



CFB ESQUIMALT
MILITARY FAMILY RESOURCE CENTRE
Bylaws
September 2017

Table of Contents

1	PREAMBLE	6
1.1	Incorporation.....	6
1.2	Legislation.....	6
2	INTERPRETATION	6
2.1	Definitions	6
2.2	Grammar.....	8
3	PART 3 - MEMBERSHIP	9
3.1	CLASSES OF MEMBERSHIP	9
3.2	QUALIFYING FOR MEMBERSHIP	9
3.2.1	INDIVIDUAL VOTING MEMBERS	9
3.2.2	INDIVIDUAL NON-VOTING MEMBERS	9
3.2.3	ASSOCIATE VOTING INDIVIDUAL MEMBERS	10
3.3	APPLYING FOR MEMBERSHIP	10
3.4	OBLIGATIONS OF MEMBERSHIP	10
3.4.1	INDIVIDUAL VOTING AND NON-VOTING MEMBER DUTIES	10
3.4.2	ASSOCIATE VOTING MEMBER DUTIES.....	10
3.5	BENEFITS OF MEMBERSHIP	11
3.5.1	INDIVIDUAL VOTING MEMBER BENEFITS.....	11
3.5.2	INDIVIDUAL NON-VOTING MEMBER BENEFITS.....	11
3.5.3	ASSOCIATE MEMBER BENEFITS.....	11
3.6	DURATION OF MEMBERSHIP	11
3.6.1	INDIVIDUAL VOTING MEMBERS	11
3.6.2	INDIVIDUAL NON-VOTING MEMBERS	12
3.6.3	ASSOCIATE VOTING MEMBERS	12
3.6.4	CEASING TO BE A MEMBER OF THE MFRC	12
3.6.5	MEMBER NOT IN GOOD STANDING	12
3.7	DISCIPLINING OR EXPELLING A MEMBER	12
4	PART 4 – MEETINGS OF MEMBERS	13
4.1	CALLING GENERAL MEETINGS	13
4.1.1	NOTICE OF GENERAL MEETING	13
4.2	CONDUCT OF GENERAL MEETINGS	14
4.2.1	QUORUM FOR GENERAL MEETINGS.....	14
4.2.2	PARTICIPATING IN GENERAL MEETINGS.....	15
4.2.3	PROPOSING ITEMS FOR GENERAL MEETINGS.....	15
4.2.4	VOTING AT GENERAL MEETINGS	15
4.3	VOTING THRESHOLDS	17
4.3.1	Ordinary resolution.....	17
4.3.2	Special Resolutions.....	17
4.4	ANNUAL GENERAL MEETINGS	17
4.4.1	ORDINARY BUSINESS	17
4.5	SPECIAL GENERAL MEETINGS	17
4.5.1	CALLED BY THE BOARD.....	17
4.5.2	REQUISITIONED BY MEMBERS	18
4.5.3	ORDERED BY THE COURT.....	18
5	PART 5 – DIRECTORS	18
5.1	QUALIFICATIONS	18
5.1.1	QUALIFICATIONS	19

5.2	ELECTION OR APPOINTMENT OF DIRECTORS	19
5.2.1	CONDITIONS	19
5.2.2	ELECTION OF DIRECTORS	19
5.2.3	APPOINTMENT OF DIRECTORS	20
5.3	ELECTION OF OFFICERS	20
5.4	TERMS OF OFFICE	21
5.4.1	DIRECTORS	21
5.4.2	OFFICERS: TERMS OF OFFICE	22
5.5	RESIGNATION	22
5.6	REMOVAL OF DIRECTORS	23
5.6.1	PROGRESSIVE DISCIPLINE	23
5.6.2	MEMBERS REMOVE DIRECTOR	24
5.7	DUTIES OF DIRECTORS	24
5.7.1	FIDUCIARY DUTIES	24
5.7.2	VALIDITY OF ACTS	25
5.7.3	CONFLICT OF INTEREST	25
5.8	PROTECTION OF DIRECTORS	25
5.8.1	LIMITS OF LIABILITY	25
5.8.2	INDEMNITY	26
5.8.3	INSURANCE	26
6	PART 6 – BOARD	26
6.1	RESPONSIBILITY	26
6.1.1	RESPONSIBILITY FOR ACTS	26
6.2	MEETINGS	27
6.2.1	QUORUM	27
6.2.2	VOTING	27
6.3	DUTIES	28
6.3.1	CHAIRPERSON	28
6.3.2	VICE-CHAIRPERSON	28
6.3.3	SECRETARY	29
6.3.4	TREASURER	29
6.3.5	SECRETARY-TREASURER	29
6.3.6	PAST-CHAIRPERSON	29
6.4	COMMITTEES	30
7	PART 7 – SOCIETY ADMINISTRATION	30
7.1	SENIOR MANAGER	30
7.1.1	Disclosure of interest	31
7.2	SOCIETY RECORDS	31
7.2.1	Records to be kept	31
7.2.2	Disposal of records	32
7.2.3	Location of records	32
7.2.4	Maintenance of records	32
7.2.5	Inspection of records	32
7.2.6	Copies of records	34
7.2.7	Distribution of Records	34
7.2.8	Custody of Records	35
8	PART 8 – FINANCE	35
8.1	DISTRIBUTION OF ASSETS AND INCOME	35
8.2	FISCAL YEAR	35

8.2.1	Financial documentation	35
8.2.2	Execution of contracts.....	35
8.3	BANKING	35
8.4	INVESTMENTS	36
8.5	BORROWING POWERS	36
8.6	FINANCIAL STATEMENTS	36
8.7	ANNUAL REVIEW	36
9	PART 9 – DISSOLUTION	36
9.1	DISTRIBUTION OF ASSETS	36
9.2	AIM AND OBJECTIVES	37
10	PART 10 – AMENDMENTS	37

1 PREAMBLE

As stated in the Constitution, the Purpose of CFB Esquimalt Military Family Resource Centre (MFRC) referred to in this document as ‘the Society’, are to:

- (a) identify, develop, administer and evaluate appropriate programs and activities to enhance the quality of life of the military community;
- (b) be accountable to the military community while maintaining an effective collaborative relationship with the Command Teams at CFB Esquimalt.

