



**Conayt Friendship Society
NOTICE TO MEMBERS**

A Special Meeting

Has been called for:

**Wednesday, August 30th, 2023
at 5:30 pm**

This Special Meeting will be at Conayt Friendship Society office on August 30th, 2023, at 5:30 pm. It will also be available via Zoom for those members not able to attend in person.

The purpose of this meeting is solely to discuss changes to the current bylaws. These changes are to ensure that we are in compliance with the current legislation of the British Columbia Societies Act.

Only individuals with current memberships, can vote on the changes to the bylaws.

If you have submitted a current and valid email address, we will forward the active and proposed bylaws for you to review.

To add or confirm your current email and contact information please notify reception@conayt.com.

BY-LAWS of the CONAYT FRIENDSHIP SOCIETY



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1. INTERPRETATION

1.1. For the purpose of the Constitution and Bylaws, the following **definitions** apply:

- (a) **“Society”** shall mean – Conayt Friendship Society.
- (b) **“Indigenous Descent”** shall mean – Persons are of First Nations/North American Aboriginal ancestry if they are Indians as defined in the Indian Act (Canada), persons commonly referred to as Native and Non-Status Indians and Metis, or persons of the Inuit race. The only differentiation will be anyone with proven First Nations/North American Aboriginal heritage, and the onus of proof will be the responsibility of each individual.
- (c) **“Non- Indigenous”** shall mean – All other persons not represented in 1.1 (b).
- (d) **“Elder”** shall mean – A person having reached the age of fifty five (55).
- (e) **“Director”** shall mean – An elected member representative serving on Board of Directors of the Conayt Friendship Society.

2. MEMBERSHIP

- 2.1 Membership shall be open to all persons having attained the age of 18 and who agree to support the objectives of the Society.
- 2.2 The term of renewing membership shall be two (2) years membership from date of purchase.
- 2.3 A person may apply to the Directors for membership in the Society and on acceptance by the majority of the Directors shall be a member.
- 2.5 Every member shall uphold the Constitution and comply with these By-Laws.
- 2.5 A person shall cease to be a member of the Society:
 - 2.5.1 By delivering his/her resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society;
 - 2.5.2 On his/her death;
 - 2.5.3 On having been a member not in good standing, of two (2) consecutive months.
- 2.6 All members are in good standing except a member who has failed to pay his current membership fee or any other subscription or debt due and owing by him/her to the Society and he/she is not in good standing as long as this debt remains unpaid.
- 2.7 Only active members in good standing shall be entitled to hold office in the Society, and to vote at any General Meeting of the Society. All employees of the Society shall enjoy all the privileges of Active membership but who shall not be eligible to hold office in the Society.
- 2.8 Members of the Society shall pay membership fees as determined by the Board of Directors of the Society.
- 2.9 Elders will pay one-half the membership fee.
- 2.10 Membership fees may be waived by the Board of Directors in those cases where payment would be a hardship on the member.

3. VOTING

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- 3.1. Each active member in good standing shall be entitled to cast one vote at any meeting of the Society except Board of Director meetings unless he/she is a Director of the Society.
- 3.2. Voting by proxy is not permitted.

4. MEETINGS

- 4.1. An annual general meeting will be held at least once in every calendar year and in accordance with the requirements of the Societies Act.
- 4.2. General Meetings of the Society may be called at any time by the Directors. In addition, 12 or more members may at any time, in writing specifying the purpose of the meeting (such notice to be signed by them and delivered to the Secretary), require the Directors to call a General Meeting of the Society, and the Directors shall thereupon immediately call a General Meeting of the Society.
- 4.3. The Society will send notice of every General Meeting to each member shown on the register of members on the date the notice is sent; not less than fourteen (14) days and not more than sixty (60) days prior to the date of the General Meeting.
- 4.4. Notice of all meetings will be sent by the Society to a member either personally, by delivery, courier or by mail posted to such member's registered address, or, where the member has provided a fax number or email address, by fax or email, respectively.
- 4.5. The accidental omission to give notice to, or non-receipt of the notice of a meeting by any Active member shall not invalidate proceedings at the Meeting.
- 4.6. The quorum at all General Meetings shall be at least twelve (12) Active Members of the Society.

