

Bylaws of Sorrento Centre, Anglican Church of Canada (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;

"associate" means a person who has been admitted to the membership of the Society in accordance with these Bylaws and has the same meaning as the term "member" as used in the Act;

"Board" means the directors of the Society;

"Bylaws" means these Bylaws as altered from time to time;

"person" includes an individual and a corporation, and the legal representative of a person; and

"voting associate" means, with respect to a general meeting, a person who was **both** an associate when the notice of the meeting was given **and** in good standing when the meeting commenced.

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.

Alteration of Bylaws

1.4 These bylaws may only be altered by special resolution.

Part 2 — Members

Application for membership

2.1 Membership in the Society is open to all persons over 16 years of age, upon payment of the associate dues (if any) established in accordance with these Bylaws.

Duties of associates

2.2 Every associate must

- (a) uphold the constitution of the Society,
- (b) comply with these Bylaws,
- (c) notify the Society promptly of any change of mailing address, and
- (d) if the associate wishes to receive notices from the Society by email, provide a current email address to the Society and notify the Society promptly of any change of email address.

Amount of associate dues

2.3 The amount of the annual associate dues must be determined by the Board.

Associate not in good standing

2.4 All associates are in good standing except an associate who has failed to pay his or her annual associate dues, and the associate is not in good standing for so long as those dues remain unpaid.

Written resolutions of associates

2.5 An associate who is not in good standing is deemed not to be an associate for the purpose of consenting to a written resolution of the associates.

Voting associate

2.6 Only a voting associate who is present at a general meeting may vote at that meeting.

Termination of membership

2.7 In addition to the provisions of the Act, a person's membership in the Society shall terminate if the person is not in good standing for a period of 24 consecutive calendar months, calculated excluding the first calendar month if it is not a full month. Such termination shall be effective at the end of the last day of that period.

Roster of associates

2.8 The secretary shall ensure that the roster of associates is maintained, which shall include the name and current address of each associate, the date membership commenced, the payment of associate dues, and any other information the Board deems appropriate.

Part 3 — General Meetings of Associates

Time and place of general meeting

3.1 Except as provided in the Act, a general meeting must be held at the time and at the place the Board determines.

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 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.

Notice of general meeting and of special business

- 3.3 Notice of a general meeting must be given to every associate shown on the register of members on the day notice is given, and the auditor, if any. A notice of a general meeting may be given
- (a) by regular mail to the latest mailing address provided to the Society by an associate, effective on the date as provided by the Act, or
 - (b) by email to the latest email address (if any) provided to the Society by an associate, effective on the day after the date of sending

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

Chair of general meeting

- 3.4 The following individual is entitled to preside as the chair of a general meeting:
- (a) the individual, if any, 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,
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or
 - (iii) 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

- 3.5 If there is no individual entitled 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 associates present must elect an individual present at the meeting to preside as the chair.

Quorum required

- 3.6 The quorum for the transaction of business at a general meeting is 10 voting associates or a greater number determined by the voting associates present at a general meeting.

Quorum for general meetings

- 3.7 Business, other than the election of the chair and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum is present.

Lack of quorum at commencement of meeting

- 3.8 If, within 30 minutes from the time set for holding a general meeting, a quorum is not present,
- (a) in the case of a meeting convened on the requisition of associates, 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 such an adjourned meeting a quorum is not

present within 30 minutes from the time set for holding such continuation, the voting associates who are present constitute a quorum for that meeting.

If quorum ceases to be present

3.9 If, at any time during a general meeting, there ceases to be a quorum, business then in progress must be suspended until there is a quorum or until the meeting is adjourned or terminated.

Adjournments by chair

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

Notice of continuation of adjourned general meeting

3.11 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

3.12 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 any unfinished business from the last general meeting not requiring the passing of a special resolution;
- (f) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;
- (g) deal with any new business, including business arising out of a report to the meeting not requiring the passing of a special resolution;
- (h) deal with any matters about which notice was given in the notice of meeting; and
- (i) terminate the meeting.

Methods of voting (not by proxy)

3.13 At a general meeting:

- (a) voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting associates, except that if, before or after such a vote, 2 or more voting associates present request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot; and
- (b) voting by proxy is not permitted.