1.1 INCORPORATION

This Society was incorporated under the *Society Act (RSBC 1996)* on February 18, 1994.

1.2 LEGISLATION

The *Society Act* was replaced by the *Societies Act* effective November 28, 2016.

The society is governed by the *Societies Act* and Regulations or any act or regulation that may replace that legislation.

If there is a conflict between these bylaws and the legislation, the legislation prevails.

2 INTERPRETATION

2.1 DEFINITIONS

In addition to those in the Act, the following definitions apply to these bylaws.

“Act” or “Societies Act” means the *Societies Act* or any act that replaces that Act.

“Annual Report” means the report that must be filed with the Registrar within 30 days of the AGM.

“Annual General Meeting” means the annual meeting of the members of the Society that the Society is required to convene once each calendar year (see section 6.3 Annual General Meeting).

“Board” means the Board of Directors of the CFB Esquimalt Military Family Resource Centre; as appointed and elected in accordance with section 5.2, Election and Appointment of Directors.

“Board Executive” means the Chairperson, Vice-Chairperson, Treasurer, Secretary and Past Chairperson, as elected by the Board.

“Board Resolution” means:

- (a) a resolution that is passed at a Board meeting by a simple majority; or
- (b) a resolution that has been sent in writing to all the Directors and that is consented to in writing by a simple majority of the Directors with voting rights (see ‘consent resolution’ below).

“Bylaws” means these bylaws and any changes approved by the members by special resolution and registered on the Registrar’s system.

“consent resolution” means a resolution that is sent in writing to all directors and is consented to (approved in a vote) in writing, in counterpart, by a simple majority of the Directors.

“Constitution” means the constitution and any changes approved by the Members by special resolution and filed with the Registrar.

“Court” means the Supreme Court of British Columbia.

"Director" means a member who is elected or appointed to the position in accordance with section 5.2, Election or Appointment of Directors.

“Ex officio director” means a director of the board who holds office by virtue of their position.

“Family member” means any relative of a member in the CAF, by blood, marriage or adoption, who normally resides with that member and who is not a member of the CAF. Includes parents, next of kin of single CAF members or any significant other as designated by the military member.

“General Meeting” means a meeting of the members of the Society. There are two types of general meetings: a general meeting held in accordance with section 6.3 Annual General Meeting; and special general meetings held in accordance with section 6.4 Special Meetings.

“Member” means a qualified person who has applied for membership in accordance with section 3.2 Qualifying for Membership in one of the classes of members in section 5.1 Classes of members.

“Member in good standing” means a member who has complied with the obligations of membership as outlined in section 3.4 Obligations of membership.

“Military community” means the group of military families and CAF members, regardless of marital status, as a whole living/working in the CFB Esquimalt catchment area and supported by DND.

“Officer” means a director who is elected by the Board to be the Chair, Vice-Chair, Treasurer, Secretary or Secretary-Treasurer.

"Ordinary Resolution" means a resolution that is:

- (a) passed in a general meeting by a simple majority of the votes cast in person, by proxy or by any other means specified under section 4.2.2 Voting at a General meeting; or
- (b) consented to in writing by 75% of the voting members.

“Quorum” means the minimum number of members required to transact business at a general meeting (see section 4.2.1 Quorum for a General Meeting) or the minimum

number of directors required to transact business at a board meeting (see section 6.2.1, Meetings, Quorum).

“Senior Manager” means the person engaged by the Board to manage the activities and internal affairs of the Society with the title of “Executive Director”.

“Society” means the CFB Esquimalt Military Family Resource Centre (M F R C) as established with the Society Act of British Columbia.

“Special Business” means:

- (a) any business conducted at a special general meeting as outlined in the notice calling the meeting; and
- (b) any business conducted at an Annual General Meeting except adopting the rules of order, considering the financial statements, hearing the Board report, hearing the auditor’s report (if any), electing directors, and appointing an auditor (if required).

“Special General Meeting” means a meeting of the members of the Society that is called between Annual General Meetings in order to deal with urgent matters that require the members’ approval.

“Special Resolution” means a resolution that is:

- (a) passed at a general meeting by at least 75% of the votes cast by the voting members, whether cast in person or by any other means permitted in these bylaws;
- (b) consented to in writing by all of the voting members, and
- (c) cast in accordance with section 4.3 Voting at General Meetings.

“Statement of directors and registered office” means the statement filed with the Registrar that sets out:

- (a) the Directors’ full names and addresses, and
- (b) the Society’s delivery address and mailing address.

“Unalterable Provision” means a provision that under the *Society Act* and in the previous constitution could not be altered but which subsequent to transitioning onto the Registrar’s system, is alterable.

“Voting Members” means Individual Members who have the right to vote in accordance with sections 3.1.1 and 3.1.3 Qualifying for Membership.

2.2 GRAMMAR

If a word is used in the singular, where it makes sense, it also means the plural.

3 PART 3 - MEMBERSHIP

3.1 CLASSES OF MEMBERSHIP

There are three classes of members:

- (a) Individual **VOTING** members qualify by their association and relationship to a Canadian Armed Forces Member and have applied to become members of the Society.
- (b) Individual **NON-VOTING** members qualify by their association and relationship to a Canadian Armed Member.
- (c) Associate **VOTING** individual members, who have been elected or appointed to the Board of Directors.

3.2 QUALIFYING FOR MEMBERSHIP

No employee of MFRC is eligible for membership in the society. A person who is otherwise eligible for membership will be eligible upon ceasing employment at MFRC.

3.2.1 INDIVIDUAL VOTING MEMBERS

- Individuals who have applied to become members of the Society and who meet at least one of the following qualifications:
 - full-time Canadian Armed Forces (CAF) personnel who are single, married, common-law or a single-parent at CFB Esquimalt;
 - spouses of a full-time CAF member;
 - children, step-children and/or other dependant relatives of full-time CAF personnel;
 - Reserve Force personnel
 - parents, spouse, children, step-children and dependent relatives of Reserve Force personnel, and
 - retired CAF member who has been honourably released and their partner may be accepted for membership on application.

