

# **Bylaws of Canadian Communities 4 Africa Hope Society (the Society)**

## **Part 1 – Definitions and Interpretation**

### **General**

- 1.1 The Canadian Communities 4 Africa Hope Society is committed to the United Nations Millennium Development goals including universal primary education, reduction of child mortality, combating HIV/AIDS, malaria and other diseases. The Society will partner with established agencies and NGOs to address basic health and education needs that are not immediately addressed by local governments during post-war recovery periods.

### **Definitions**

- 1.2 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;
- “Director”** means an individual who has been designated, elected or appointed as a member of the Board of Directors of the Society;
- “Member”** means any individual who meets the conditions specified in these bylaws;
- “Ordinary Resolution”** means a resolution passed by a majority (more than 50%) of the votes cast on that resolution;
- “Society”** in these Bylaws means the Canadian Communities 4 Africa Hope Society;
- “Special Resolution”** means a resolution passed by no less than two-thirds (2/3) of the votes cast on that resolution.

## **Definitions in Act**

- 1.3 The definitions in the Act apply to these bylaws.
- 1.4 If there is any conflict between these Bylaws and the Act or regulations under the Act, the Act or regulations prevail.

## **Part 2 – Members**

### **Membership**

- 2.1 Any Canadian who donates to assist in the purposes of the Society is automatically considered a Member. A person may also apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

### **Duties of Members**

- 2.2 Every member must uphold the Constitution of the Society and must comply with these Bylaws.
- 2.3 A member is not in good standing if the member fails to comply with these Bylaws. A member not in good standing may not vote at any general meeting or on any resolution. The Board, if it so concurs, may re-instate such a member upon the individual's application.

### **Membership Dues**

- 2.4 There are no annual membership dues.

### **Termination of Membership**

- 2.5 A person's membership is terminated if the person is not in good standing for 12 consecutive months.

## **Part 3 – General Meetings of Members**

### **Time and Place of General Meeting**

- 3.1 A General Meeting must be held at the time and place the Board determines, with no less than two weeks notice.

### **Ordinary Business at a General Meeting**

- 3.2 At a General Meeting the following business is ordinary business:
- a. adoption of Rules of Order;
  - b. consideration of any financial statements of the Society presented to the meeting;
  - c. consideration of the reports, if any, of the directors or auditor;
  - d. election or appointment of directors;
  - e. appointment of an auditor, if any;
  - f. business arising out of a report of the directors not requiring the passing of a special resolution.

### **Notice of Special Business**

- 3.3 A notice of a General Meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

### **Chair of General Meeting**

- 3.4 The following individual is entitled to preside as the Chair of a General Meeting:
- a. the individual, if any, appointed by the Board to preside as the Chair;
  - b. if the Board has not appointed an individual to preside as Chair, or that individual is unable to preside as Chair;
    - (i) the President,
    - (ii) the Vice-President, if the President is unable to preside as Chair, or

(iii) one of the other directors present at the meeting, if both President and Vice-President are unable to preside as Chair.

- 3.5 If there is no individual entitled under these Bylaws to preside as Chair within 15 minutes from the time set for holding the meeting, the voting members who are present must elect a member who is present to preside as Chair.

### **Quorum**

- 3.6 Business, other than the election of Chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a General Meeting unless a quorum of voting members is in attendance (including electronically).
- 3.7 The quorum for the transaction of general business at a General Meeting is 3 voting members or 10% of the voting membership whichever is greater.

### **Lack of Quorum**

- 3.8 If, within 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 stands adjourned to the same day in the next week, at the same time and place, and,
  - c. if at the continuation of the adjourned meeting a quorum is not present within 30 minutes from the time set for this meeting, the voting members present constitute a quorum.
- 3.9 If at any time during a General Meeting there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

## **Adjournments by Chair**

3.10 It is not necessary to give notice of continuation of an adjourned General Meeting or of the business to be transacted at such meeting, except when the meeting is adjourned for 30 days or more.

## **Order of Business at General Meeting**

3.11 The order of business at a General Meeting is:

- a. elect an individual to chair the meeting, if necessary;
- b. determine that there is a quorum;
- c. approve the agenda;
- d. approve the minutes from the last General Meeting;
- e. deal with unfinished business from the last General Meeting;
- f. if the meeting is an Annual General Meeting,
  - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditors report, if any, on those statements,
  - (ii) receive any other reports of directors' activities and decisions since the previous Annual General Meeting,
  - (iii) elect or appoint directors, and
  - (iv) appoint an auditor, if any;
- g. deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- h. terminate the meeting.