5. DIRECTORS

- 5.1. All directors shall immediately upon taking office agree to and sign the Code of Conduct for the directors of Conayt Friendship Society.
- 5.2. The Board of Directors of the Society shall consist of eight (8) full members of the Society, duly elected at the Annual General Meeting of the members of the Society.
 - 5.2.1. Not less than five (5) members of the eight (8) Directors shall be individuals of Indigenous descent, one of whom will be an Elder
 - 5.2.2. At any given year, there shall be four (4) Directors who shall hold office for two consecutive (2) years, four shall remain one (1) year
 - 5.2.3. A Directorship shall terminate upon any of the following events:
 - 5.2.3.1. The Director dies or is permanently incapacitated;
 - 5.2.3.2. The Director resigns in writing from his position;
 - 5.2.3.3. The Director holds any salaried position with the Society;
 - 5.2.3.4. The Director fails to remain a member in good standing;
 - 5.2.3.5. The Director is absent from two consecutive meetings without valid reason acceptable to the Board.
- 5.3. The Management and Administration of the affairs of the Society shall be vested in the Directors. Directors shall have full power to make such policies as they deem fit,

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provided that such rules and regulations are consistent with the Constitution and By-Laws of the Society.

- 5.4. The Directors shall meet at least eight times per year. The quorum at all meetings of the Board of Directors shall be four (4).
- 5.5. Directors shall serve as Directors without remuneration, and the Directors shall not receive, directly or indirectly, any benefit from their position as Directors but may be reimbursed expenses incurred by them in the performance of their duties. Such reasonable expenses must be submitted for Board approval. No Director shall serve as a member of the paid staff of the Society
- 5.6. The Executive shall be elected from the eight (8) members of the Board of Directors at the first Board Meeting. The Executive Members shall be:
 - 5.6.1. President who is responsible for presiding at all meetings, and is an ex-officio of all committees and is one of the signing officers.
 - 5.6.2. Vice-President who performs all duties of the President in his/her absence.
 - 5.6.3. Treasurer shall be the chief signing officer and will be responsible for ensuring proper financial control and reporting.
 - 5.6.4. Secretary shall be responsible for recording Minutes of Meetings, sending notice of meetings, keeping a membership registry, and custody of minutes of meetings of the Society and Directors.
 - 5.6.5. A quorum of the Executive shall be three (3).

6. STAFF

- 6.1. There shall be an Executive Director of the Society.
- 6.2. The Board of Directors of the Society shall hire the Executive Director and determine his/her tenure and remuneration.
- 6.3. The Executive Director shall, with the Board, be responsible for hiring and firing staff.

7. ACCOUNTS

- 7.1. The Directors shall ensure true accounts will be kept of:
 - 7.1.1. All sums of money received and expended and the matters in respect of which the receipts and expenditures took place.
 - 7.1.2. Assets and liabilities
 - 7.1.3. All other transactions affecting the financial position of the Society.
- 7.2. All accounts payable by the Society shall be examined and payment authorized by the Board of Directors before being paid, save and except that the authorized salaries, rentals and such other accounts payable as may be authorized by the Board of Directors.
- 7.3. Before any Contracts or Agreements are entered into by the Society, such Contracts or Agreements must first be examined and approved by the Board of Directors.
- 7.4. The signing Officers of the Society shall be the President, Vice-President, Treasurer or Secretary and Executive Director. Any financial transaction shall require two signatures of the five signing officers.

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- 7.5. The Directors shall lay before the members of the Society, at each Annual General Meeting, an Audited Financial Statement covering the past fiscal year.
- 7.6. The Fiscal year of the Society shall be April 1st to March 31st.
- 7.7. The Auditor shall be a Certified Public Accountant (CPA)
- 7.8. The Auditor shall be appointed annually at the Annual General Meeting.

8. BORROWING

The Directors may exercise all the powers of the Society to borrow or raise or secure payment of money, in such manner and form as they see fit, subject to the Societies Act.

