

  
CAROL PREST

## **Bylaws of the YouthCO HIV & Hep C Society of BC**

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*Adopted by a vote of the membership at an Annual General Meeting on September 15, 2016*

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# Bylaws

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## PART 1 - INTERPRETATION

1. (1) In these bylaws, unless the context otherwise requires,
  - (i) “directors” means the directors of the Society for the time being;
  - (ii) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
  - (iii) “registered address” of a member means their address as recorded in the register of members;
  - (iv) “member” means a youth between the ages of 15 and 29, who is living with, or affected by, HIV or Hep C, who has applied and been accepted for membership in the Society;
  - (v) “in good standing” means adhering to the policies and agreements of the Society; and
  - (vi) “term” means a 2-year period.
- (2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
2. Words importing singular include the plural and vice versa, and the use of “their, them”, etc are used as gender-neutral singular pronouns in addition to plural pronouns.

## PART 2 - MEMBERSHIP

3. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have 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 shall be a member.
5. Every member shall uphold the constitution and comply with these bylaws.
6. There shall be no membership dues payable by members and all members are in good standing until they cease to be a member of the Society.
7. A person shall cease to be a member of the Society
  - (1) by delivering a resignation in writing to the directors of the Society or by mailing or delivering it to the address of the Society;

- (2) on death;
  - (3) on being expelled; or
  - (4) upon turning 30 years of age, with the exception of elected Board members who are completing their terms (see 23(2)).
8. (1) A request for the expulsion of a member may be brought to the directors by another member or a staff member.
- (2) The request must be received in writing and be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
  - (3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the meeting of directors before the resolution is put to a vote.
  - (4) Final approval of the expulsion of a member resides with the directors.

### **PART 3 - MEETINGS OF DIRECTORS**

9. General meetings of the Society shall be held at the time and place, in accordance with the Society Act, that the directors decide.
10. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
11. The directors may, when they think fit, convene an extraordinary general meeting.
12. (1) Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general 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.
13. The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall 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 - PROCEEDING AT GENERAL MEETINGS**

14. Special business is
- (1) all business at an extraordinary general meeting except the adoption of rules of order; and
  - (2) all business transacted at an annual general meeting, except,
    - (i) adoption of rules of order;

- (ii) consideration of the financial statements;
  - (iii) report of the directors;
  - (iv) report of the auditor, if any;
  - (v) election of directors;
  - (vi) appointment of the auditor, if required; and
  - (vii) other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
15. (1) No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall 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 quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) Quorum consists of three members present who have been registered members of the Society a minimum of 60 days prior to the general meeting.
16. 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, shall be terminated; but in any other case, it shall stand adjourned to the same day 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.
17. At a general meeting, one of the directors present shall preside as chairperson.
18. The members present shall choose one of their number at a general meeting to be chairperson if
- (1) no director is present within 15 minutes after the time appointed for a meeting; or
  - (2) all of the directors present are unable or unwilling to act as chairperson.
19. (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted 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 shall be given as in the case of the original meeting.
- (3) Except as provided by this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

20. (1) The chairperson of a meeting may move or propose a resolution.
- (i) (2) In case of an equality of votes the chairperson shall not have a casting or second vote in addition to the vote to which they may be entitled as a member and the proposed resolution shall not pass.
21. (1) A member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting is by show of hands, or in the case of an election of directors, by ballot.
  - (3) Voting by proxy is not permitted.
  - (4) Voting is based on a majority of all members present for all ordinary resolutions and elections of directors conducted at a general meeting. Special resolutions require a 75% majority of all members present.

## **PART 5 - DIRECTORS AND OFFICERS**

22. (1) The directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to
- (i) all laws, affecting the Society;
  - (ii) these bylaws; and
  - (iii) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general meeting.
- (2) No rule, made by the Society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
23. (1) Those elected at a general meeting or appointed by the existing directors shall be the directors of the Society. To be eligible for election or appointment, a person must be a youth between the ages of 18 and 29.
- (2) Should a director reach the age of 30 years during the course of their term, membership will be extended to this director for the duration of their term. This director will not be eligible for re-election or re-appointment upon completion of the term during which they turned 30.
  - (3) Chair, Vice Chair, and Treasurer will be elected at the first meeting following the AGM.
  - (4) The number of directors shall be no greater than 12.

- (i) Two director positions are reserved for members who self-identify as living with HIV or Hep C. In the event where no Board member self identifies as living with HIV or Hep C, these two positions will be held vacant.
  - (ii) Two director positions are reserved as mentoring positions reserved for youth aged 18 to 21. In the event where no Board member is between the ages of 18 and 21, these two positions will be held vacant.
24. (1) A director may serve for unlimited consecutive terms before the age of 30.
- (2) Separate elections shall be held for each office to be filled.
  - (3) An election may be by acclamation; otherwise it shall be by ballot.
25. (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 following annual general meeting of the Society, but is eligible for election at the meeting for a full term.
26. (1) If a director resigns from office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.
- (2) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed numbers of directors in office.
  - (3) Should a director resign and later wish to become appointed within the same term, they will serve for the remainder of the term for which they were elected.
27. The members may by special resolution remove a director before the expiration of the director's term of office, and may elect a successor to complete the term of office.
28. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessary and reasonably incurred by them while engaged in the affairs of the Society.