Announcement of result

3.14 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.

Matters decided at general meeting by ordinary resolution

3.15 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.

Special resolution

3.16 A matter to be decided by a special resolution must be passed by a majority of not less than 75% of those votes cast by the voting associates.

Corporate associate

3.17 A corporate associate may vote by its authorized representative, who is entitled to exercise the rights of an individual associate including speaking and voting, and that representative must be considered as an associate for all purposes with respect to a meeting of the Society.

Part 4 — Directors

Number of directors

4.1 The Board shall consist of up to thirteen directors, all of whom must be baptized Christians, all of whom must be qualified to be directors according to the Act, and who shall be appointed or elected as follows:

- (a) Five persons elected by the associates according to Bylaw 4.3 (election of directors);
- (b) Two persons appointed by the sitting Alberta Diocesan Bishops;
- (c) Three persons appointed by the House of Bishops of British Columbia;
- (d) One person appointed by the Metropolitan of British Columbia and the Yukon;
- (e) One person appointed by the Anglican provincial youth authority for British Columbia; and
- (f) One person appointed by the Anglican provincial youth authority for Alberta.

Roster of directors

4.2 The secretary shall ensure that the roster of directors is maintained, which shall include the name of each director, the source of his or her election or appointment, the dates of commencement and termination of his or her term of office, and any other information the board considers appropriate.

Election of directors

4.3 Subject to Bylaws 4.5 (director's term) and 4.6 (consecutive term limit), at each annual general meeting the voting associates present may elect from among the associates the directors referred to in Bylaw 4.1(a).

Casual vacancy

4.4 The Board may, at any time, appoint an associate as a director to fill a vacancy that arises as a result of the resignation, death or incapacity of a director during that director's term. 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 person whose departure created the vacancy.

Director's term

4.5 Subject to Bylaw 4.4 (casual vacancy), this Bylaw 4.5 (director's term), and Bylaw 4.7 (removal of director), every director, whether elected or appointed, shall hold office for a term commencing

- (a) in the case of an elected director, at 11:59 pm on the Sunday following the general meeting in which the person was elected; and
- (b) in the case of an appointed director, unless the document appointing the person directs otherwise, at the commencement of the day after the day on which the person was appointed;

and terminating at 11:59 pm on the Sunday following the third consecutive annual general meeting held during the person's term of office. However, the Board may, in consultation with any body entitled to appoint a director, reduce the term of office of a director appointed by that body.

Consecutive term limit

4.6 With the following exception, no person shall serve as a director for more than two consecutive terms of office. The exception is that an incumbent president of the Society may be elected or appointed as a director for such number of additional terms as will enable that person to act as president for up to three consecutive years. After a break of two consecutive years, a person shall again be eligible for election or appointment for up to two consecutive terms.

Removal of director

4.7 At any time during the term of a director, the person shall cease to be a director (and officer, as the case may be) immediately upon the person:

- (a) receiving the status of bankrupt;
- (b) being found to be of unsound mind by a licensed medical physician or by a court of competent jurisdiction;
- (c) resigning in accordance with the Act;

- (d) failing to attend three consecutive directors' meetings if the Board decides at or after the third such meeting to end the person's term;
- (e) being removed by a resolution at a general meeting passed by at least two-thirds of the voting associates.

Remuneration of director

4.8 The Society shall not 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, and reimburse the director for expenses incurred in another capacity.

Reimbursement of director

4.9 In addition to the provisions of the Act, the Board may reimburse a former director for expenses necessarily and reasonably incurred by the person while engaged in the affairs of the Society within the 6 month period following the expiration of the person's term as director.

Indemnification of directors and officers

4.10 In addition to the indemnification provisions of the Act, the Society shall purchase and maintain insurance for the benefit of any and all directors and officers against personal liability incurred by any such person as a director and/or officer, as the case may be.

Part 5 — Directors' Meetings

Calling directors' meeting

5.1 A directors' meeting may be called by the president or by no less than one-third of the directors then in office giving written notice to the secretary that a meeting is required.

