



SINEAD O'CALLAGHAN

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 Southern Gulf Islands area.
 - b) To research, develop resources, and improve social services in the community, including but not limited to health, housing, recreation, child care, programmes for the developmentally challenged, parent education, and services to seniors.
 - c) To operate resource facilities for youth-oriented programs, including but not limited to social, recreational, cultural, counselling and educational activities that encourage youth participation, leadership and citizenship.
 - d) To promote liaison and co-ordination between existing services in the community.
 - e) 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.
 - f) To buy, sell, lease, mortgage or otherwise acquire and dispose of any lands, housing, buildings, machinery and merchandise of every description.
 - g) 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 said grants for such purpose, and in a manner as is consistent with the objectives of the Society.
 - h) 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.
 - i) To operate a charitable institution (without profit to its members) for the purpose of administering rent supplements, constructing, providing, maintaining, leasing, owning and managing one or more affordable housing projects for those with low to moderate incomes

SALT SPRING AND SOUTHERN GULF ISLANDS COMMUNITY SERVICES SOCIETY

BY-LAWS

ARTICLE I – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

"Act" means the Societies Act of British Columbia as amended from time to time;

"Board" means the Directors of the Society;

"Bylaws" means these Bylaws as altered from time to time.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

ARTICLE II — MEMBERSHIP

2.1. 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 the Southern Gulf Islands for at least six continuous months, and
- c) Is free of Conflicts of Interest relevant to the Society, and
- d) Meets the requirements for participation in the Society as a volunteer as established by the Board of Directors

2.2. An eligible person may apply in writing to the Board of Directors for membership in the Society in accordance with these Bylaws and on acceptance by the Board of Directors and payment of the accompanying membership dues, if any, will be a Member. The Board of Directors may, in their sole discretion, accept or refuse an application for membership.

- 2.3. Applications for membership in the Society must be in writing and be submitted to the Society at the registered address of the Society or to an authorized representative of the Society, including any documents or other information as the Society may require to confirm eligibility for membership,
- 2.4. New members cannot vote until thirty (30) days have elapsed from the date of their membership application.”
- 2.5. An annual membership fee determined by the Board of Directors is payable by each member at the time of becoming a member and annually thereafter
- 2.6. The official membership year is between Annual General Meetings.
- 2.7. New memberships may be obtained or memberships can be renewed at any time during the year. A member, to remain in good standing, must re-register and pay as a member annually.
- 2.8. The Secretary of the Board of Directors shall keep a list of members in good standing.
- 2.9. Paid employees of the Society are not eligible to become members of the Society.

ARTICLE III – TERMINATION OF MEMBERSHIP

- 3.1 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; or,
 - c) If the member fails to renew their annual membership.

ARTICLE IV – OBLIGATION OF MEMBERS

- 4.1 Every member must uphold the Constitution of the Society and must comply with these Bylaws.

- 4.2 Every member shall also be bound by the Governance Policies and Procedures as enacted by the Board of Directors.

ARTICLE V – ANNUAL, GENERAL AND SPECIAL MEETINGS

- 5.1 The Annual General Meeting of the Society shall be held at least once every calendar year and not more than fifteen (15) months after the adjournment of the previous annual meeting.
- 5.2 Additional General meetings may be held, as determined from time to time, by the Board of Directors or at the request of at least twenty-five (25) people or ten (10) percent of the membership in good standing, whichever number is lower.
- 5.3 A quorum at any Annual General or Special General meeting, shall be twenty-five (25) members or ten (10) percent of the membership in good standing, whichever number is lower.
- 5.4 If, within thirty (30) minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- a) In the case of a meeting convened on the requisition of members, the meeting is terminated; and
 - b) In any other case, the meeting shall be adjourned and called again within two (2) weeks hence, and if, at the continuation of the adjourned meeting, a quorum is not present within thirty (30) minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.
- 5.5 A special resolution may be presented at a Special Meeting called for the purpose of proposing the resolution, 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 fourteen (14) days written notice of such resolution has been mailed or otherwise given to all members of the Society.
- 5.6 Special resolutions are required in case of:
- a) Amendments of the Constitution or Bylaws
 - 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
- 5.7 The passing of a special resolution requires a two-thirds majority of the members in attendance at the meeting.
- 5.8 Notice of a General Meeting must be given to every member shown on the register of members.
- 5.9 A notice may be given to the member, either personally, by phone, by e-mail or by mail, to member's registered address or e-mail address.
- 5.10 A notice, sent by mail, is deemed to have been given on the second day following the day on which the notice was posted. In proving that the notice has been given, it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.
- 5.11 Notice of a General Meeting may be publicized in a local publication for the purposes of informing the community at large.
- 5.12 A member in good standing, present at the meeting of members, is entitled to one vote.
- 5.13 Voting is by show of hands, except in the case of election of directors, where voting is by secret ballot if necessary.
- 5.14 Voting by proxy is not permitted.