3.2.2 INDIVIDUAL NON-VOTING MEMBERS

- Individuals who meet at least one of the following qualifications:
 - full-time Canadian Armed Forces (CAF) personnel who are single, married, common-law or a single-parent at CFB Esquimalt;
 - spouses of a full-time CAF member;
 - children, step-children and/or other dependant relatives of full-time CF personnel;
 - Reserve Force personnel;
 - parents, spouse, children, step-children and dependent relatives of Reserve Force personnel, and
 - retired CAF member who has been honourably released and their partner may

be accepted for membership on application.

3.2.3 ASSOCIATE VOTING INDIVIDUAL MEMBERS

- Individuals invited, by the MFRC Board of Directors, to stand for election to the Board and who are:
 - qualified under the *BC Societies Act*;
 - agree, in writing, to be nominated as a Director for the MFRC;
 - complete and sign the MFRC Confidentiality Agreement and declaration of Conflict of Interest, and
 - elected, by voting members, to the board.

3.3 APPLYING FOR MEMBERSHIP

Any person qualified for membership may apply to be a member.

To be considered a voting member at the Annual General Meeting, applications for membership must be received at least 30 working days before the scheduled Annual General Meeting.

The Board will establish the application process.

The members:

- (a) will approve the membership process, and
- (b) any changes to these as they may be proposed from time to time with an ordinary resolution.

The applicant becomes a member when the application is signed and their qualifications for membership have been confirmed by the Board.

3.4 OBLIGATIONS OF MEMBERSHIP

3.4.1 INDIVIDUAL VOTING AND NON-VOTING MEMBER DUTIES

Individual Members:

- (a) must uphold the constitution and comply with these bylaws;
- (b) agree to be bound by decision of the Society or the Board that are made in accordance with the constitution or these bylaws, and
- (c) make themselves aware of the programs and services available in the community through MFRC.

3.4.2 ASSOCIATE VOTING MEMBER DUTIES

Associate Individual Members:

- (a) agree to be bound by decision of the Society or the Board that are made in accordance with the Constitution or these Bylaws;

- (b) uphold and execute, for the term of their membership, the role as outlined in the Director job description and these bylaws;
- (c) must uphold the constitution and comply with these bylaws, and
- (d) must inform the Society should they no longer qualify, under the *BC Societies Act*, to act as a Director.

3.5 BENEFITS OF MEMBERSHIP

3.5.1 INDIVIDUAL VOTING MEMBER BENEFITS

Individual Voting Members may access the services and programs of the MFRC:

- (a) for as long as the CAF member is posted at CFB Esquimalt; or
- (b) if the military family remains in the area while the CAF member relocates for an Imposed Restricted Posting; or
- (c) according to the terms of their Reserve agreement.

Individual Voting Members are entitled to hold office and vote at all meetings of the Society, provided the membership is approved 30 days prior to the Annual General Meeting, and the member is qualified to act as a Director under the Act and these Bylaws.

3.5.2 INDIVIDUAL NON-VOTING MEMBER BENEFITS

Individual Members:

- (a) may access the services and programs of the MFRC for as long as the CAF member is posted at CFB Esquimalt; or
- (b) if the military family remains in the area while the CAF member relocates for an Imposed Restricted Posting; or
- (c) according to the terms of their Reserve agreement.

3.5.3 ASSOCIATE MEMBER BENEFITS

Associate Individual Members:

- (a) are entitled to hold office and vote at all meetings of the Society for the duration of their role as a society Director.

3.6 DURATION OF MEMBERSHIP

3.6.1 INDIVIDUAL VOTING MEMBERS

Individuals are members of the Society upon approval of their membership application and for as long as the CAF member is posted to the CFB Esquimalt Region, or during a CAF member being relocated to an Imposed Restricted Posting.

3.6.2 INDIVIDUAL NON-VOTING MEMBERS

Individuals are members of the Society for as long as the CAF member is posted to the CFB Esquimalt Region, or during a CAF member being relocated to an Imposed Restricted Posting.

3.6.3 ASSOCIATE VOTING MEMBERS

Associate members are members of the Society for their period of service as a Director.

3.6.4 CEASING TO BE A MEMBER OF THE MFRC

A person shall cease to be a member of the MFRC:

- (a) on becoming an employee of the MFRC, in accordance with these bylaws; or
- (b) by delivering written resignation to the Secretary or by mailing or delivering it to the address of the Society; or
- (c) on their death;
- (d) on ending their term as a Director, or
- (e) on being expelled.

3.6.5 MEMBER NOT IN GOOD STANDING

Any member who no longer meets the qualifications for membership, as stated in these Bylaws, will be considered not in good standing.

Any member who is not in good standing is not entitled to vote:

- (a) in person at a meeting;
- (b) in writing on a consent resolution;
- (c) by proxy, or
- (d) in any other manner.

3.7 DISCIPLINING OR EXPELLING A MEMBER

The Board will set the grounds for suspension, expulsion, and revocation of membership and may amend these from time to time.

The Board may:

- (a) establish the grounds for disciplining or expelling a member;
- (b) stipulate the conditions under which sanctions or other disciplinary actions may be lifted, and
- (c) stipulate the conditions under which an application for reinstatement of membership may be considered.

The Board, to determine the appropriate action with respect to the member, may:

- (a) hold a hearing; and / or
- (b) refer the matter to the membership.

The Board will provide:

- (a) not less than 14 calendar days' written notice of the time and place of the Board hearing;
- (b) the reason(s) for the proposed discipline, and
- (c) the opportunity for the member to speak to at the Board or to provide a written submission before the Board votes on the resolution.

The member may appeal the 'decision to expel' to MFRC's Membership.

The appellant:

- (a) may present a written statement (not to exceed 350 words) or may speak to the Membership, but
- (b) may not be present during the discussion or vote.

The Members:

- (a) will vote by ballot on a motion to uphold or overturn the Board's decision to revoke membership.

The motion requires a Special Resolution.

4 PART 4 – MEETINGS OF MEMBERS

There are two kinds of general meetings of the Members:

- (a) The Annual General Meeting, and
- (b) Special General Meetings.

4.1 CALLING GENERAL MEETINGS

4.1.1 NOTICE OF GENERAL MEETING

The Board must:

- (a) give no more than 60 days and no less than 7 days' notice in advance of the meeting;
- (b) select a place within British Columbia for the meeting;
- (c) state the time and place of meeting in the notice, and
- (d) attach the agenda of the business to be transacted in the notice.

