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DUNBAR COMMUNITY CENTRE ASSOCIATION CONSTITUTION

1. The name of the society is “DUNBAR COMMUNITY CENTRE ASSOCIATION” (the “Society”).
2. The object of the Society is:
 - a. To administer and maintain a multi-use facility for the community of Dunbar in Vancouver, British Columbia.

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DUNBAR COMMUNITY CENTRE ASSOCIATION BYLAWS

DEFINITIONS

1. In these Bylaws:
 - a. "Special resolution" is as defined in the *BC Societies Act*;
 - b. "Act" is the *BC Societies Act*, as amended from time to time, and any successor legislation;
 - c. "Association" is the Dunbar Community Centre Association;
 - d. "Board" is the Board of Directors of the Association;
 - e. "Centre" is the Dunbar Community Centre;
 - f. "Constitution" is the Constitution of the Association; and
 - g. Any notice or consent which is required to be "written" or done in "writing" may be done via email.

ROLE

2. The Association's role is to provide and promote educational, recreational and athletic facilities and programs for the use and benefit of primarily the citizens of the Dunbar community and to administer and maintain a multi-use facility for the community of Dunbar in Vancouver, British Columbia.

MEMBERSHIP

3. A person becomes a member automatically upon signing up for a program offered by the Association and providing a mailing address or email address to the Association or upon paying a membership fee and providing a mailing address or email address to the Association.
4. The membership year expires 365 days after the date of the member's last registration or the date the member paid a membership fee.
5. The membership fee shall be determined by the Board from time-to-time and may be included in activity fees or be a stand-alone fee.
6. The Association shall have four categories of members: voting members, non-voting members, guardian members, and honorary members as follows:
 - a. Any person sixteen years or older shall be eligible for admission as a voting member of the Association upon signing up for a program or payment of the membership fee as described in Clause 3 above.
 - b. Any person under sixteen years will be a non-voting member of the Association upon signing up for a program or payment of the membership fee as described in Clause 3 above.
 - c. One parent or guardian of each non-voting member may act as a guardian member, exercising the voting rights of a voting member. If notice of any matter is required by these Bylaws or by the Act, notice given either to the relevant non-voting member or to the guardian member is notice to any guardian member for that non-voting member.

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- d. The Board has the power to appoint any person as an honorary member of the Association on such terms, for such a period, and with such rights and privileges as are within the provisions of the Act. Such honorary members are not required to pay dues, or to be members within the provisions of the Act, and are not entitled to a vote or to any other of the rights and privileges of members save as specifically granted by resolution of the Board.
7. Subject to Clause 14, all members are in good standing except any member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the Association, or the member has failed to provide either a mailing address or email address to the Association. Such a member is not in good standing until the debt is paid or the mailing address or email address have been provided to the Association.
8. All members in good standing shall have the right to receive notice of and to attend at all general meetings of the Association, and so far as may be practicable to take part in the activities of the Association. Notice to guardian members shall be given by delivering notice either to the non-voting member or to the guardian member for that non-voting member in accordance with Bylaw 6.c.
9. All voting members and guardian members in good standing shall have the right to vote at all general meetings of the Association.
10. Every voting member of the Association shall have one vote and every guardian member shall have one vote per non-voting member for which they are a guardian, provided the member is in good standing.
11. Voting at general meetings of the Association shall be either by a show of hands or by secret ballot as determined by each meeting's Chair. Voting by proxy is not permitted.
12. Every member shall furnish to the Association an email address or a mailing address.
13. Every member shall uphold and comply with the Association Constitution and these Bylaws.
14. The Board may, by majority vote, expel any member from membership in the Association, because the member:
 - a. has failed to comply with the terms and provisions of the Act, the Constitution of the Association, these Bylaws or the rules and regulations of the Association, but no member shall be expelled only for failure to maintain good standing in accordance with Bylaw 7; or
 - b. is determined by the Directors to have conducted himself or herself in a manner prejudicial or detrimental to the Association,
but
 - c. no member may be expelled unless:
 - i. they have been given 14 days' written notice that their expulsion will be considered by the Board, including:
 - a) the reasons for which their expulsion is being considered, set out in sufficient detail that the member may prepare a written response; and