ARTICLE VI – BOARD OF DIRECTORS

- 6.1 The Board of Directors will annually establish a committee, the purpose of which is to nominate any eligible candidate (a "Nominee") to stand for election as a Director of the Board of the Society. The composition of the committee (the "Nominations Committee") must include at least one Director whose term is not expiring at the next following annual general meeting. The nomination process is as follows:
- a) The Nominations Committee must:
 - i. solicit and receive nominations; and
 - ii. follow process outlined in Governance Policy and Procedure; and

- iii. ensure that the number of Nominees equals or exceeds the number of anticipated vacancies on the Board; and
- iv. review all information submitted by Nominees, and ensure it is truthful and complete; and
- v. meet all Nominees; and
- vi. assess the Nominees based on skills, experience, and ability to contribute as Directors, and report their overall suitability (suitable/not suitable) to the Board of Directors immediately subsequent to the date upon which nominations close, and
- vii. put forward the names of all eligible Nominees as candidates for election to the Board at the next AGM of the Society. Nominations must be in writing in a form approved by the Nominations Committee and must be signed by at least two Members; and
- viii. put forward the names of the nominees of the nominees to be confirmed at the next Annual General Meeting.

b) A Nominee must:

- i. be a Member in good standing of the Society, or as approved by the Board; and
- ii. provide to the Nominations Committee the names of at least two (2) references, and contact information for those references; and
- iii. provide a Candidate's Statement disclosing their interest to becoming a Director; and
- iv. have disclosed all personal, employment and business relationships with the Society and its employees, suppliers, contractors and Directors; and
- v. have disclosed all conflicts between the Nominee's personal interests and those of the Society, or be disqualified under section 44 of the BC Societies Act; and
- vi. will disclose any conflicts of interest as soon as they arise; and
- vii. comply with the Constitution and Bylaws of the Society as well as with any and all policies set by the Board of Directors.

6.2. The number of Board members shall not be less than three (3) or more than seven (7) and they will be responsible for the development of policy and overall monitoring of the financial and operational aspects of the Society.

- 6.3. Every effort shall be made to ensure continuity on the Board of Directors. This may include, but is not limited to, arranging alternating two-year terms.
- 6.4. The Board of Directors may, at any time, appoint a member as a director to fill a vacancy on the Board. Such appointments shall be confirmed at the next annual general meeting of the Society.
- 6.5. Any Board member may be suspended and/or removed from the Board of Directors if, in the opinion of the Board, they are grossly negligent in the performance of their duties including repeated absences from meetings and repeated failings to perform assigned duties. The Board member so suspended or dismissed shall be at liberty to appeal the decision of the Board directly to the membership of the Society at the next general meeting.
- 6.6 The Board of Directors are responsible for the business of the Society and set its policies, and in particular:
- a) Appoint an Executive Director
 - b) Appoint signing officers of the Society
 - c) Approve a budget
 - d) Set a time for the Annual General meeting
 - e) Have the responsibility to establish sub-committees comprised of at least one Board member, and to define the responsibilities and duties of such sub-committees
 - f) 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
 - g) Shall annually appoint external financial auditors
- 6.7. 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.
- 6.8. A majority of fifty (50) percent plus one (1) current members of the Board of Directors 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 seventy-five (75) per cent of the membership of the Board of Directors.

- a) 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 majority of those Directors voting.