The Board:

- (a) may send the notice to the members' email addresses on file;
- (b) must post the notice on the society's website, and
- (c) if the society has more than 250 members, must publish the notice for three consecutive weeks in one or more newspapers distributed to the geographic areas being served.

A member:

- (a) may waive his or her entitlement to be notified of a general meeting; and
- (b) is deemed to have waived entitlement to notification if the member:
 - (i) is present at the meeting, unless
 - (ii) he or she is there to object that the meeting is not lawfully called.

4.2 CONDUCT OF GENERAL MEETINGS

4.2.1 QUORUM FOR GENERAL MEETINGS

Subject to the provisions of the *Societies Act*, not less than seven of the members of the Society, including voting members of the Board of Directors shall constitute a quorum at any meeting of the Society.

Quorum includes those deployed members who have registered proxy votes in accordance with section 4.2.4.2 Proxies.

If there is no quorum:

- (a) within 30 minutes from the time the meeting was set to start, the meeting:
 - (i) is terminated if it was requisitioned, or
 - (ii) stands adjourned if it was called until the same day in the next week, at the same time and in the same place.
- (b) within 30 minutes of the start time for the adjourned meeting:
 - (i) the voting Members will constitute quorum for that meeting; and
- (c) at any time during a general meeting:
 - (i) business in progress is suspended until quorum is again present; and
 - (ii) after 15 minutes, the meeting is terminated if it was requisitioned, or
 - (iii) after 15 minutes, the meeting stands adjourned if it was called until the same day in the next week, at the same time and in the same place.

- (d) if none of these is available within 15 minutes of the time set for the meeting, the members present will elect a member to preside.

4.2.2 PARTICIPATING IN GENERAL MEETINGS

All Members:

- (a) have the right to attend all general meetings, and
- (b) may participate in all proceedings.

Members may participate in a general meeting:

- (a) in person, or
- (b) when possible, by using any electronic communication medium as long as all meeting participants are able to communicate with each other. The Society is not required to supply the electronic means of communication.

4.2.3 PROPOSING ITEMS FOR GENERAL MEETINGS

Members may propose items to be included in the agenda for a general meeting.

The proposal must:

- (a) be submitted by 5% of the voting Members;
- (b) include the names and signatures of the members making the proposal;
- (c) include one statement in support of the proposal to be included in the meeting notice;
- (d) include a description on the proposal that together with the statement for the notice does not exceed 200 words, and
- (e) not be substantially the same as a proposal considered at general meeting in either of the two previous calendar years.

4.2.4 VOTING AT GENERAL MEETINGS

Each **Voting** Member:

- (a) has only one vote;
- (b) may exercise that vote on every matter, and
- (c) may only vote if they are in good standing.

The President does not have a second or casting vote.

If a vote is tied, the proposed resolution does not pass.

4.2.4.1 Voting methods

Voting members may vote by:

- (a) a show of hands unless the majority of the members present otherwise determine, or
- (b) in the case of a deployed member may vote by proxy as outlined in section 4.2.4.2 of these bylaws

Each issue shall be decided according to a simple majority of the votes cast.

When members are voting on a Special Resolution, a 75% majority of the votes cast shall be required to pass the Special Resolution.

4.2.4.2 Proxies

Voting by proxy shall be allowed if a Society voting member is deployed

Each Society voting member attending shall be allowed to cast **three** proxy votes for deployed Society voting members.

Appointment of the proxy holder:

- (a) must be in writing;
- (b) must be received 24 hours before the meeting starts;
- (c) is only valid for the meeting for which the appointment is given or for any adjournment of that meeting, and
- (d) may be revoked at any time.

The Proxy holder:

- (a) must be a voting member; and
- (b) must be at least age 18.

The Proxy holder has the authority to:

- (a) propose and second motions;
- (b) participate in the discussion, and
- (c) vote.

4.2.4.3 Voting results

The chair must announce the outcome of each vote.

The Secretary or Secretary-Treasurer will record the motion and results in the minutes of the meeting.

4.3 VOTING THRESHOLDS

4.3.1 Ordinary resolution

Each issue shall be decided according to a simple majority of the votes cast.

4.3.2 Special Resolutions

In the case of a special resolution, each issue shall be decided by 75% of the votes cast.

4.4 ANNUAL GENERAL MEETINGS

The Annual General Meeting shall be held within six months of the fiscal year end and at least once every calendar year.

4.4.1 ORDINARY BUSINESS

Ordinary business at the annual general meeting is the:

- (a) adoption of the rules of order;
- (b) consideration of the financial statements;
- (c) consideration of any reports from the directors;
- (d) business arising out of any directors' report that does not require a special resolution;
- (e) consideration of any auditor's report;
- (f) election and appointment of directors, and
- (g) appointment of an auditor, if required.

4.5 SPECIAL GENERAL MEETINGS

4.5.1 CALLED BY THE BOARD

The Board:

- (a) may call a general meeting at any time;
- (b) must provide notice of the meeting no more than 60 days before and no less than seven days before the meeting;
- (c) must send the notice of the meeting to all voting members, and
- (d) may send the notice by email.

The proceedings at the meeting are valid even if the Board accidentally omits to send the notice to a voting member or if the member does not receive the notice.

4.5.2 REQUISITIONED BY MEMBERS

Voting Members may requisition a general meeting.

The requisition:

- (a) must be submitted by at least 10% of the voting members;
- (b) must show the names and signatures of the requisitionists;
- (c) must state the business to be discussed in no more than 200 words, including any special resolution the requisitionists wish to have considered;
- (d) may be made in a single record or may be several records in similar form;
- (e) must be delivered to the Society's registered address, and
- (f) must be sent to all directors.

The Board:

- (a) must call the meeting within 21 days of receiving the requisition or, failing to do so, the majority of the requisitionists may call the meeting;
- (b) must hold the meeting within no more than 60 days after receiving the requisition;
- (c) must send the notice in the same manner as if they had called the meeting, and
- (d) must conduct the meeting for the sole purpose stated in the requisition.

The Society will reimburse the requisitionists for actual costs reasonably incurred unless the members vote not to do so by an ordinary resolution at the meeting.

