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting. | |
| 35 | The members of a committee may meet and adjourn as they think proper. | |

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| | 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 the directors is present. | <ul style="list-style-type: none"> The intention will always be to include directors, including new members, thus this section seems unnecessary without any clear requirement. |
| | 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, (a) a notice of meeting of directors is not required to be sent to that director, and (b) any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective. | <ul style="list-style-type: none"> Section 40 of the <i>Societies Act</i> identifies that at least one director must be resident in BC but does not preclude a director from involvement by virtue of being out of province. |
| 36 | (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes. (2) In the case of a tie vote, the chair does not have a second or casting vote. | |
| 37 | A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution. | |
| 38 | 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 | | |
| 39 | (1) The chair of the board presides at all meetings of the directors and may attend staff meetings of the society. (2) The chair must supervise the other officers in the execution of their duties. | |
| 40 | The secretary <u>vice-chair</u> must carry out the duties of the chair during the chair's absence. | <ul style="list-style-type: none"> Embeds the role of the vice-chair as alternate to the chair. |
| 41 | The secretary <u>or delegate</u> must do the following: (a) oversee the correspondence of the society; (b) issue notices of meetings of the directors; (c) keep minutes of all meetings of the directors; (d) oversee staff in keeping all records and documents of the society except those required to be overseen by the treasurer; (e) ensure that staff maintain the register of members. | <ul style="list-style-type: none"> Ensures clarity that, in some instances, a delegate may be appointed. |

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| 42 | The treasurer <u>or delegate</u> must: (a) oversee the accountant in keeping the financial records, including books of account, necessary to comply with the Society <i>Societies</i> Act, and (b) render financial statements to the directors, members and others when required. | <ul style="list-style-type: none"> • Ensures clarity that, in some instances, a delegate may be appointed. • Reflects the 2016 statutory amendment from <i>Society Act</i> to <i>Societies Act</i> |
| 43 | (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer. (2) If a secretary treasurer holds office, the total number of directors must not be less than 5, <u>greater than 10 or, alternatively, the</u> greater <u>than the</u> number that may have been determined under bylaw 25 (2). | <ul style="list-style-type: none"> • Follows the form of amendment to bylaw 25 |
| 44 | In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting. | |
| Part 8 — Seal | | |
| 45 | The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place. | |
| 46 | The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the chair <i>president</i> and secretary or chair <i>president</i> and secretary treasurer. | <ul style="list-style-type: none"> • Creates consistency with language (chair rather than president) used throughout the bylaws. |
| Part 9 — Borrowing | | |
| 47 | 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 that power, by the issue of debentures. | |
| 48 | A debenture must not be issued without the authorization of a special resolution. | |
| 49 | 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 10 — Auditor | | |
| 50 | This Part applies only if the society is required or has resolved to have an auditor. | |
| 51 | The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor. | |
| 52 | 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. | |

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| 53 | An auditor may be removed by ordinary resolution. | |
| 54 | An auditor must be promptly informed in writing of the auditor's appointment or removal. | |
| 55 | A director or employee of the society must not be its auditor. | |
| 56 | The auditor may attend general meetings. | |
| Part 11 — Notices to Members | | |
| 57 | A notice may be given to a member, either personally, or by mail to the member at the member's registered address, <u>or by e-mail to the e-mail address provided by the member.</u> | <ul style="list-style-type: none"> • Modernizes to enable use of email. |
| 58 | A notice sent by mail is deemed to have been given: <u>a) on the second day following the day on which the notice is postedmailed,</u> and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle. <u>b) on the same day on which the notice is e-mailed to the address provided by the member.</u> | <ul style="list-style-type: none"> • Modernizes to enable use of email. |
| 59 | (1) Notice of a general meeting must 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 — Bylaws | | |
| 60 | On being admitted to membership, each member is entitled to, and the society must make available to the member without charge, a copy of the constitution and bylaws of the society. | |
| 61 | These bylaws must not be altered or added to except by special resolution. | |
| 62 | Upon winding up or dissolution of the Society, the assets which remain after the payment of all cost, charges, and expenses which are properly incurred in the winding up shall be distributed to a registered charity or registered charities in British Columbia, as defined in the <i>Income Tax Act (Canada)</i> , as may be determined by the members of the Society at the time of winding up or dissolution. This provision was previously unalterable. | |