## **Methods of Voting**

3.12 At a General Meeting voting must be by show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after the vote, two or more voting members request a secret ballot or a secret ballot is directed by the Chair of the meeting, voting must be by secret ballot.

3.13 Voting by proxy is not permitted.

3.14 The Chair of a General Meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

### **Matters Decided by Ordinary Resolution**

3.15 A matter to be decided at a General Meeting must be decided by Ordinary Resolution unless the matter is required by the Act or these Bylaws to be decided by Special Resolution.

## **Part 4 – Directors**

### **Directors of the Board**

4.1 The Society must have no fewer than 3 and no more than 11 directors, at least one of which must be ordinarily resident in British Columbia.

4.2 Directors must be Canadian citizens and be 18 years of age or older.

### **Election or Appointment of Directors**

4.3 At each Annual General Meeting the voting members must elect or appoint the Board. Election may be by acclamation if no additional candidates for the vacant positions are nominated. Directors, other than those elected or appointed at a meeting they actually attend, must provide clear consent (written or electronic).

4.4 The directors may, at any time, appoint a member as a director to fill a vacancy that arises as a result of the resignation, death or incapacity of a director during the director's term of office. The director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired term of office of the individual replaced, at the next Annual General Meeting.

## **Part 5 – Meetings of Directors**

### **Calling of Directors' Meetings and Notice**

- 5.1 A directors' meeting may be called by the President or by any 2 other directors.
- 5.2 At least 7 days' notice of a directors' meeting must be given unless all directors agree to a shorter notice period.
- 5.3 The accidental omission of giving notice of a directors' meeting to a director, or the non-receipt of such notice, does not invalidate proceedings at the meeting.

### **Conduct of Directors' Meetings and Quorum**

- 5.4 The directors may regulate their meetings and proceedings as they see fit.
- 5.5 The quorum for the transaction of business at a director's meeting is a majority of the directors.

## **Part 6 – Board Positions**

### **Election or Appointment of Board Positions**

- 6.1 At the first Board meeting following the Annual General Meeting, directors must be elected or appointed from among themselves to the following Board positions:
  - a. President;
  - b. Vice-President;
  - c. Secretary;
  - d. Treasurer; and
  - e. two Founding Board Members
- 6.2 A director, other than the President, may hold more than one position. Directors elected or appointed to positions on the Board

in addition to those above are elected or appointed as Director-at-Large.

### **Role of President and Vice-President**

6.3 The President is Chair of the Board and is responsible for supervising the other directors in the execution of their duties.

6.4 The Vice-President is the Vice-Chair of the Board and is responsible for carrying out the duties of President if the President is unable to act.

### **Role of Secretary**

6.5 The Secretary is responsible for doing, or making the necessary arrangements for:

- a. issuing notices of general meetings and director's meetings;
- b. taking minutes of general meetings and directors' meetings;
- c. keeping the records of the Society in accordance with Act;
- d. conducting the correspondence of the Board; and
- e. filing the Annual Report of the Society and making any other filings with the Registrar under the Act.

6.6 In the absence of the Secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

### **Role of Treasurer**

6.7 The Treasurer is responsible for doing, or making the necessary arrangements for:

- a. receiving and banking monies collected from donors;
- b. keeping accounting records in respect of the Society's financial transactions;
- c. preparing the Society's financial statements; and
- d. making the Society's charitable status filings to the Canada Revenue Agency.



## **Role of Founding Board Member**

- 6.8 The Founding Board Member is one of two CC4Africa founding Society individuals:
- a. provide advice and assistance on matters of vision and purpose of the Society;
  - b. focus on the roots of the Society and bring forward to the Board fundamental matters of intent of the Society;
  - c. promote the value and history of the Society;
  - d. make recommendations to the Board for Patrons and any other honorary titles; and
  - e. contribute to the Board in any manner they and the Board deem appropriate.

## **Part 7 – Remuneration of Directors and Signing Authority**

### **Remuneration of Directors**

- 7.1 These Bylaws do not permit the Society to pay a director remuneration for being a director.

### **Signing Authority**

- 7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society:
- a. by the President, together with one other director,
  - b. if the President is unable to sign, by the Vice-President and one other director,
  - c. if both the President and Vice-President are unable to sign, by any two other directors.

## **Part 8 – Dissolution Provisions**

### **Asset Distribution**

- 9.1 Upon dissolution, after payment of debts, all remaining assets must be distributed to qualified donees only.
- 9.2 The assets of the Society may not be distributed to the members at any time.