4.5.3 ORDERED BY THE COURT

The Court may order that a general meeting be held:

- (a) at the request of a voting member or a director, or
- (b) for any reason the court considers appropriate.

The Court:

- (a) will direct how the meeting will be called, held and conducted;
- (b) will specify the notice, date, time, location and manner, and
- (c) may order that the quorum be varied or dispensed with at the meeting.

5 PART 5 – DIRECTORS

5.1 QUALIFICATIONS

Directors must be a member of the Society. and must agree in writing to serve as a member of the board.

5.1.1 QUALIFICATIONS

Directors must be:

- (a) at least age 16 years of age;
- (b) has not been found to be incapable of managing his or her own affairs by any court in Canada or elsewhere;
- (c) is not an undischarged bankrupt;
- (d) has not been convicted in any jurisdiction of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless:
 - the court orders otherwise;
 - 5 years have elapsed since the last to occur of
 - the end of the period set for suspension of the passing of sentence without a sentence having been passed;
 - the imposition of a fine;
 - the end of the term of imprisonment, and
 - the end of the term of any probation, or
 - a pardon was granted or issued, or a record suspension was ordered, under the *Criminal Records Act* (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect.
- (e) has received a clean Criminal Record Check.

5.2 ELECTION OR APPOINTMENT OF DIRECTORS

5.2.1 CONDITIONS

- (a) no employee of or contractor to MFRC may be a director of the Society.;
- (b) after a six-month waiting period, a previous employee of or contractor to MFRC may, if qualified, be elected or appointed as a director;
- (c) a director must not be remunerated for being or acting as a director, and
- (d) a director may be reimbursed for pre-approved expenses, necessarily and reasonably incurred by the director while engaged in the affairs of the society.

5.2.2 ELECTION OF DIRECTORS

- (a) at the Annual General Meeting of the society the voting members will elect or appoint a minimum of seven directors;
- (b) the majority of Directors must be civilian family members of full-time serving Canadian Armed Forces members;

- (c) Directors will be chosen from a slate presented by the Board Nominating Committee;
- (d) individuals 16 years and older may stand for election, and
- (e) the majority of Directors must be over the age of 18.

5.2.3 APPOINTMENT OF DIRECTORS

The Commanding Officer, or their appointed representative, will serve on the MFRC Board of Directors in an *ex-officio* capacity.

The Board may invite the appointment of representatives who, in its opinion, serve the best interests of the community.

Qualified, appointed directors will serve on the Board of Directors in accordance with the terms of service outlined in these bylaws and with terms of service specified in other formal agreement governing roles and responsibilities of the appointed director.

5.3 ELECTION OF OFFICERS

Each Board will elect the officers at the first board meeting after the Annual General Meeting.

The officers are the:

- (a) Chairperson;
- (b) Vice-Chairperson;
- (c) Treasurer, and
- (d) Secretary.

5.4 TERMS OF OFFICE

5.4.1 DIRECTORS

Directors are elected by the members at the Annual General Meeting.

5.4.1.1 Elected Directors

Elected directors

- (a) hold office for three years;
- (b) are not eligible to serve more than three consecutive terms;
- (c) are eligible for election as a director, following the expiry date of one year after those consecutive terms, and
- (d) If over fifty percent of the Directors are leaving in one year, or if insufficient candidates come forward to meet the minimum board requirement of seven voting members where the majority are civilian family members of full-time serving CAF members, the Board may authorize directors to stand for an additional term.

5.4.1.2 Appointed Directors

The term of office for each Appointed Director is one year, renewable yearly.

5.4.1.3 Directors cease to hold office

A Director ceases to hold office when:

- (a) the director's term of office expires;
- (b) the director dies, or
- (c) the director is removed from office by the members.

5.4.1.4 Directors deemed resignation

A Director is deemed to have resigned from the Board if they have not attended two consecutive meetings without a reason acceptable to the Board.

5.4.1.5 Vacant positions

The position is considered vacant when the director:

- (a) resigns from the office;
- (b) resigns or is deemed to have resigned from the board;
- (c) ceases to be a member of the society, or

(d) dies.

The board may appoint a member of the Society, from a list prepared by the Board Professional Development Committee, to fill a vacant position until the next Annual General Meeting or until a successor is elected.

In the case of an Appointed Director, the board may select a new appointee for the remaining portion of the term.

5.4.2 OFFICERS: TERMS OF OFFICE

5.4.2.1 Elected Officers

- (a) the term of office for each elected board officer is three years;
- (b) each board officer is eligible for re-election, and
- (c) no person may hold any particular office for more than two consecutive terms.

5.4.2.2 Vacant positions

An Officer position becomes vacant when:

- (a) the officer's term of office expires;
- (b) the officer:
 - (i) resigns from the office;
 - (ii) resigns or is deemed to have resigned from the board;
 - (iii) ceases to be a member of the society, or
 - (iv) dies.
- (c) the director is removed from the office by the board.
- (d) the board may elect a director to fill a vacant position until the end of the term of the original Officer or until the successor is elected.

5.5 RESIGNATION

A Director who intends to resign must do so in writing, and must state if the resignation is effective:

- (a) when the Society receives the resignation;
- (b) on a specific date, or
- (c) on the occurrence of a specific event.

5.6 REMOVAL OF DIRECTORS

The Directors may establish alternate processes for removing a director, provided these processes do not take away the option to remove a director by special resolution.

5.6.1 PROGRESSIVE DISCIPLINE

The Board may implement a process for progressive discipline and removal to address conduct by a Director that the board believes is harmful to the interests of the Society.

In such a case, the Board will:

- (a) establish the grounds for disciplining or expelling a director;
- (b) stipulate conditions and terms for modifying behaviours;
- (c) stipulate the conditions under which sanctions or other disciplinary actions may be lifted, and
- (d) stipulate the conditions under which an application for reinstatement of the director may be considered.

The Board, to determine the appropriate action with respect to the director, may:

- (a) hold a hearing, and / or
- (b) refer the matter to the membership.

The Board will provide:

- (a) not less than 14 calendar days' written notice of the time and place of the Board hearing;
- (b) the reason(s) for the proposed discipline, and
- (c) the opportunity for the director to speak to at the Board or to provide a written submission before the Board votes on the resolution.