## **PART 6 - PROCEEDINGS OF DIRECTORS**

29. (1) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) At meetings of the directors, the directors present may choose one of their number to be chairperson at that meeting.
  - (3) A director may at any time 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 shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
31. The members of a committee may meet and adjourn as they think proper.
32. For the 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.
33. 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 made by letter, fax or email, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn, any and all meetings of the directors of the Society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.
34. (1) Resolutions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.
- (2) In case of an equality of votes the chairperson does not have a second or casting vote.
35. The chairperson 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. A director or one of their number shall preside as chairperson at all meetings of the Society and its directors.
38. Directors shall carry out the assigned duties of other directors during the latter director's absence. Directors shall
- (1) conduct the correspondence of the Society;
  - (2) issue notices of meetings of the Society and directors;
  - (3) keep minutes of all meetings of the Society and directors;
  - (4) have custody of all records and documents of the Society;



(5) have custody of the common seal of the Society; and

(6) maintain the register of members.

39. Directors shall

(1) keep the financial records, including books of account, necessary to comply with the Society Act; and

(2) render financial statements to the directors, members and others when required.

40. The responsibilities of finance and correspondence may be delegated to a committee of directors who report to the directors at large.

41. The directors shall appoint a director or one of their number to take the minutes of each meeting of the directors.

## **PART 8 - SEAL**

42. The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

43. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution.

## **PART 9 - BORROWING**

44. 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 the foregoing, by the issue of debenture.

45. No debenture shall be issued without the sanction of a special resolution.

46. 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**

47. This Part applies only where the Society is required or has resolved to have an auditor.

48. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.

49. At each annual general meeting the Society shall appoint an auditor to hold office until they are re-elected or their successor is elected at the next annual general meeting.

50. An auditor may be removed by ordinary resolution.

51. An auditor shall be promptly informed in writing of appointment or removal.
52. No director and no employee of the Society shall be auditor.
53. The auditor may attend general meetings.

## **PART 11 - NOTICES TO MEMBERS**

54. A notice may be given to a member, either personally or by mail to the member's registered address.
55. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and placed in a Canadian post office receptacle.
56. (1) Notice of a general meeting shall be given to
  - (i) every member shown on the register of members on the day notice is given; and
  - (ii) the auditor, if Part 10 applies.

(2) No other person is entitled to receive notice of general meeting.

## **PART 12 - AMENDMENT OR REPEAL OF EXISTING BY-LAWS**

57. The by-laws may be altered or amended at any properly convened meeting of the Members, whether Annual General Meeting or Special Meeting, by an affirmative vote of 75% of all Members present and in good standing.
58. Written notice of intention to amend the by-laws must be given to the Members not less than fourteen (14) days prior to such meeting.
59. The affairs of 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 for promoting its purpose. **This provision was previously unalterable.**
60. In the event of the winding up or dissolution of the Society, any funds of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to organizations or societies concerned with social problems or organization or societies promoting the same purposes as YouthCO HIV and Hep C Society of BC, as may be determined by the members of the Society at the time of winding up or dissolution of the Society, and if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organization or Society provided, however, that any such organization or Society shall be a registered charity or a registered Canadian amateur athletic association within the meaning of the Income Tax Act, (Canada), and the regulations thereunder as amended from time to time and any successor legislation in force at the time of the gift or transfer. **This provision was previously unalterable.**

## Appendix A: Changes to YouthCO's Constitution & Bylaws

### Changes accepted September 15, 2016:

- Increase minimum age for Directors to 18 years
- Remove bylaw stipulating the Board can set quorum for Board Meetings
- Provide for election of Board Chair, Vice Chair, and Treasurer at the first meeting following the AGM
- Reserve two director positions for youth self-identifying as living with HIV
- Add two director positions reserved for youth aged 18 – 21
- Remove term limits for directors under age 30
- Remove directors' power to fix quorum

### Changes accepted November 13, 2012:

- Change name of organization from YouthCO AIDS Society to YouthCO HIV & Hep C Society of BC
- Change references of HIV/AIDS to HIV, and references of HCV to Hep C
- Change “youths” to “youth”
- Replace gender-specific terms (e.g., “his”) with gender-neutral terms (e.g., “their”)
- Add 7(4)(ii) with the exception of elected Board members who are completing their terms (see 23(2)). This clarifies that elected Board members 30 or older may remain voting members of the Society while they complete their terms
- Add 23(4)(ii) In the event where no Board member self-identifies as living with HIV or Hep C, a minimum of 2 positions must be held or made available for such directors.
- Move 24(4) to 23(3)(ii)