


CAROL PREST

Constitution

1. The name of the society is BOWEN CHILDREN'S CENTRE SOCIETY.
2. The purposes of the Society are:
 - a) to provide excellent education and care for children;
 - b) to offer, from time to time, other complimentary programs, activities and educational opportunities for children and adults;
 - c) to employ teaching methods that reflect the best of current knowledge;
 - d) to be a resource hub for the community's young families; and
 - e) to maintain ownership of the building named 'Bowen Children's Centre', located at 650 Carter Road, Bowen Island, and to ensure that it is kept in good condition.

Bylaws

Part 1 – Interpretation

- 1.1 In these Bylaws, unless the context otherwise requires,

“Act” means the *Societies Act* of British Columbia, as amended from time to time;

“Board” means the board of directors of the Society;

“Bylaws” means these Bylaws, as altered from time to time;

“Centre's Core Programs” means the After School Club; the Birth to Three program; Bowen Island Family Place; Bowen Island Preschool; and the Community Daycare;.

“Directors” means the current directors of the Society;

“Member” means each parent or legal guardian of a child who is currently registered in the After School Club, or the Birth to Three program, or Bowen Island Family Place, or Bowen Island Preschool, or the Community Daycare;

“Ordinary resolution” means a resolution passed at a general meeting by a simple majority of the votes cast by the voting members, or by other voting procedures permitted under the definition of “ordinary resolution” in “Part 1 – Definitions” of the Act;

“Registered address” of a Member means his or her address as recorded in the Register of Members;

“Society” means the Bowen Children’s Centre Society.

“Special business” means

- a) all business at an extraordinary general meeting except the adoption of rules of order, and
- b) all business that is transacted at an annual general meeting except:
 - (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; and
 - (vii) such other business as, 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.

“Special resolution” means a resolution passed at a general meeting by at least 2/3 of the votes cast by the voting Members, or by other voting procedures permitted under the definition of “special resolution” in “Part 1 – Definitions” of the Act.

- 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, then the Act or the regulations prevail.
- 1.4 A communication that is required to be in writing by these Bylaws or the Act may be made by email or other electronic means in all cases where there is no explicit requirement to the contrary.
- 1.5 Words referring to the singular include the plural and vice-versa; and words referring to a female person include a male person and a corporation.

Part 2 – Membership

- 2.1 Every Member shall uphold the constitution and comply with these Bylaws.
- 2.2 The Directors may determine the membership dues, if any.

- 2.3 Members are entitled to the rights and bound by the obligations set out in the Act, with the following modifications and additions:
- a) For voting purposes, each Member will have one vote;
 - b) Members must abide by the policies and procedures established by the Directors from time to time.
- 2.4 A Member shall cease to be a member of the Society:
- a) When the Member's child is formally withdrawn from the Centre's Core Programs or the child's registration in the Centre's Core Programs is no longer current;
 - b) On her death; or
 - c) Upon expulsion from the Society, in accordance with the procedures in the Act.

Part 3 – Scheduling and Notice for Meeting of Members

- 3.1 General meetings of the Society shall be held at such time and place, in accordance with the Act, as the Board shall decide.
- 3.2 Notice of a general meeting must state the place, the day and the hour of meeting and, in case of special business, the general nature of that business. The notice must also include the text of any special resolution to be submitted to the meeting.
- 3.3 The notice must be posted in the Society's building and sent to every Member at least 14 days before the meeting (but not more than 60 days before the meeting).
- 3.4 The accidental failure to send 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.
- 3.5 An annual general meeting shall be held at least once every calendar year.

