

Bylaws of Venezuelan Canadian Society of British Columbia (the “Society”)

Part 1 – Definitions and Interpretation

Definitions

1) In these Bylaws:

- **“Act”** means the Societies Act of British Columbia as amended from time to time;
- **“Board”** means the directors of the Society;
- **“Bylaws”** means these Bylaws as altered from time to time.
- **“Registered Address”** of a member means the member’s address as recorded in the register of members

Definitions in Act apply

- 2) The definitions in the Act apply to these Bylaws.
- 3) Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation

Conflict with Act or regulations

- 4) If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Part 2 – Members

Application for membership

- 5) A person may apply to the Board for membership in the Society, and the person becomes a member on the Board’s acceptance of the application.

- a) Application for membership must be done in writing by post letter, application form (including online forms) provided by the society or via electronic mail.
- b) Social media networks are not acceptable means for membership applications to be sent or received

Duties of members

- 6) Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of membership dues

- 7) The amount of the membership dues, if any, must be determined by the Board.

Membership types

- 8) Voting Member: all registered members who are 18 years old or older.
- 9) Non-Voting Member: all registered members who are younger than 18 years old.
- 10) A person continues to be a member of the Society for life unless one of the conditions is met that causes its membership to terminate.

Member in good standing

- 11) A member in good standing is entitled to one (1) vote during all and any membership meetings held by the Society as long as:
 - a) Member is 18 years old or older
 - b) Member has been in the Members Register for 30 days or more prior to the meeting in which the vote is to be cast.

Member not in good standing

- 12) A member is not in good standing if the member fails to pay any activity fees or membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

- 13) A voting member who is not in good standing
- a) may not vote at a general meeting, and
 - b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership

- 14) A person ceases to be a member of the Society
- a) By delivering his or her resignation in writing to the Secretary of the Society via electronic mail or by mailing it or delivering it to the address of the Society;
 - b) on his or her death or, in the case of a corporation, on dissolution;
 - c) on being expelled; or
 - d) on having been a Member not in good standing for 12 consecutive months.
- 15) A person may be expelled from the society by special resolution of the Members passed at a general meeting.
- a) The notice of a special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - b) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting of Members before the special resolution for expulsion is put to a vote

Part 3 – General Meetings of Members

Time and place of general meeting

- 16) An annual general meeting must be held at the time and place the Board determines.

Ordinary business at general meeting

- 17) Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

- 18) At a general meeting, the following business is ordinary business:

- a) adoption of rules of order;
- b) consideration of any financial statements of the Society presented to the meeting;
- c) consideration of the reports, if any, of the directors or auditor;
- d) election or appointment of directors;
- e) appointment of an auditor, if any;
- f) business arising out of a report of the directors not requiring the passing of a special resolution.

- 19) The Directors may, whenever they think fit, convene an extraordinary general meeting of Members.

Notices to members

- 20) A notice shall be sent in any acceptable form, including in person, regular post or electronic/digital format, directly to each registered member.

- a) A notice sent by social media channels is not considered an acceptable form of notice.

- 21) Notice of a general meeting of Members must be given to
 - a) every member shown on the Register of Members on the day notice is given, and
 - b) the auditor, if any;
 - c) No other person is entitled to receive notice of a general meeting of Members.
- 22) A notice is deemed to have been given on the second day following the day on which the notice is sent. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and sent.
- 23) Notice of a general meeting of Members shall specify the place, the day, and the hour of the meeting, and, in the case of special business, the general nature of that business.
- 24) Notice of a general meeting must be sent out in writing to all members thirty (30) calendar days in advance
- 25) 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 any of the proceedings at that meeting.

Chair of general meeting

- 26) The following individual is entitled to preside as the chair of a general meeting:
 - a) the individual, which shall be appointed by the Board, to preside as the chair;
 - b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - c) the president,
 - d) the vice-president, if the president is unable to preside as the chair, or

- e) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

- 27) If there is no individual under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

- 28) Any business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

- 29) The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.

Lack of quorum at commencement of meeting

- 30) If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
 - a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
 - b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

- 31) If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

- 32) The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

- 33) It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

- 34) 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;

- g) 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,
- h) receive any other reports of directors' activities and decisions since the previous annual general meeting,
- i) elect or appoint directors, and
- j) appoint an auditor, if any;
- k) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- l) terminate the meeting.

Methods of voting

- 35) At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.
- 36) A resolution proposed at a general meeting of Members needs to be seconded and the chair of a meeting may move or propose a resolution.
 - a) In the case of a tie vote, the chair of the meeting does not have a casting or second vote in addition to the vote to which he or she would be entitled as a member.
 - b) A second and third round of votes can take place to resolve the tie.
 - c) If after the third round of votes there is still a tie vote; the proposed resolution does not pass.

Announcement of result

- 37) The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

38) Voting by proxy is **not** permitted.

Matters decided at general meeting by ordinary resolution

39) A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Part 4 – Directors

Number of directors on Board

40) The Society must have no fewer than 3 and no more than 7 directors.

Election or appointment of directors

41) At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

42) The Directors so elected or appointed shall serve as Officers for terms of one year, and may be re-elected as Officers for additional terms without limit

43) If a successor is not elected, the person previously elected or appointed may continue to hold office

44) The Board may, at any time, remove a Director for his/her position with a 3/4 majority vote if a Director is unable to fulfill his/her duties or is found to be acting against the bylaws.