The director may appeal the decision to expel to the MFRC Membership.

The appellant:

- (a) may present a written statement (not to exceed 350 words) or may speak to the Membership, but
- (b) may not be present during the discussion or vote.

The Members:

- (a) will vote by ballot on a motion to uphold or overturn the Board's decision to revoke membership.

To pass, the motion requires a special resolution.

5.6.2 MEMBERS REMOVE DIRECTOR

The members can remove directors from office by special resolution:

- (a) for conduct which, in the Members' sole discretion, is harmful to the interests of the Society, and
- (b) may, by ordinary resolution, elect another member to serve as director for the balance of the term of the removed director.

The Board must give the Director:

- (a) not less than 14 calendar days' written notice of the time and place of the general meeting at which the vote is to be taken;
- (b) the reason(s) for the proposed expulsion, and
- (c) the opportunity to speak to at the general meeting and / or provide a written submission before the Members votes on the resolution.

The appellant:

- (a) may present a short, written statement (not to exceed 350 words) or may speak to the Membership, but
- (b) may not be present during the discussion or vote.

The Members:

- (a) will vote by ballot.

5.7 DUTIES OF DIRECTORS

5.7.1 FIDUCIARY DUTIES

The Directors must:

- (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; and
- (c) act in accordance with the BC Societies Act and the regulations, and
- (d) subject to paragraphs (a) to (c), act in accordance with these bylaws.

Without limiting the above, Directors must act with a view to the Society's Purpose.

Nothing in a contract or the bylaws of a society relieves a Director from:

- (a) the duty to act in accordance with this Act and the regulations, or
- (b) liability for any negligence, default, breach of duty or breach of trust.

5.7.2 VALIDITY OF ACTS

A director's act is not invalid merely because of a defect in how the director was elected or appointed.

The Society acts are not invalid merely because there are fewer directors than the required number

5.7.3 CONFLICT OF INTEREST

A conflict of interest could arise if a Director has a direct or indirect material interest in:

- (a) an actual or proposed contract or transaction, or
- (b) a matter under consideration that could be the subject of consideration by the directors, if that interests could result in a duty or interest that materially conflicts with the person's duty or interest as a director.

The Director with a real or potential conflict of interest:

- (a) must disclose fully and promptly to the other directors the nature and extent of the interest;
- (b) abstain from voting on a directors' resolution with respect to the contract, transaction or matter under consideration;
- (c) leave the directors' meeting, if any, when the issue is discussed;
- (d) may be present to provide information, and
- (e) must not act in any way to influence the discussion or vote.

The disclosure of a conflict of interest must be recorded in at least one of the following records:

- (a) the minutes of the Board meeting where the conflict of interest was disclosed;
- (b) the consent resolution of directors with respect to the conflict of interest, or
- (c) a record addressed to the directors and delivered to a Society address.

A Director found to be in conflict of interest must pay an amount equal to any profit unless after disclosure, the contract or transaction is approved by:

- (a) a Board resolution, or
- (b) a special resolution by the members.

5.8 PROTECTION OF DIRECTORS

5.8.1 LIMITS OF LIABILITY

A Director of a society is not liable for the consequences of any decision or action if he or she:

- (a) carried out the duties reasonably and in good faith; and

- (b) relied on:
 - (i) the financial statements;
 - (ii) audit report;
 - (iii) written report from a qualified professional;
 - (iv) a statement of fact from another director, or
 - (v) any information a court considers provides reasonable grounds for the actions.

5.8.2 INDEMNITY

Every Board, staff and volunteer member of the Society and their heirs, executors and administrators and estate and effects respectively, shall at all times be indemnified and saved harmless out of the funds of the Society from and against:

- (a) all costs, charges and expenses whatsoever which the Board, staff or volunteer sustains or incurs in or about any action, suit or proceedings which are brought, commenced or prosecuted, in respect of any act, deed, matter or thing whatsoever made, done, or permitted in or about the execution of the duties of office, and
- (b) all other costs, charges and expenses sustained or incurred in or about or in relation to the affairs thereof, except the costs, charges, or expenses occasioned by his/her own willful and gross neglect or default.

5.8.3 INSURANCE

The Society will purchase and maintain insurance to protect the Directors against any liability that may be incurred by having been a director.

6 PART 6 – BOARD

6.1 RESPONSIBILITY

The Board is responsible to:

- (a) manage the property and affairs of the society;
- (b) manage the finances of the society, and
- (c) evaluate and analyze the Society's effectiveness in responding to the unique lifestyle needs, concerns and aspirations of the military community.

6.1.1 RESPONSIBILITY FOR ACTS

The Directors of the Board shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the

name or on behalf of the Society, except such as shall have been delegated by the Board or submitted to and approved by the Board.

6.2 MEETINGS

The Chairperson, or in his/her absence, the Vice-Chairperson:

- (a) will call a meeting of the Board,
 - (i) in accordance with a schedule agreed to by the Directors; and
 - (ii) at any time the Chairperson considers it necessary, and
 - (iii) must hold no less than six meetings during the year
- (b) must call a meeting of the Board if requested to do so in writing by two members of Board, and
- (c) will provide notice at least 24 hours in advance unless all the Directors agree to a shorter notice period.

The Board:

- (a) may meet:
 - (i) at any location in the Capital Regional District;
 - (ii) on any notice provided all reasonable steps are taken to notify every Director;
 - (iii) in person, by telephone, or using any electronic communication medium as long as all the Directors are able to communicate with each other, and
- (b) may pass resolutions without a meeting if all directors consent to the resolution in writing.

6.2.1 QUORUM

A simple majority of the elected Directors shall constitute a quorum at any meeting of the Board.

6.2.2 VOTING

6.2.6.1 Voting format

Voting shall be by a show of hands unless the majority of the Directors present otherwise determine.

The Chairperson has one vote as a director and does not have a casting vote.

6.2.6.2 Voting threshold

Each issue shall be decided according to a simple majority of the votes cast.

6.2.6.3 Special Resolutions

In the case of a special resolution, each issue shall be decided by 75% of the votes cast.

6.2.6.3 Proxy voting

Voting by Proxy shall not be allowed at meetings of directors.