Part 4 – Proceedings at General Meetings

- 4.1 The order of business at a general meeting is as follows:
- (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 auditor's 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 Members in the notice of meeting;
- (h) terminate the meeting.
- 4.2 No business, other than the election of a chairperson, scheduling of extraordinary meetings, and the adjournment or termination of the meeting, shall be conducted at a general meeting when a quorum is not present.
- 4.3 A quorum shall consist of a majority of directors.
- 4.4 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended.
- 4.5 If a quorum is not present within 30 minutes from the time scheduled for a Members' meeting, the meeting shall stand adjourned.
- 4.6 The president of the Society, the vice-president or, in the absence of both, one of the other Directors present, shall preside as chairperson of a general meeting. If all the Directors present are unwilling to act as chairperson, the Directors present shall choose a Member to be chairperson.
- 4.7 If there are no Directors present within 15 minutes after the time scheduled to hold a general meeting, the meeting shall stand adjourned.
- 4.8 When a meeting is adjourned for 10 days or more, written notice of the adjourned meeting shall be given in accordance with Section 3 of the Bylaws.
- 4.9 No resolution proposed at a meeting need be seconded, and the chairperson of a meeting may move or propose a resolution.
- 4.10 In the case of an equality of votes, the chairperson shall not have a second vote in addition to the vote to which she may be entitled as a Director, and the proposed resolution shall not pass.
- 4.11 Voting is by show of hands, unless the Directors otherwise decide.
- 4.12 Voting by proxy is not permitted.

Part 5 – Directors and Officers: Elections, Appointments, Resignations and Removals

- 5.1 The number of Directors shall be between four and 10.

- 5.2 The Directors may be elected to terms of one or two years. The term of Directors elected to serve one year shall expire at the first annual general meeting after their election date. The term of Directors elected to serve two years shall expire at the second annual general meeting after their election date. At each annual general meeting, no more than five of the directors' terms shall expire. Directors may stand for re-election.
- 5.3 The President, Vice-president, Secretary, and Treasurer shall be Officers of the Society. The Officers shall be appointed at the first meeting of the newly elected Directors.
- 5.4 An officer must be a Director and ceases to be an Officer when she ceases to be a Director.
- 5.5 The Directors may, at any time, appoint a Member as a Director to fill an Officer vacancy, and a Director so appointed holds office until the next annual general meeting.
- 5.6 By a vote of the Directors, the Directors may remove a Director from her position as an Officer.
- 5.7 If a Director or Officer ceases to hold office, the remaining Directors may appoint a replacement in accordance with these Bylaws.
- 5.8 No act of proceedings of the Directors is invalid only by reason of there being fewer than the prescribed number of Directors in office.
- 5.9 The Directors may, by special resolution, remove a Director before the expiration of her office, and may elect a successor to serve to the next annual general meeting.

Part 6 – Proceedings of the Board

- 6.1 The Directors may meet together at such places as they think for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit, and hold meetings, in whole or in part, by telephone or telephone conference call.
- 6.2 The quorum shall be a majority of the Directors then in office. Directors participating by telephone or telephone conference call shall be considered part of the quorum.
- 6.3 The president shall chair all meetings of the Directors, unless the Directors otherwise decide.
- 6.4 A Director may at any time, and the secretary on the request of a Director shall, convene a meeting of the Directors.
- 6.5 The Directors may delegate any, but not all, of their powers to committees consisting of such persons as they think fit, and may name the committee.

- 6.6 A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the Directors and shall report every act of thing done in exercise of those powers to the Directors.
- 6.7 Subject to directions of the Directors, the committee shall determine its own procedure.
- 6.8 The members of a committee may meet and adjourn as they think proper.
- 6.9 Questions arising at any meeting of the Directors and committee of Directors shall be decided by a majority of votes.
- 6.10 In case of an equality of votes, the chairperson does not have a second or casting vote.
- 6.11 No resolution proposed at a meeting of Directors or committee of Directors need be seconded, and the chairperson of a meeting may move or propose a resolution.