45) The Director shall have the opportunity to explain him/herself before the vote takes place.

Directors may fill casual vacancy on Board

- 46) The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

- 47) A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Part 5 – Directors' Meetings

Calling directors' meeting

- 48) A directors' meeting may be called by the president or by any 2 other directors.

Notice of directors' meeting

- 49) At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

- 50) The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors' meetings

- 51) The directors may regulate their meetings and proceedings as they think fit.
- 52) Meetings of Directors may be held by telephone, video conference or other means approved by the Directors.

Quorum of directors

53) The quorum for the transaction of business at a directors' meeting is a majority of the directors.

First meeting of directors after appointment

54) For a first meeting of Directors held immediately following the appointment 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.

Decision making

55) Questions arising at a meeting of Directors and Committees of Directors must be decided by a majority of votes.

- a) In the case of a tie vote, the chair of the meeting does not have a casting or second vote in addition to the vote to which he or she would be entitled as a director.
- b) A second and third round of votes can take place to resolve the tie.
- c) If after the third round of votes there is still a tie vote; the proposed resolution does not pass.

56) A resolution proposed at a meeting of Directors or a Committee of Directors need not be seconded, and the President or Vice President of a meeting may move or propose a resolution.

- 57) A resolution consented to in writing by all Directors, whether by document, e-mail or any method of transmitting legibly recorded messages, shall be as valid and effectual as if it had been passed at a meeting duly called and constituted.
- 58) Electronic communications where all directors are included can be considered “legibly recorded messages”.

Part 6 – Board Positions

Election or appointment to Board positions

- 59) Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:
- a) president;
 - b) vice-president;
 - c) secretary;
 - d) treasurer.

Directors at large

- 60) Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Role of president

- 61) The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-president

- 62) The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

63) The secretary is responsible for doing, or making the necessary arrangements for, the following:

- a) issuing notices of general meetings and directors' meetings;
- b) taking minutes of general meetings and directors' meetings;
- c) keeping the records of the Society in accordance with the Act;
- d) conducting the correspondence of the Board;
- e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

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

Role of treasurer

65) The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- a) receiving and banking monies collected from the members or other sources;
- b) keeping accounting records in respect of the Society's financial transactions;
- c) preparing the Society's financial statements;
- d) making the Society's filings respecting taxes.

Part 7 – Remuneration of Directors and Signing Authority

Remuneration of directors

66) These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity

Signing authority

67) A contract or other record to be signed by the Society must be signed on behalf of the Society

- a) by the president, together with one other director,
- b) if the president is unable to provide a signature, by the vice-president together with one other director,
- c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
- d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

Part 8 – Attendance

Director attendance requirements

68) Directors are required to attend all meetings of Directors and all meetings of Committees on which they serve, and are expected to participate in all meetings in their entirety.

Absences

69) Directors who are absent for three (3) consecutive meetings of Directors cease to hold office, unless the Directors, after consideration of the reasons for the absences, authorize the absences by resolution.

Extended absences

- 70) A Director who may be unable to attend three (3) or more Directors meetings must send written notice to the Board of Directors, indicating the length of the absence. Such notice shall be sent prior to the third absence.

If a Director is absent

- 71) A notice of meeting of Directors is not required to be sent to that Director, and
- 72) Any and all meetings of the Directors of the Society, notice of which has not been given to that Director, if a quorum of the Directors is present, are valid and effective.

Part 10 – Governance and Management

- 73) The Directors shall govern the Society by focusing on
- a) The betterment of the Society
 - b) The positive growth of the Society
 - c) Representing the Society in a positive manner within the community
 - d) Following the mission and vision of the Society.

Reporting

- 74) The President and Chief Executive Officer is the only staff person to report directly to the Directors.
- 75) All other staff shall report to the President and Chief Executive Officer, or in a manner determined by the President or Chief Executive Officer.

Part 11 – Conflict of Interest

- 76) The Directors shall adopt a conflict of interest policy that provides detailed guidance for Directors, staff and Members on how to maintain the highest possible standards of ethical conduct and how to avoid and manage conflicts of interest.

Part 12 – Seals

- 77) The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
- 78) The common seal must be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the President and Secretary or President and Secretary Treasurer.

Part 13 – Borrowing

- 79) 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 that power, by the issue of debentures.
- 80) A debenture must not be issued without the authorization of a special resolution.
- 81) 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 14 – Auditor

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

- 82) The first auditor shall be appointed by the Directors.

- 83) At each annual general meeting of Members, the Society may elect an auditor to hold office. A successor can be re-elected at each annual general meeting.
- 84) An auditor may be removed by ordinary resolution of the Members.
- 85) An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 86) A Director or employee of the Society must not be the auditor.
- 87) The auditor may attend general meetings.

Part 15 – Bylaws

- 88) On being admitted to membership, each member is entitled to, and the Society must give the member without charge, a copy of the constitution and bylaws of the Society
- 89) These bylaws must not be altered or added to except by special resolution of the Board of Directors, according to the needs and interests of the Society.
 - a) Any amendments to these Bylaws must always be submitted for approval, by Special Resolution, to members at a General Meeting and in accordance with the Societies Act.