6.2.6.3 Electronic voting

The Board may establish rules for the conduct of voting by electronic means, including by internet voting by directors entitled to vote.

6.3 DUTIES

6.3.1 CHAIRPERSON

The Chairperson will chair the Board, the Executive Committee and general meetings.

The Chair:

- (a) shall be a non-voting *ex-officio* member of all committees;
- (b) shall supervise the other officers in the function of their duties;
- (c) shall confirm that all orders and resolutions of the Board are carried into effect;
- (d) sign contracts and other documents requiring his/her signature, and in some instances the signature of the Secretary, Treasurer, or Executive Director will be required in conjunction with the Chairperson's signature;
- (e) Chair the Executive Committee, and
- (f) performs such other duties as may be determined by the Board from time to time.

6.3.2 VICE-CHAIRPERSON

The Vice-Chairperson:

- (a) shall assist the Chairperson and shall assume all the powers and duties of the Chairperson in his/her absence, and
- (b) performs such other duties as may be determined by the Board from time to time.

6.3.3 SECRETARY

The Secretary:

- (a) shall ensure that minutes of the Board and the Executive Committee are taken and are filed in the offices of the MFRC;
- (b) conduct the correspondence of the Society;
- (c) issue notice of meetings of the Society and Directors;
- (d) and have custody of all records and documents of the Society except those required to be kept by the Treasurer, and
- (e) performs such other duties as may be determined by the Board from time to time.

In the absence of a Secretary from a meeting the Directors shall appoint another person to act as the Secretary.

6.3.4 TREASURER

The Treasurer:

- (a) shall be responsible for the overseeing of, and policy direction for, custody and care of all securities and funds;
- (b) shall ensure the maintenance of accurate accounts of all assets, liabilities, receipts and disbursements of the Society;
- (c) present financial statements to the Board and Executive Committee quarterly and upon request at other times;
- (d) may sign financial documents in conjunction with the Chairperson, Vice-Chairperson, Secretary or Executive Director;
- (e) Chair the Finance Committee, and
- (f) performs such other duties as may be determined by the Board from time to time.

6.3.5 SECRETARY-TREASURER

The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.

6.3.6 PAST-CHAIRPERSON

At the discretion of the Board, the Past Chairperson may act as a non-voting advisor to the Executive Committee, and

Chair the Nominations Committee.

6.4 COMMITTEES

The Directors may delegate some, but not all, of their powers to committees consisting of Directors as they think fit.

There are three standing committees of the Board: the Executive Committee, the Nominating Committee and the Finance Committee.

The Executive Committee is chaired by the board Chairperson; the Finance Committee by the Treasurer and the Nominations Committee by the Past-Chairperson.

Terms of reference and roles and responsibilities for these committees are contained in the Board Policy Manual.

From time to time, the board may create *ad hoc* committees or task groups to complete specific work within specific periods of time.

Committees make recommendation to the board in accordance with their terms or reference.

7 PART 7 – SOCIETY ADMINISTRATION

7.1 SENIOR MANAGER

The Board:

- (a) shall employ a senior manager, to be known as the Executive Director, to manage the Society's day-to-day management and administration of the MFRC and other duties that shall from time-to-time be prescribed by the Board;
- (b) must ensure that the Senior Manager meets the same qualifications as the directors both when the person is hired and during the entire time of employment (see section 5.1.1 Qualifications), and
- (c) will provide the Executive Director with the same protections as provided for the directors (see section 5.8 Protection of Directors).

The Senior Manager:

- (a) must adhere to the same provisions as in sections 5.1 Qualification, 5.7 Duties of Directors, and 5.8 Protection of Directors, and
- (b) is a non-voting member of the Board.

7.1.1 Disclosure of interest

The senior manager is bound by the same conditions and requirements regarding conflict of interest as other directors.

As such, the senior manager who has a direct or indirect material interest in:

- (a) a contract or transaction, or a proposed contract or transaction, of the society, or
- (b) a matter that is or is to be the subject of consideration by the directors, if that interest could result in the creation of a duty or interest that materially conflicts with the senior manager's duty or interest as a senior manager of the society.

A senior manager to whom this section applies must

- (a) disclose fully and promptly to the directors the nature and extent of the senior manager's interest;
- (b) if the contract, transaction or matter referred to in subsection (1) is to be discussed at a directors' meeting at which the senior manager is present, leave the directors' meeting:
 - (i) when the contract, transaction or matter is discussed, unless asked by the directors to be present to provide information;
 - (ii) when the directors vote on the contract, transaction or matter, and
 - (iii) refrain from any action intended to influence the discussion or vote.

7.2 SOCIETY RECORDS

7.2.1 Records to be kept

The Society will keep:

- (a) the certificate of incorporation as a society;
- (b) certified copies from the Registrar of the
 - (i) constitution;
 - (ii) bylaws;
 - (iii) statement of directors, and
 - (iv) statement of the Society's office.
- (c) copies of records received from
 - (i) the registrar, other than in response to a request;
 - (ii) any court or tribunal, and
 - (iii) any government body, agency or official.

- (d) the society's register of directors, including their contact information;
- (e) consents to act as director, declarations of conflict of interest and resignations;
- (f) the society's register of members, organized by different classes of member, including contact information;
- (g) the minutes of general meetings, including the text of each resolution passed;
- (h) the minutes of each board meeting, including
 - (i) a list of the directors present, and
 - (ii) the text of each resolution passed at the meeting.
- (i) a copy of each consent resolution and a copy of each of the consents;
- (j) the financial statements;
- (k) accounting records of each transaction materially affecting the financial position, and
- (l) auditor's reports.

7.2.2 Disposal of records

The Society will dispose of records that:

- (a) were created or last altered more than 10 years previously, and
- (b) are no longer relevant to the activities or internal affairs of the society.

7.2.3 Location of records

The Society will keep:

- (a) paper records at the Society's registered office, and
- (b) electronic records at any location and on any medium as long as they are electronically available for inspection.

7.2.4 Maintenance of records

The Society will take reasonable precautions in preparing and keeping the records so that:

- (a) they are complete;
- (b) they are not lost, destroyed or damaged;
- (c) they do not have any false entries, and
- (d) those who are entitled to see them have easy, simple, reliable and prompt access.