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- b) an explanation of how and when the member may submit a written response to the Board;
 - ii. the member's written response has been circulated to Board members at least 3 days before the meeting at which their expulsion is considered;
 - d. no member may be expelled by written resolution; and
 - e. a director of the Association, despite being expelled as a member under this section, remains a director with full powers and obligations pursuant to the Act and these Bylaws until the end of that Director's term of office.
15. **At the time of registering for programs, activities or services at the Centre a person may choose not to be a member of the DCCA in which case they shall not have any of the rights and privileges of membership.** A member may resign from the Association at any time by delivering written notice to any officer or director of the Association, or to the staff at the front desk of the Centre, or otherwise as the Association may provide from time-to-time. The member's resignation shall take effect upon delivery, unless otherwise specified in the notice. A guardian member may deliver notice of resignation on behalf of that member's non-voting member.
16. No member's personal debts, obligations, or liabilities to the Association are extinguished, terminated, waived, or otherwise affected by that member's expulsion or resignation.

ASSOCIATION MEETINGS

17. The annual general meeting of the Association must be held within 6 months of the fiscal year end in each year at such time and place in the City of Vancouver as the Board decide.
18. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
19. The Board may convene an extraordinary general meeting of the Association whenever they think fit.
20. If at any time there are not within the City of Vancouver sufficient Directors capable of forming a quorum, the President or Secretary acting alone, or any two other Directors jointly may convene a general meeting in the same manner as nearly as possible as that by which general meetings may be convened by the Directors.
21. The Board must convene an extraordinary general meeting on the written request of not fewer than one hundred members in good standing. The request must state the objects of the meeting and must be signed by those requesting the meeting and must be deposited at the address of the Association or otherwise delivered as the Board may provide from time-to-time.
22. If the Board does not within twenty-one days from the date of the deposit of a request under Bylaw 21 proceed to convene a general meeting, those members requesting the meeting may themselves convene a meeting, but any meeting so convened must be held within three months of the date of deposit of the request.

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23. All general meetings of the Association shall be convened by giving to each member written notice in such form as the Board may from time-to-time establish, but such written notice must:
 - a. set out the place, the date, and the hour of the meeting;
 - b. in the case of an extraordinary general meeting, set out the business to be conducted at that meeting; and
 - c. be given at least 14 days before the date set for the meeting.
24. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
25. The quorum at a general meeting and an extraordinary general meeting shall be not fewer than five (5) members in good standing present in person.
26. The President, or in his absence, the Vice-President of the Association, shall preside as Chair at every general meeting of the Association. In the absence of the President and Vice-President the members present shall choose one of their number to be Chair.
27. The Chair of a general meeting shall not cast a vote except in the case of a tie.
28. The agenda for an annual general meeting must include:
 - a. adopting the agenda;
 - b. adopting the minutes of the most recent general meeting;
 - c. considering the President's report;
 - d. considering the Treasurer's report;
 - e. appointing the Association's auditors;
 - f. election of directors;
 - g. the conduct of any business set out in the notice of the meeting; and
 - h. other matters of which any required notice has been properly given.
29. The agenda for an extraordinary general meeting may only include:
 - a. adopting the agenda;
 - b. adopting the minutes of the most recent general meeting; and
 - c. the matters specified in the notice of the extraordinary general meeting.
30. A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
31. When a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
32. Except as provided in this Bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

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33. At the Chair's discretion, the members present at a general meeting may hold the discussion of an item in camera, but any resolution passed during an in camera session must be recorded in the minutes of the meeting.

34. Unless otherwise specified by the Association at a general meeting, general meetings of the Association shall be conducted in accordance with the Simplified Robert's Rules of Order.

DIRECTORS

35. The Directors of the Association shall exercise their powers and duties under the Act through the Board to conduct the business, discipline and management of the Association subject to the Act, the Constitution, and these Bylaws.

~~35-36.~~ The Directors are elected for a term of two years, subject to Bylaw 38.

~~36-37.~~ The Association shall have a minimum of 3 Directors and maximum of 13 directors.