Part 7 – Duties of Directors and Officers

- 7.1 The Directors shall:
- a) act honestly and in good faith with a view to the best interests of the Society;
 - b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
 - c) act in accordance with the Act and the regulations; and
 - d) act in accordance with these Bylaws.
- When exercising the powers and performing the functions of a Director, a Director must act with a view to the purposes of the Society.
- 7.2 A Director who is directly or indirectly interested in a proposed contract or transaction with the Society shall disclose fully and promptly, in the manner required by the Act, the nature and extent of her interest, and otherwise comply with all other Directors' conflict of interest requirements, including but not limited to recusal.
- 7.3 The president is the chair of the Board and chief executive officer of the Society.
- 7.4 The vice-president is vice-chair of the Board and shall carry out the duties of the president during her absence.
- 7.5 The secretary shall:
- a) conduct the correspondence of the Society;
 - b) issue notice 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; and
 - e) maintain the register of Members.
- 7.6 The treasurer shall:
- a) keep such financial records, including books of account, as are necessary to comply with the Act; and
 - b) render financial statements to the Directors, Members and others when required.
- 7.7 The offices of secretary and treasurer may be held by one person, who shall be known as the secretary-treasurer.
- 7.8 In the absence of the secretary from a meeting, the Directors shall appoint another Director to act as secretary at the meeting.
- 7.9 The Directors may add additional duties to any Director or Officer or transfer duties among Directors or Officers.
- 7.10 The Directors may exercise all such powers and do all such acts and things as 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 the provisions of
- a) all laws affecting the Society,
 - b) these Bylaws, and
 - c) rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in general meeting.

Part 8 – Financial Matters

- 8.1 The Directors shall prepare all reports, including financial reports, required by law to be prepared by the Society for the annual general meeting, and shall disclose remuneration to directors and employees that the Act and its regulations require to be included in the financial statements.
- 8.2 The Directors shall, on behalf of the Society, file all financial and other reports that have to be filed after the annual general meeting as required by the Act and Income Tax Act or other law.
- 8.3 The Directors shall ensure the Society has at least one account with a chartered bank, credit union or trust company for the deposit of funds and the treasurer and at least two other directors will have signing authority. Every financial transaction shall require two signatures. Inter-account online transfers may be executed by the executive director and the bookkeeper, and these shall be fully disclosed to the Board.
- 8.4 Any financial transaction exceeding \$1,000 shall require the approval of the Board.

- 8.5 The Directors, on behalf of the Society, shall keep proper accounting records in respect of all financial or other transactions and, without limiting the foregoing, shall keep records of:
- a) all money received and disbursed by the Society and the manner in respect of which the receipt and disbursement took place;
 - b) every asset and liability of the Society; and
 - c) every other transaction affecting the financial position of the Society.
- The books and records of the Society shall be open to inspection by Members at all reasonable times at the office of the Society.
- 8.6 No Director or Officer shall be remunerated for being or acting as a Director or Officer, but a Director may be reimbursed for all expenses necessarily and reasonably incurred by her while engaged in the affairs of the Society.
- 8.7 The Society shall purchase directors' and officers' liability insurance annually.

Part 9 – Borrowing

- 9.1 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 such manner as they decide.
- 9.2 The members may by special resolution restrict the borrowing powers of the Directors, but a restriction so imposed expires at the next annual general meeting.

Part 10 – Auditor

- 10.1 The Directors shall present at the annual general meeting a financial statement, prepared by a certified general accountant or auditor, showing the income and expenditure, assets, and liabilities of the Society during the preceding fiscal year. The financial statement shall be signed by two or more of the Board of Directors.
- 10.2 The accountant or auditor may be removed by ordinary resolution.
- 10.3 An accountant or auditor shall be informed promptly in writing of appointment or removal.
- 10.4 The accountant or auditor may attend general meetings, or Directors' meetings by invitation.

Part 11 – Constitution and Bylaws

- 11.1 After being admitted to the Society, a Member is entitled to a copy of the Constitution and Bylaws.
- 11.2 The Constitution, Bylaws, name, or purpose of the Society shall not be repealed

or altered or added to except by special resolution, as defined in the Act.

Part 12 – Dissolution

- 12.1 Upon the winding up or dissolution of the Society, the assets which remain after payment of all cost, charges, and expenses which are properly incurred in the winding up shall be distributed to such charitable organization or organizations registered under the provisions of the Income Tax Act (Canada) as may be determined by the members of the Society at the time of winding up or dissolution. This provision was previously unalterable.

Part 13 – Purposes of the Society

- 13.1 The purposes of the society shall be carried out without purpose of gain for the members and any profits or other accretions to the society shall be used for promoting the purposes. This clause is alterable.