

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

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*Put forward for a vote of the membership at an Annual General Meeting on September 26,  
2019*

# Table of Contents

- PART 1 - INTERPRETATION ..... 3
- PART 2 - MEMBERSHIP ..... 3
- PART 3 - GENERAL MEETINGS ..... 4
  - Quorum at general meetings ..... 5
  - Chairperson at general meetings ..... 5
  - Annual general meetings ..... 5
  - Voting ..... 6
  - Adjourned meetings ..... 6
- PART 4 - DIRECTORS AND OFFICERS ..... 6
  - Election and appointment of directors ..... 6
  - Appointment, resignation, and removal of directors ..... 7
  - Remuneration for directors ..... 8
- PART 5 - PROCEEDINGS OF DIRECTORS ..... 8
  - Resolutions ..... 8
  - Chairperson ..... 8
  - Committees ..... 8
  - Temporary absence from British Columbia ..... 9
- PART 6 - DUTIES OF OFFICERS ..... 9
- PART 7 - SEAL ..... 10
- PART 8 - BORROWING ..... 10
- PART 9 - AUDITOR ..... 10
- PART 10 - NOTICES TO MEMBERS ..... 10
- PART 11 - AMENDMENT OR REPEAL OF EXISTING BY-LAWS ..... 11
- PART 12 - PREVIOUSLY UNALTERABLE PROVISIONS ..... 11
- Appendix A: Changes to YouthCO’s Constitution & Bylaws ..... 12
  - Changes proposed September 26, 2019:** ..... 12
  - Changes accepted September 15, 2016: ..... 12
  - Changes accepted November 13, 2012: ..... 13

# 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.
- (ii) 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. On acceptance by the directors, the person shall be a member of the Society.
5. Every member shall uphold the constitution, and comply with these bylaws.
6. There shall be no membership dues payable by members.
7. All members are in good standing until they cease to be a member of the Society.
8. A person shall cease to be a member of the Society:
  - (i) by delivering a resignation in writing by mail, email, or delivery to the directors of the Society;
  - (ii) on death;

- (iii) on being expelled; or
  - (iv) upon turning 30 years of age, with the exception of elected Board members who are completing their terms (see 33 (i)).
9. Individuals who are employed by the Society are not eligible for membership. YouthCO employees are not eligible to become directors of the Society.
10. A request for the expulsion of a member may be brought to the directors by another member or a staff member:
- (i) The request must be received in writing and be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
  - (ii) 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.
  - (iii) Final approval of the expulsion of a member resides with the directors.

## **PART 3 – GENERAL MEETINGS**

11. General meetings of the Society shall be held at the time and place, in accordance with the Society Act, that the directors decide.
12. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
13. The directors may, when they think fit, convene an extraordinary general meeting.
14. 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.
- (i) 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.
15. Special business is:
- (i) all business at an extraordinary general meeting except the adoption of rules of order; and
  - (ii) all business transacted at an annual general meeting, except,
    - adoption of rules of order;
    - consideration of the financial statements;
    - report of the directors;
    - report of the auditor, if any;

- election of directors;
- appointment of the auditor, if required; and
- 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.

### Quorum at general meetings

16. 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.
17. 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.
18. Quorum consists of three members present who have been registered members of the Society a minimum of 60 days prior to the general meeting.
19. If within 30 minutes from the time appointed for a general meeting a quorum is not present:
  - (i) the meeting, if held by request of members, shall be terminated.
  - (ii) if a meeting was not requested by members, it will stand adjourned to the same day next week, at the same time and place. 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.

### Chairperson at general meetings

20. At a general meeting, one of the directors present shall preside as chairperson.
21. The members present shall choose one of their number at a general meeting to be chairperson if:
  - (i) no director is present within 15 minutes after the time appointed for a meeting; or
  - (ii) all of the directors present are unable or unwilling to act as chairperson.
22. The chairperson of a meeting may move or propose a resolution.
23. 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. In the case of an equality of votes, the proposed resolution shall not pass.

### Annual general meetings

24. 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.

## Voting

25. A member in good standing present at a meeting of members is entitled to one vote.
26. Voting is by show of hands, or in the case of an election of directors, by ballot.
27. Voting by proxy is not permitted.
28. 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.

## Adjourned meetings

29. A general meeting may be adjourned from time to time and from place to place. No business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - (i) 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.
  - (ii) 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.