~~37-38.~~ After the first election at which this Bylaw is in force, the directorships, including any vacant positions, will be divided into two groups by a random method chosen by the Board. The terms of the first group will end in odd-numbered years. The terms of the second group will end in even-numbered years.

39. Any voting member in good standing shall be eligible for election as a Director, provided that a majority of occupied directorships always be occupied by members at least 18 years old. A retiring Director shall be eligible for re-election.

~~38-40.~~ Any member seeking to stand for election as a Director must be nominated in writing. Written nominations must be deposited at the Association's address, delivered to a Director, or otherwise delivered as the Board may direct from time-to-time, at least 30 days prior to the annual general meeting at which Directors are to be elected. Nominations shall not be accepted from the floor. A nomination need only set out the name of the member seeking to stand for election and that the member intends to stand for election.

~~39-41.~~ The Board may appoint a member as a director to fill a vacancy in the directors. A Director so appointed holds office only until the end of that directorship's term. The Board may not exercise its power of appointment if a Director has been removed by special resolution under section 45 and a general meeting has been requested or scheduled to elect a successor to that Director.

~~40-42.~~ A director appointed under section 41 is eligible for election at the general meeting which concludes his directorship's term.

~~41-43.~~ The Board has the power to appoint any person as an honorary director of the Association on such terms, for such a period, and with such rights and privileges as are within the provisions of the Act. Such honorary directors are not required to pay dues, or to be members within the provisions of the Act, and are not entitled to a vote. The Board may otherwise grant honorary directors such rights and privileges as are consistent with the Act, with the Constitution, and with these Bylaws.

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~~42-44.~~ A Director may resign by delivering written notice to any officer of the Association. Such resignation takes effect immediately on delivery of such notice.

~~43-45.~~ The members may, by special resolution, remove a Director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.

~~44-46.~~ The Board may from time to time set the quorum necessary for it to conduct business, and unless so set the quorum is the majority of the Directors then in office.

~~45-47.~~ An act or proceeding of the Directors is not invalid merely because there are fewer than the prescribed number of directors in office.

PROCEEDINGS OF DIRECTORS

~~46-48.~~ The Board may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings as they think fit.

~~47-49.~~ The Board may meet in person, by telephone, or other communication medium if all directors participating in the meeting are able to communicate with each other.

~~48-50.~~ Questions arising at any meeting of the Board and committees of the Association must be decided by a majority of votes of the Directors present.

51. The Chair does not have a vote except in the case of a tie vote, in which case the Chair shall have a casting vote.

52. The Board may pass **ordinary** resolutions in writing by a simple majority of Directors then in office provided that:

- a. the proposed resolution is proposed by at least 2 Directors in writing;
- b. the proposed resolution is one which pursuant to the Act, Bylaws, resolutions, and policies of the Association, may be adopted by a simple majority at a meeting of the Board;
- c. the proposed resolution is circulated among Directors by email or available to Directors via cloud document storage or other, remotely-accessible means;
- d. the proponents set a date for Directors' votes which gives the Directors at least 3 business days to indicate their position on the resolution to other Directors before they are required to submit their vote;
- e. the Directors vote by submitting their position via email to the President and Secretary; and
- a.f. the President and Secretary tally and report the results of the voting within 3 business days of the vote.

53. The Board may, by a two-thirds majority, specify the form in which a Director must submit his or her position on a proposed written resolution.

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54. Bylaws 52 and 53 do not limit the Board's powers to pass written resolutions as otherwise provided in the Act.

~~49.~~55. A Director may, and the secretary on the requisition of a director must, at any time summon a meeting of the Board. Such a meeting must be held within 7 days of the date of such requisition unless the requesting Director agrees otherwise.

~~50.~~56. The officers of the Association shall be appointed by the Directors from their own number, and shall consist of a President, a Secretary, and a Treasurer, and such other officers or assistant officers as the directors may from time to time see fit to appoint.

~~51.~~57. Any officer may be removed from office by a resolution passed by a majority of not less than two-thirds of the Directors present at a meeting of the Board.

~~52.~~58. The officers of the Association shall be appointed by the directors at their first meeting following the annual general meeting.

