



Bylaws of VANCOUVER LATIN AMERICAN CULTURAL CENTRE SOCIETY [DRAFT]

Part 1 — Interpretation

1 (1) In these bylaws, unless the context otherwise requires:

"Directors" means the directors of the society for the time being;

"Electronic Means" means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:

in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and

in relation to a vote, permits voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters.

"Societies Act " means the *Societies Act* of British Columbia 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.

(2) The definitions in the *Societies 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 a corporation.

Part 2 — Membership

3 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.

4 A person may apply to the directors for membership in the society and on acceptance by the



directors is a member.

5 Every member must uphold the constitution and comply with these bylaws.

6 Membership in the society is for a period of one year or twelve months.

7 The amount of the annual membership dues must be determined by the directors.

8 A person ceases to be a member of the society:

(a) Twelve months after joining if they do not renew,

(b) by delivering his or her resignation in writing to the secretary of the society or by e-mailing or delivering it to the address of the society,

(c) on his or her death,

(d) on being expelled, or

9 (1) A member may be expelled by a majority vote of the directors;

(2) The member will be provided with a brief statement of the reasons for the proposed expulsion and will be given an opportunity to be heard at a director's meeting.

10 A person must be a member of the society for 90 days before they may vote at a General Meeting of the society.

11 All members are in good standing except a member who has failed to pay his or her 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.

Part 3 — Meetings of Members

12 General meetings of the society must be held at the time and place, in accordance with the *Societies Act*, that the directors decide.

13 Every general meeting, other than an annual general meeting, is an special general meeting.



14 The directors may, when they think fit, convene a special general meeting.

13 (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the 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 of the society must be held once in every calendar year.

15 Electronic Participation in General Meetings.

(a) The Board may determine, in its discretion, to hold any General Meeting in whole or in part by Electronic Means, so as to allow some or all Members to participate in the meeting remotely.

(b) Where a General Meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

(c) Persons participating by permitted Electronic Means are deemed to be present at the General Meeting.

Part 4 — Proceedings at General Meetings

16 Special business is:

(a) all business at a special general meeting except the adoption of rules of order, and

(b) all business conducted at an annual general meeting, except the following:

- . (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;
- . (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.

17 (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 7 members.

18 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.

19 If at a general meeting

(a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or

(b) the president and all the other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.

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.

21 (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.

(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 may be entitled as a member, and the proposed resolution does 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 at in-person meetings, but voting can be in writing at electronic meetings.

(3) Voting by proxy is not permitted.

Part 5 — Directors and Officers

23 (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

(a) all laws affecting the society,

(b) these bylaws, and

(c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.

(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.

24 The number of directors must be 5 to a maximum 25.

25 (1) The term of directors will be two years to be staggered in accordance with Board policy.

(2) An election may be by acclamation.

(3) Members cannot be nominated as directors from the floor at the AGM



26 (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.

(2) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, and is eligible for re-election at the meeting.

(2) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

27 The directors may, where 2/3rds of directors agree, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.

28 A director must not be remunerated for being or acting as a director but a director may be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

Part 6 — Proceedings of Directors

29 (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 of the directors then in office.

(3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair 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.

30 (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.

31 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.

32 The members of a committee may meet and adjourn as they think proper.

33 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.

34 (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.

35 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.

36 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

37 At the first board meeting following the Annual General Meeting the directors shall appoint from among their number to fill the following positions:

(1) The president presides at all meetings of the society and of the directors.

(2) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.



38 The vice president must carry out the duties of the president during the president's absence.

39 The secretary must do or make arrangements for the following:

- (a) conduct the correspondence of the society;
- (b) issue notices 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;
- (f) maintain the register of members.

40 The treasurer must make arrangements for the following:

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

41 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

Part 9 — Borrowing

42 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.

43 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

44 This Part applies only if the society is required or has resolved to have an auditor.

45 The first auditor must be appointed by the directors who must also fill all vacancies occurring in



the office of auditor.

46 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.

47 An auditor may be removed by ordinary resolution.

48 An auditor must be promptly informed in writing of the auditor's appointment or removal.

49 A director or employee of the society must not be its auditor.

50 The auditor may attend general meetings.

Part 11 — Notices to Members

51 A notice may be given to a member, either personally or by mail, or e-mail to the member at the member's registered address.

52 (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 — Access to Records

53 The official records of the society under s. 20(1) of the *Societies Act* will be open to the inspection of and disclosure to the members of the society. A member or director who wishes to make such inspection, shall apply in writing to the secretary or the treasurer. The official records will be made available for inspection at such time and place as is reasonable. Access to any other society record by a member, director or other person will be at the sole discretion of the Board of Directors.

Part 13 Charitable Provisions



VANCOUVER LATIN AMERICAN
CULTURAL CENTRE

In the event of the 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 with similar purposes in British Columbia, as may be determined by the members of the Society at the time of dissolution, provided that such organization or organizations shall be a qualified donee within the meaning of s. 149(1) of the *Income Tax Act*.

54 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 objects.

Part 14 Bylaws

55 On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.

56 These bylaws must not be altered or added to, except by special resolution.