6.9. The Board of Directors shall recommend additions or deletions to such Bylaws, 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 IX of these Bylaws.

6.10. No paid employee of the Society shall be a member of the Board of Directors. The Society will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.

6.11. Directors will be familiar with, and comply with all terms of the Board of Directors Code of Conduct at all times. A Director who violates a provision of the Code of Conduct is required to correct the behavior, resign from the Board of Directors, or be subject to discipline by the Board of Directors up to and including removal from the Board of Directors in accordance with the Investigation and Discipline Policy.

6.12. No person shall serve on the Board of Directors if they have affairs and interests outside of the Society Services that creates a divided loyalty where an actual, perceived or potential bias can impact the duty of the Director to act in the best interests of the Society at all times. Directors are required to declare all conflicts of interest, including those of self, immediate family members, and business associates, and take steps necessary to eliminate the conflict of interest by resigning from the Board of Directors, resigning from the other organization, or complying with other actions prescribed by the Board. Directors will be familiar with, and comply with all terms of the Conflict of Interest and Divided Loyalty Policy on these matters.

6.13. In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process regarding meetings of the Board of Directors, the person appointed or presiding as chairperson for the meeting will have the authority to interpret and apply all such rules of order and determine matters for the meeting in accordance with those rules, Society Act, By Laws and governance policies.

6.14. Concerns or complaints received in any manner by the Board of Directors about any aspect of it's functioning from employees, persons served or the general community must

be duly reviewed, and acted upon in a timely manner in accordance with the Investigation and Discipline Policy.

- 6.15. 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 VII – OFFICERS

- 7.1 The officers of the Society shall be Chairperson, Vice Chairperson, Treasurer, and Secretary, and such other officers as the Board of Directors may determine from time to time.
- 7.2 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.
- 7.3 A vacancy occurring in any office between elections shall be filled by the Board of Directors from among its members.
- 7.4 The Chairperson presides at all meetings of the Society and of the Directors.
- 7.5 The Vice-Chairperson shall carry out the duties of the Chairperson during the Chairperson's absence.
- 7.6 The Secretary shall do the following:
- a) Conduct the correspondence of the Society as necessary
 - b) Ensure the issuance of notices of meetings of the Society and Directors as necessary
 - c) Ensure the minutes are kept of all meetings of the Society and Directors
 - d) Maintain the register of members
- 7.7 The Treasurer shall do the following:
- a) Ensure that financial records are kept, including books of accounts necessary to comply with the Societies Act
 - b) Ensure that financial statements are rendered to the Directors, members and others when required

ARTICLE VIII – BORROWING POWERS AND PROPERTY

- 8.1. 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.
- 8.2. The Board of Directors shall have custody and control over the property and assets of the Society.
- 8.3. The Board of Directors shall ensure that all necessary books and records of applicable statute or law are regularly and properly kept.

ARTICLE IX – BY-LAWS

- 9.1. 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 two-thirds majority of those present.
- 9.2. 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
- 9.3. The Society will not alter or delete its purpose to provide affordable housing for people having low to moderate incomes and the Society will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.

ARTICLE X – 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 XI – 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.

ARTICLE XII- PREVIOUSLY UNALTERABLE

- 12.1 The councillors shall serve without remuneration, and the councillors shall not receive, directly or indirectly any profits from their position as councillors, but may be paid expenses incurred by them in the performance of their duties. This clause was previously unalterable.
- 12.2 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 Jan. 1, 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 was previously unalterable.
- 12.3 In the event that the Society shall be wound up or liquidated in accordance with the “Societies Act” of British Columbia, all the 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 (of the Constitution) thereof. This provision was previously unalterable.
- 12.4 The Society shall not dispose of its assets to a member of the Society without receiving full and valuable consideration. This provision was previously unalterable.
- 12.5 The Society shall be carried out without purpose of gain for its member(s), and no part of any income of the Society shall be payable or otherwise available for the personal benefit of the member(s) thereof, and any profits or any other accretions to the Society shall be used for promoting its purpose. This clause was previously unalterable.
- 13 The Society shall carry on works exclusively of a charitable nature. This clause was previously unalterable.

July 22, 2025