Notice of directors' meeting

5.2 Notice of a directors' meeting may be given

- (a) by regular mail to the latest mailing address provided to the Society by a director, effective on the date as provided by the Act, or
- (b) by email to the latest email address (if any) provided to the Society by a director, effective on the day after the date of sending,

and at least 10 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 Subject to the Act and to Bylaw 5.5 (method of meeting), Bylaw 5.6 (quorum) and Bylaw 5.7 (votes of directors), the directors may regulate their meetings and proceedings as they think fit.

Method of meeting

5.5 The directors may meet in person, by telephone, and/or by any electronic means that permits all the persons attending to communicate with each other.

Quorum of directors

5.6 The quorum for the transaction of business at a directors' meeting is a majority of the directors then in office.

Votes of directors

5.7 Questions arising at a directors' meeting shall be decided by a majority of votes, except that the following shall require the approval of 75% of the directors:

- (a) the hiring of an Executive Director, and
- (b) any increase in the authorized indebtedness of the Society.

In case of an equality of votes the chair does not have a second or casting vote.

Part 6 — Officers and Executive/Associate Director

Board positions and removal of officers

6.1 The Board:

- (a) must ensure that directors are elected or appointed to the following positions: president, vice-president, secretary, and treasurer;
- (b) may elect or appoint other officers from time to time; and
- (c) may, with or without cause, remove any director from any position by a vote of two-thirds.

A director other than the president may hold more than one position.

Directors at large

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

Management

6.3 The Board may select and hire an Executive Director and/or an Associate Director, determine their titles and set the terms of their duties, responsibilities and employment.

Role of president

6.4 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties. The president shall represent the Society in all dealings with the associates, Executive Director, and Associate Director, provided that the president may delegate any such function to one or more other officers and/or directors as the president may think fit.

Role of vice-president

6.5 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. The vice-president may perform any duties delegated to the vice-president by the president in writing to the vice-president and the secretary.

Role of secretary

6.6 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; and
- (e) filing the Society's annual report and making any other filings to the registrar under the Act.

Absence of secretary from meeting

6.7 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

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

- (a) keeping the Society's financial records, including those necessary to comply with all applicable legislation;
- (b) preparing the Society's financial statements when required;
- (c) preparing and submitting to the Board a budget when required; and
- (d) making the Society's filings respecting taxes.

Part 7 — Board Committees

Board may create committees

7.1 The Board may create and appoint committees consisting of at least one director and such other person or persons as the directors think fit. Subject to Bylaw 7.2 (chair of committee) and Bylaw 7.3 (restrictions on committee):

- (a) a committee may advise the Board;
- (b) the Board may delegate any, but not all, of its powers to a committee; and
- (c) the members of a committee may regulate their meetings and proceedings as they think fit.

Chair of committee

7.2 A committee must elect a chair of its meetings, but if no chair is elected or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the director or

directors present who are members of the committee must choose one of their number to be the chair of the meeting.

Restrictions on committee

7.3 Every committee must:

- (a) follow any terms of reference established by the Board;
- (b) conform to any rules imposed on it by the Board; and
- (c) report every act or thing done in exercise of its delegated powers to the earliest meeting of the Board held after the act or thing has been done.

Part 8 — Miscellaneous

Board is responsible for policies

8.1 The Board shall formulate and supervise the implementation of the policies of the Society.

Associates may restrict borrowing

8.2 The associates may restrict the borrowing powers of the directors, but any such restriction imposed will expire at the commencement of the next annual general meeting.

Secured borrowing

8.3 An increase in the secured borrowing of the Society requires the authorization of an ordinary resolution of the voting associates present at a general meeting.

Signing authority

8.4 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 for any reason to provide a signature, by the vice-president together with one other director,
- (c) if the president and vice-president are both unable for any reason 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.

Dissolution of Society

8.5 In the event of the dissolution of the Society any assets remaining after payment of debts and obligations shall be distributed to a charitable organization of similar purposes within the province of British Columbia, provided that such charitable organization shall be recognized by Revenue Canada as being qualified under the Income Tax Act of Canada, from time to time in effect. This clause was formerly unalterable.