9. SEAL

The Seal of the Society shall be under the custody of the Directors and shall not be affixed to any instrument except by authority of the Board of Directors.

10. SPECIAL RESOLUTIONS AND ALTERATION OF BY-LAWS

The By-Laws of the Society may be added to or altered by a Special Resolution of the Society by calling a Special General Meeting in accordance with section 4.3 of these bylaws; 75% majority of the membership present is required to pass a Special Resolution.

11. The funds of the Society not required for immediate use may be kept on deposit in a Bank or may be invested in such a manner as the Directors from time to time determine.

This provision is unalterable.

12. If, upon the winding up or dissolution of the Society, there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be given or transferred to such other charitable organization(s) in Canada registered as such under the "Income Tax Act" as may be determined by the full members of the Society at the time of dissolution or, in so far as effect cannot be given to the foregoing provision, in some other charitable organization registered as such under the "Income Tax Act" and having similar objectives of the Society. This provision is unalterable.

13. The Directors shall serve as Directors and Officers without remuneration, and the Directors shall not receive directly or indirectly, and profit from their positions as Directors or Officers but may be paid reasonable expenses incurred by them in the performance of their duties. This provision is unalterable.

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14. No part of the income of the Society may be payable to or otherwise available for the personal benefit of any member thereof. This provision is unalterable.

15. The Society shall be carried on without the purpose of gain for its members and any profits or other accretions to the Society shall be used in promoting its objects. This provision is unalterable.

16. Clauses 7, 8, 9, 10, and 11 are unalterable in accordance with Section 22 of the Society Act.

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Schedule 1

[am. B.C. Reg. 114/2022, App. 3.]

BYLAWS

Bylaws of the CONAYT FRIENDSHIP SOCIETY (the "Society")

Part 1 — Definitions and Interpretation

Definitions

1.1 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.

"**Indigenous Descent**" refers to persons that are Indians as defined in the Indian Act (Canada), persons commonly referred to as Native and Non-Status Indians and Metis, or persons of the Inuit race. Priority will be given to individuals with proven First Nations/North American Aboriginal heritage, and the onus of proof will be the responsibility of each individual.

"**Elder**" means a person having reached the age of fifty five (55) and of Indigenous Descent.

"**Youth**" refers to a person of Indigenous Descent that is between the ages of eighteen (18) and twenty nine (29).

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 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

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Application for membership

2.1 A person or family (immediate family members only) may apply to the Executive Director for membership in the Society, and the person becomes a member on the Executive Director 's acceptance of the application.

Duties of members

2.2 Every member must uphold the constitution of the Society. Every member must also comply with these Bylaws and all other policies or codes of conduct of the Society.

Amount of membership dues

2.3 The amount of the annual membership dues, if any, must be determined by the Board.

Member not in good standing

2.4 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid. A Board decision can also be made to remove a member for the welfare of the Society.

2.5 A member shall lose their good standing if they are involved in any misappropriation, fraudulent activity, litigation, legal actions, or legal settlements with the Society. Furthermore, the above mentioned criteria shall also disqualify the member(s) from being nominated or appointed as a Director indefinitely.

Member not in good standing may not vote

2.6 A voting member who is not in good standing, reached the age of 18, or failed to pay their membership fee within 30 days of the scheduled meeting of the members.

(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 if member not in good standing

2.7 A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months. If a member loses their good standing as per section 2.5 above, their membership will be terminated immediately.

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Part 3 — General Meetings of Members

Time and place of general meeting

3.1 A general meeting must be held at the time and, if applicable, place the Board determines. Electronic and virtual meetings are permitted. Notice of a general meeting must be sent to the members at least fourteen (14) days before the scheduled date, and may be done electronically, by mail, newspaper publication, or other local media.

Ordinary business at general meeting

3.2 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; and
- (e) appointment of an auditor, if any.

Notice of special business

3.3 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

3.4 The Board shall designate a committee of Directors who will issue a request for proposals for the position of Chair, and appoint an individual of whom is not a current or former Director. This appointment shall be made by the selection committee at least 6 months in advance of the annual general meeting if possible.