7.2.5 Inspection of records

7.2.5.1 Voting Members

Voting Members may inspect:

- (a) directors' disclosures of interest;
- (b) board meeting minutes;
- (c) consent resolutions;
- (d) accounting records that significantly affect the fiscal position, and
- (e) financial statements.

Voting Members who want to inspect the register of members:

- (a) must apply for access in writing;
- (b) must state the name(s) of the applicant(s), and
- (c) state that the information will only be used to:
 - (i) requisition or call a general meeting;
 - (ii) submit a members' proposal or
 - (iii) influence the voting of members.

Voting Members who are entitled to see the records:

- (a) will have access without charge;
- (b) must provide at least five working days notice, and
- (c) may have reasonable restrictions on the times during which they can inspect the register of members.

The Board:

- (a) may restrict access to other records if it considers the release may be harmful to the Society or a member;
- (b) will restrict access to the Directors' register unless the information will be used solely for the Society's activities or internal affairs, and
- (c) will provide access only if the information will be used for organizational purposes.

The Society will:

- (a) respond to a request for copies within 14 days;
- (b) provide members with a copy of the constitution, bylaws and most recent financial statements without charge, and
- (c) may charge the fee specified in the Regulations for other documents.

7.2.5.2 Directors

Directors may, without charge, inspect any society record.

7.2.5.3 Public

A member of the public:

- (a) may see the latest financial statement without charge, and
- (b) may not have access to the register of members.

The Society:

- (a) may charge
 - (i) the fee specified in the Regulations, or
 - (ii) if no fee is specified, may charge a reasonable fee
- (b) may impose a reasonable period of notice; and
- (c) may set reasonable restrictions on the times during which the person may inspect a record.

7.2.6 Copies of records

A person:

- (a) is entitled to receive a copy of any document that they are entitled to access; and
- (b) may be required to make the request in writing.

The Society:

- (a) may charge a fee;
- (b) will provide the copy once the fee is paid, and
- (c) will provide the copy no later than 14 days after the fee has been paid.

7.2.7 Distribution of Records

The Society will distribute records by:

- (a) email to the recipient's email address;
- (b) fax to the recipient's fax number;
- (c) making them available for pick-up at the registered office;
- (d) mail to the mailing address provided by the recipient, or
- (e) delivery, at cost to the recipient, to the recipient's address.

7.2.7.1 Records served

A record is considered to be served on the society if it is:

- (a) delivered to the registered office, or
- (b) delivered to a director.

7.2.8 Custody of Records

The books, records, and Seal of the Society will be available for members or other authorized persons to inspect at all reasonable times.

8 PART 8 – FINANCE

8.1 DISTRIBUTION OF ASSETS AND INCOME

No Director of the Board shall accept any remuneration for services rendered to the MFRC and no Director of the Board or employee of the MFRC shall have any direct pecuniary financial interest in any agreement or contract entered into or issued by the Board. The provision of this section shall not apply to an employee's contract of employment or to the reimbursement of a Director in respect of expenses incurred with the approval of the Board in carrying out the business of the Board.

8.2 FISCAL YEAR

The Fiscal Year is from April 1 to March 31 in each year.

8.2.1 Financial documentation

All cheques, bills of exchange or other orders of payment of money, notes or the evidence of indebtedness issued in the name of the Society shall be signed by the Treasurer or designated Board member and, the Executive Director or designated Staff member.

8.2.2 Execution of contracts

All contracts, documents or any instrument in writing requiring execution by the Board shall be signed by the Chairperson or the Executive Director. All such documents once signed are binding upon the Society without any further authorization. The Board from time to time may appoint any Director on behalf of the Society either to sign documents generally or to sign specific documents.

8.3 BANKING

All Society funds will be deposited:

- (a) in a financial institution that:
 - (i) is regulated by the Superintendent of Financial Institutions;
 - (ii) carries on a banking business, and
 - (iii) is selected by the Board.
- (b) to the credit of the Society.

8.4 INVESTMENTS

The Board:

- (a) may only invest in securities;
- (b) may do so without regard to the proportion of particular types of securities, and
- (c) must ensure that the investment is one that a prudent investor may make.

8.5 BORROWING POWERS

The Society may borrow, raise or secure the payment of monies in such manner an amount as shall be prescribed by the Board of Directors in conjunction with the Executive Director, to meet current operating expenses.

However, a debenture may not be issued without the sanction of a special resolution.

8.6 FINANCIAL STATEMENTS

At each annual general meeting, the Board must present the following to the members:

- (a) financial statements for the period,
 - (i) beginning immediately after the end of the preceding financial year, and
 - (ii) ending not more than six months before the annual general meeting at which the financial statements are to be presented.

8.7 ANNUAL REVIEW

The books and accounts of the Society shall be kept in accordance with proper accounting principles or certified by a public accountant who is not a member of the MFRC. At the end of each fiscal year, a copy of the financial statements shall be made available to all members of the MFRC upon request.

9 PART 9 – DISSOLUTION

9.1 DISTRIBUTION OF ASSETS

In the event of winding-up or dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organization or organizations concerned with the social problems or promoting the same purposes as this society as may be determined by the members of the Society at the time of dissolution. If effect cannot be given to the aforesaid provisions, then such funds be given or transferred to some other

organization or organizations, provided however that any such recipient referred to in this paragraph shall be a registered charity recognized by Revenue Canada as being qualified as such under provisions of the Income Tax Act of Canada. **THIS WAS A PREVIOUSLY UNALTERABLE PROVISION**

9.2 AIM AND OBJECTIVES

The aim and objectives of the Society shall be carried out without purpose of gain for its members and any profits or accreditation to the Society shall be used for promoting its purposes herein contained. **THIS WAS A PREVIOUSLY UNALTERABLE PROVISION**

Section 5

Section 3, 4 and 5 of the constitution are unalterable in accordance with the Society Act. **THIS WAS A PREVIOUSLY UNALTERABLE PROVISION**

10 PART 10 – AMENDMENTS

These by-laws may be amended or re-enacted only by a Special Resolution passed by a 75% majority of the votes cast by society voting members present and voting at any duly constituted meeting of the Society, provided that the notice of the meeting advises that such amendment or re-enactment is to be dealt with at that meeting.