## PART 4 - DIRECTORS AND OFFICERS

30. The directors shall manage and control affairs of the Society, and do all such other acts and things as the Directors deem necessary for the proper management of the Society, subject 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.
31. 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.

## Election and appointment of directors

32. Those elected at a general meeting or appointed by the existing directors shall be the directors of the Society.

33. To be eligible for election or appointment, a person must be a youth between the ages of 18 and 29.
- (i) 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.
  - (ii) A director who meets the above eligibility criteria may serve for unlimited consecutive terms.
34. Separate elections shall be held for each office to be filled.
35. An election may be by acclamation; otherwise it shall be by ballot.
36. 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) One director position is reserved as a mentoring position for youth aged 18 to 21 at the time of election or appointment. In the event where no Board member is between the ages of 18 and 21, this positions will be held vacant.
  - (iii) One director position is reserved for a member who self-identifies as Indigenous. In the event where no Board member self identifies as Indigenous, this position will be held vacant.

### **Appointment, resignation, and removal of directors**

24. The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (i) 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.
25. 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.
- (i) 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.
  - (ii) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed numbers of directors in office.
26. 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.

## Remuneration for directors

27. Directors who are living with HIV and/or Hep C, and directors who self-identify as Indigenous, may be remunerated for their role as a director.

(1) The Society is not required to remunerate directors who are living with HIV and/or Hep C, and directors who self-identify as Indigenous. Availability of remuneration will be determined by the Board of Directors each fiscal year based on the organization's financial capacity.

28. All directors shall be reimbursed for all expenses necessary and reasonably incurred by them while engaged in the affairs of the Society.

## PART 5 - PROCEEDINGS OF DIRECTORS

29. 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.

(i) At meetings of the directors, the directors present may choose one of their number to be chairperson at that meeting.

30. A director may at any time convene a meeting of the directors.

31. 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.

## Resolutions

32. Resolutions arising at a meeting of the directors, a committee of directors, or by email shall be decided by a majority of votes.

33. 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.

## Chairperson

34. 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.

## Committees

36. The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.

(i) 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.

(ii) The members of a committee may meet and adjourn as they think proper.

### Temporary absence from British Columbia

37. 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.

## PART 6 - DUTIES OF OFFICERS

38. A director or one of their number shall preside as chairperson at all meetings of the Society and its directors.

39. Directors shall carry out the assigned duties of other directors during the latter director's absence. Directors shall:

- (i) conduct the correspondence of the Society;
- (ii) issue notices of meetings of the Society and directors;
- (iii) keep minutes of all meetings of the Society and directors;
- (iv) have custody of all records and documents of the Society;
- (v) have custody of the common seal of the Society; and
- (vi) maintain the register of members.

40. 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.

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

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

## **PART 7 - SEAL**

43. The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
44. 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 8 - BORROWING**

45. 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.
46. No debenture shall be issued without the sanction of a special resolution.
47. 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 9 - AUDITOR**

48. This Part applies only where the Society is required or has resolved to have an auditor.
49. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
50. 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.
51. An auditor may be removed by ordinary resolution.
52. An auditor shall be promptly informed in writing of appointment or removal.
53. No director and no employee of the Society shall be auditor.
54. The auditor may attend general meetings.

## **PART 10 - NOTICES TO MEMBERS**

55. A notice may be given to a member, personally, sent by mail or email to the address of each member.
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 applicable (see Part 9).
- (2) No other person is entitled to receive notice of general meeting.

## PART 11 - 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.

## PART 12 – PREVIOUSLY UNALTERABLE PROVISIONS

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 proposed September 26, 2019:

- Part 4- Exchange one of the reserved seats for youth aged 18 – 21 to become a seat reserved for Indigenous youth
  - Reduce the number of reserved seats based on age from two to one
- Part 4- Permit remuneration for directors who are living with HIV and/or Hep C and/or are Indigenous:
  - YouthCO is not required to remunerate directors, but may do so based on financial capacity of the organization
- Merge two sections into Part 3 - Meetings (previously part 3– Meetings of directors and Part 4 – Proceeding at general meetings)
- Part 2 - Formalize the practice from the past 5+ years that prohibits staff from being members or directors of the Society
- Throughout the document:
  - Replacement of mail to include email
  - Increase accessibility and readability:
    - Add subheadings
    - Shorten sentences
    - Change the order of existing provisions to group by subheading

## 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) clause to end membership for people upon turning 30 years of age, with the exception of elected Board members who are completing their terms. 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)

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