Quorum for general meetings

3.5 The quorum for the transaction of business at a general meeting is 20 voting members.

Lack of quorum at commencement of meeting

3.6 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not in attendance,

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(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, if applicable, place, and if, at the continuation of the adjourned meeting, a quorum is not in attendance within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are in attendance constitute a quorum for that meeting.

If quorum ceases to be in attendance

3.7 If, at any time during a general meeting, there ceases to be a quorum of voting members in attendance as determined by the appointed Chair, business then in progress must be suspended until there is a quorum in attendance or until the meeting is adjourned or terminated.

Adjournments by chair

3.8 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, if applicable, 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

3.9 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

3.10 The order of business at a general meeting is as follows and is subject to change if the Chair determines it necessary:

- (a) determine that there is a quorum;
- (b) approve the agenda;
- (c) approve the minutes from the last general meeting;
- (d) deal with unfinished business from the last general meeting;
- (e) 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;
- (f) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (g) end the meeting.

Methods of voting

3.11 At a general meeting, voting must be by a show of hands, electronic method or other method as decided by the Chair that adequately discloses the intention of the voting members.

Announcement of result

3.12 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

3.13 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.14 A matter to be decided at a general meeting must be decided by ordinary resolution (50% majority of attending members to pass) unless the matter is required by the Act or these Bylaws to be decided by special resolution (75% majority of attending members to pass) or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Part 4 — Directors

Number of Directors on Board

4.1 The Society must have no fewer than 5 and no more than 9 Directors. The Majority of Directors shall be of Indigenous Descent, including one Elder unless this

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is not possible for that particular year. One Board position may be filled by a Youth Director.

Election or appointment of Directors

4.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of Directors must elect or appoint the Board for the positions that are available for the upcoming year.

Directors may fill casual vacancy on Board

4.3 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

4.4 A Director appointed by the Board to fill a vacancy ceases to be a Director at the end of the unexpired portion of their term.

Code of Conduct

4.5 Every Director and member shall sign and abide by the Code of Conduct for the Society. Directors shall consent to a criminal record check.

Part 5 — Directors' Meetings

Calling Directors' meeting

5.1 A Directors' meeting may be called by the president or by any 2 other Directors. There shall be at least four (4) Director's Meetings per calendar year.

Notice of Directors' meeting

5.2 At least two (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

5.3 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

5.4 The Directors may regulate their meetings and proceedings as they think fit.

Quorum of Directors

5.5 The quorum for the transaction of business at a Director's meeting is 3 Directors.

Part 6 — Board Positions

Election or appointment to Board positions

6.1 Directors must be elected or appointed to the following Board positions during the first Board meeting, and a Director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary; and
- (d) treasurer.

Directors at large

6.2 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

6.3 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

6.4 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

6.5 The secretary is responsible for providing oversight, assisting, and making the necessary arrangements for the following tasks at the discretion and direction of the Board:

- (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;

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(e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

6.6 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

6.7 The treasurer is responsible for providing oversight, assisting, and making the necessary arrangements for the following tasks at the discretion and direction of the Board:

- (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.

Term of Directors

6.8 **The term of each Director shall be two (2) years. The appointment of Directors shall be staggered so that approximately half of the Board positions are to be open for appointment each year.**

Part 7 — Remuneration of Directors and Signing Authority

Remuneration of Directors

7.1

Directors shall serve as Directors without remuneration, and the Directors shall not receive, directly or indirectly, any benefit from their position as Directors but may be reimbursed expenses incurred by them in the performance of their duties. Such reasonable expenses must be submitted for Board approval. No Director shall serve as a member of the paid staff of the Society.

Signing authority

7.2 The signing Officers of the Society shall be the President, Vice-President, Treasurer or Secretary and Executive Director. Any financial transaction shall require two signatures of the five signing officers.

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Staffing Responsibilities

7.3 There shall be an Executive Director of the Society, and they shall be responsible for hiring and firing staff according to performance and capacity requirements of the Society. The Board shall decide the reasonable remuneration for this role.