DUTIES OF OFFICERS

~~53.~~59. The President presides at all general meetings of the Association and at all meetings of the Board.

~~54.~~60. The Vice President, if a Director is appointed to such a position, or, otherwise, the Secretary, must carry out the duties of the President during the President's absence.

~~55.~~61. The Secretary must do or cause to be done the following:

- a. conduct all correspondence as directed by the Board;
- b. issue notices of meetings of the Association and Board;
- c. keep minutes of all meetings of the Association and Board;
- d. keep proper books and records in all respects and affairs of the business of the Association;
- e. maintain the register of members;
- f. ensure that all reports required to be filed under the Act, Income Tax Act, or other law are duly filed in a timely manner;
- g. otherwise carry out all duties assigned to his or her office from time to time by the Board;
- h. ensure publication of written notification of the Annual General Meeting to members; and
- i. if the Association has no Vice President, carry out the duties of the President during the President's absence.

~~56.~~62. The Treasurer must do or cause to be done:

- a. keep the financial records, including books of account, necessary to comply with the Act;
- b. render financial statements to the directors, members and others when required;
- c. ensure all Association fees, dues assessments, donations, gifts, grants and moneys due or made to the Association are collected;
- d. ensure all bills are paid on behalf of the Association;

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- e. ensure accurate records of all receipts and expenditures of the Association are maintained; and
- f. keep a safe custody of all moneys, bonds and securities of the Association under the supervision of the Board.

~~57-63.~~ The Treasurer will, if requested, provide to the auditor of the Association all books, records and documents pertaining to the financial position of the Association in order that the auditor may have the fullest possible information for the purpose of making financial audits of the affairs of the Association.

~~58-64.~~ The Association must maintain at least one account with a savings institution for the deposit of funds.

BORROWING

~~59-65.~~ In order to carry out the purposes of the Association the Board may, on behalf of and in the name of the Association, 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.

~~60-66.~~ A debenture must not be issued without the authorization of a special resolution.

~~61-67.~~ The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

AUDIT

~~62-68.~~ At each annual general meeting the Association must appoint an auditor to hold office until the auditor is re-appointed or a successor is appointed at the next annual general meeting.

~~63-69.~~ The fiscal year of the Association shall end on December 31st.

~~64-70.~~ An auditor may be removed by ordinary resolution.

~~65-71.~~ An auditor must be promptly informed in writing of the auditor's appointment or removal.

~~66-72.~~ The Board may fill any casual vacancy in the office of auditor.

~~67-73.~~ A Director or employee of the Association must not be its auditor.

COMMITTEES

~~68-74.~~ The Directors may delegate any but not all of their powers to committees. These committees may consist of members and directors.

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~~69-75.~~ Any committee of the Association must in the exercise of their powers conform to any regulations imposed on them by the Directors. Otherwise, committees may regulate their meetings as they think fit.

~~70-76.~~ The committees must report their activities to the next meeting of the Board.

ALTERATION OF BYLAWS

~~77.~~ These Bylaws must not be altered or added to except by special resolution at an annual meeting or extraordinary meeting.

PREVIOUS CONSTITUTIONAL PROVISIONS

~~71-78.~~ The Directors shall serve without remuneration, and the Directors shall not receive, directly or indirectly, any profits from their position as Directors but may be paid expenses incurred by them in the performance of their duties. This provision was previously unalterable.

~~72-79.~~ The Society shall be carried on without purpose of gain for its members, and no part of any income of the Society shall be payable or otherwise available for the personal benefit of the members thereof, and any profits or other accretions to the Society shall be used for promoting its purpose. This provision was previously unalterable.

~~73-80.~~ Upon winding up or dissolution of the Society of the assets, remaining after the payment of all costs, charges, and expenses properly incurred in the wind up, including the remuneration of a liquidator, and after payment to employees of the Society any arrears of salaries or wages, and after payment of any other debts of the Society, shall be distributed to a charitable organization (or organizations) in Canada, registered under the provisions of the *Income Tax Act*, which shall be designated by the Board of Directors. This provision was previously unalterable.

AUTHENTICATED and CERTIFIED a true copy this _____ day of _____, 2016.

Secretary

Date Approved:

Date Amended: