



February 26 2018

BE IT RESOLVED, AS A SPECIAL RESOLUTION of the Society pursuant to Section 17(2) of the Society Act (British Columbia), that the CONSTITUTION AND BYLAWS OF THE SOCIETY DATED FOR REFERENCE November 27, 2008 be replaced with the bylaws as attached dated for reference February 23 2018.

Please note:

- a. Changes in the Constitution and By Laws highlighted in purple require a vote. Changes include consistently referring to the Society as Lifetime Networks rather than using acronyms.

Changing the Terms of Directors from three years with a one-year stand down to two years.

- b. Changes highlighted in yellow are mandatory to bring the Constitution into compliance with the new BC Society Act and do not require a vote. The changes allow Section (101) NS Section (103) to be alterable.



## **SOCIETY ACT**

### **Constitution**

- (1) The name of the society is: **Greater Victoria Lifetime Network Society.**
- (2) The purposes of the society are:
  - (a) to assist parents, family members and friends to plan a secure future for persons with disabilities;
  - (b) to assist parents, family members and friends to implement those plans by developing personal support networks around persons with disabilities;
  - (c) to ensure the security and happiness of persons with disabilities, when their parents are no longer able to do so, by maintaining the personal networks around them;
  - (d) to monitor services provided to persons with disabilities;
  - (e) to receive gifts, bequests, funds and to hold, administer and distribute such property for:
    - (i) the promotion of support networks;
    - (ii) the furtherance of the purposes of organizations which are “qualified donees” under the provisions of the **Income Tax Act**; and
    - (iii) for such other purposes and activities as are authorized for registered charities under the provisions of the **Income Tax Act** and other taxing authorities;
  - (f) to develop sources of income as may from time to time be appropriate, including conducting a business or other activities incidental to the purposes of the society; and
  - (g) to do all such other things as are incidental and ancillary to the attainment of the foregoing purposes and the exercise of the powers of the society.



# By-laws of the Greater Victoria Lifetime Networks Society

February 23 2018

## DEFINITIONS AND INTERPRETATION

### DEFINITIONS

(1) In these by-laws:

- (a) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it.
- (b) "Special Resolution" means a special resolution as defined in section 1 of the Society Act.
- (c) "Society" and "Lifetime Networks" mean the Greater Victoria Lifetime Networks Society.
- (d) "AGM" means the annual general meeting of Lifetime Networks;
- (e) "Special general meeting" is a general meeting of Lifetime Networks other than the AGM.
- (f) "By-laws" means the by-laws of Lifetime Networks as amended from time to time.
- (g) "Board" means the Board of Directors of Lifetime Networks as constituted from time to time.
- (h) "Director" means a person who has been duly elected or appointed to the Board.
- (i) "Officer" means a person who has been duly elected or appointed to hold one of the offices of Lifetime Networks as contemplated in the By-laws.
- (j) "President" means the person who has been duly elected or appointed to hold the office of President of Lifetime Networks.
- (k) "Vice-President" means the person duly elected or appointed to hold the office of Vice-President of Lifetime Networks.
- (l) "Treasurer" means the person duly elected or appointed to hold the office of Treasurer of Lifetime Networks
- (m) "Secretary" means the person duly elected or appointed to hold the office of Secretary of Lifetime Networks
- (n) "Executive Director" means the individual who has been duly appointed by the Board to hold the office of Executive Director of Lifetime Networks
- (o) "Member" means a member of Lifetime Networks
- (p) "Voting Member" means a Member in good standing who has attained the age of 18 years.



## **INTERPRETATION**

- (2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
- (3) Words importing the singular include the plural and vice versa.
- (4) Words importing gender include male persons, female persons and corporations.
- (5) Except where expressly stated, a reference to a Director or Officer shall mean a Director or Officer whose term of office has not expired or who has not resigned or been removed from office.
- (6) The headings of the provisions of the By-laws are inserted for convenience of reference only and do not define, enlarge or limit the terms and provisions of the By-laws.

## **MEMBERS**

### **ELIGIBILITY FOR MEMBERSHIP**

- (7) The Members are the applicants for incorporation of the Society and those natural persons and corporations who subsequently become Members in accordance with the By-laws and who, in either case, have not ceased to be Members.
- (8) Every Member must uphold the constitution and comply with these bylaws.
- (9) Any natural person or corporation may become a Member upon payment of the applicable membership fee.

### **MEMBERSHIP FEE**

- (10) Membership fees shall be fixed by the Executive Director in consultation with the Board.
- (11) Membership fees may be changed without notice.
- (12) Fees may be paid monthly, quarterly, semi-annually or annually as prescribed by the Executive Director in consultation with the Board.

### **TERMINATION OF MEMBERSHIP**

- (13) A person ceases to be a member of the society
  - (a) by giving notice of their intention to Lifetime Networks in writing,
  - (b) on his or her death or, in the case of a corporation, on dissolution,
  - (c) on being expelled, or
  - (d) on failing to pay the current annual membership fee.



- (14) A Member may be expelled by the majority vote of the Board.
- (15) All Members are in good standing except those who have failed to pay their current annual membership fee, other subscription or debt due and owing by the Member to Lifetime Networks, and the Member is not in good standing so long as the debt remains unpaid.

## MEETINGS OF MEMBERS

### MEETINGS

- (16) Notice of the date and place of every general meeting shall be given by the Vice-President to the Members at least 14 days prior to the meeting but not more than 60 days.
- (17) Notice shall be given by:
  - (a) posting notice in a conspicuous place or places at the offices of Lifetime Networks; and
  - (b) by sending notice by email or letter to Members.
- (18) 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.

### QUORUM

- (19) The quorum at any general meeting shall be 6 Members.
- (20) No business, other than the election of a Chairperson and the adjournment or termination of the meeting, shall be conducted when a quorum is not present.
- (21) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (22) If the business of a general meeting cannot commence or continue because a quorum is not present, the meeting shall be adjourned to the same day in the next week, at the same time and place.
- (23) Where a general meeting is adjourned in accordance with section (22), if a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present shall constitute a quorum.



## **CHAIRPERSON**

- (24) The President shall preside as chairperson at every general meeting.
- (25) In the absence of the President, the Vice-President or other Director shall act as chairperson.
- (26) If within 15 minutes after the time appointed for a general meeting, there is no President, Vice-President or other Director present or willing to act as chairperson, the Members present shall choose one of their number to be chairperson.

## **RESOLUTIONS AND VOTING**

- (27) Only Voting Members may vote at a general meeting of Lifetime Networks.
- (28) A Voting Member shall have one vote on each proposed resolution.
- (29) A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a Member, and that representative must be considered as a Member for all purposes with respect to a general meeting of Lifetime Networks.
- (30) Votes shall be cast by show of hands or ballot in person and not by proxy.
- (31) The chairperson presiding over the meeting shall not be entitled to cast a vote upon a resolution except in the event of a tie vote, in which case the chairperson shall cast the deciding vote.
- (32) Except for Special Resolutions, each question or resolution put to a vote shall be decided by a majority of the votes cast.
- (33) A majority vote shall be declared by the chairperson, and where such majority is not readily discernible by show of hands, or when any Voting Member present requests it, the chairperson shall poll the Members and the polled vote shall be recorded and entered into the minutes of the meeting.

## **ANNUAL GENERAL MEETING**

- (34) Lifetime Networks shall hold an AGM in Victoria, British Columbia, on or before March 31st in each year.
- (35) The order of business at the AGM shall be as follows:
  - (a) approval of the minutes of the previous AGM and any intervening general meetings;
  - (b) consideration and disposition of new and outstanding business relating to the management of the affairs of Lifetime Networks;
  - (c) approval or tabling of committee reports;



- (d) approval of the financial statements for the most recent calendar year; and
- (e) election of Directors or the filling of vacancies on the Board.

## **NOMINATION AND ELECTION OF DIRECTORS**

- (36) Subject to section (44), all Directors shall be elected at the AGM.
- (37) Only Voting Members shall be eligible to serve as Directors.
- (38) No person under contract with or employed by Lifetime Networks shall be eligible for election to the Board.
- (39) Subject to section (50), the Board shall fix the number of positions on the Board to be filled by vote of the Members at the AGM, and the number so fixed may be revised by the President at any time prior to the AGM.
- (40) The Board may propose a slate of nominees for election to the Board at the AGM.
- (41) Nominations in addition to the slate of nominees proposed by the Board may be made by any Voting Member by written notice of nomination delivered to the President, and the President shall include the person so nominated in the slate of nominees to be voted upon at the AGM, provided that such nomination is:
  - (a) received by the President 10 clear days before the date of the AGM;
  - (b) seconded in writing by another voting member; and,
  - (c) consented to in writing by the nominee.
- (42) Where there are no nominations additional to the slate of nominees proposed by the Board, the slate may be collectively elected by acclamation at the AGM.
- (43) Where the number of nominees on the slate exceeds the number of available positions on the Board, the election of Directors shall be by ballot, and those nominees, equal in number to the available directorships and receiving the greatest number of votes cast, shall be declared elected.
- (44) The Board may at any time between annual general meetings appoint a Voting Member to be a Director, but a Director so appointed shall hold office only until the conclusion of the next AGM.
- (45) If a Director resigns his or her office or otherwise ceases to be a member of the Board, with the result that there are fewer directors remaining on the Board than are required by section (50), the remaining Directors shall, in accordance with section (44), appoint a Voting Member to be a Director.

## **SPECIAL GENERAL MEETING**

- (46) The Board may call a special general meeting at any time, for any purpose.



## **GOVERNMENT OF LIFETIME NETWORKS**

### **DIRECTORS AND OFFICERS**

- (47) The affairs of Lifetime Networks shall be managed by the Board.
- (48) The Board shall exercise its managerial duties subject to:
  - (a) the By-laws;
  - (b) all laws or statutes affecting Lifetime Networks;
  - (c) any rules which, not being inconsistent with the By-laws, are made from time to time by Lifetime Networks at a general meeting.
- (49) A rule, made at a general meeting, does not invalidate a prior act of the Directors that would have been valid if that rule had not been made.
- (50) The number of directors must be 5 or a greater number determined from time to time at a general meeting.
- (51) The majority of the directors shall be parents or siblings of persons with a developmental disability.
- (52) No act or proceeding of the Board is invalid only by reason of the composition of the Board failing to meet the requirements of sections (50) and (51).
- (53) Terms of Directors will be two years.
- (50) A Director, who is determined by the Board to have failed to comply with the By-laws or the rules and regulations from time to time established by the Board, may be removed from office at any time by majority vote of the Board, and such a vote shall not be subject to any review or appeal.
- (51) A Director shall serve Lifetime Networks without remuneration but may be reimbursed for any reasonable expenses incurred in the performance of duties on behalf of LNV.
- (52) A Director may resign from office by providing written notice of resignation to the President not less than 30 days prior to the proposed date of resignation.
- (53) 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.

### **MEETINGS OF THE BOARD**

- (54) The Board shall meet a minimum of nine times in every year.
- (55) The Board shall hold meetings at such times and places as may be determined by the Board from time to time.
- (56) Within a reasonable time before each Board meeting, the Vice-President shall mail or deliver ,or cause to be mailed or delivered, to each Director a notice in writing setting forth





the date, place, time and agenda of the Board meeting.

- (57) Directors may attend Board meetings in person or by telephone.
- (58) The Directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the Directors then in office.
- (59) The President is the chair of all Board meetings.
- (60) If the President is absent or unwilling to act as chairperson, the Vice-President shall act as chairperson.
- (61) If the President and Vice-President are either absent or unwilling to act as chairperson 15 minutes after the time scheduled for holding the meeting, the Directors present shall elect one of their number to act as chairperson.
- (62) Questions and resolutions arising at meetings of the Board shall be resolved by majority.
- (63) Voting at meetings of the Board shall be by show of hands or verbally by telephone.
- (64) Each Director, except for the chairperson, shall have one vote in respect of every question or resolution put to a vote at a meeting of the Board.
- (65) In the case of a tie vote the deciding vote shall be cast by the chairperson.
- (66) A written resolution signed or confirmed by email of a majority of the Directors shall be valid and effectual, as if it had been passed at a duly called meeting of the Board.

## **DUTIES OF THE BOARD**

- (67) Subject to the Society Act and the By-laws, the duties of Directors shall include:
  - a. promoting the purposes of Lifetime Networks as set out in the Constitution;
  - b. ensuring that Lifetime Networks' activities are in harmony with the purposes of Lifetime Networks as set out in the Constitution;
  - c. protecting the assets and property of Lifetime Networks;
  - d. at each AGM, presenting to the Members a report summarizing Lifetime Networks' activities since the last AGM;
  - e. appointing Voting Members to be Directors in accordance with section (44);
  - f. appointing the Executive Director and establish the terms and conditions of the Executive Director's employment;
  - g. designating those persons who shall have the authority and responsibility for signing cheques, notes, bills of exchange, financial documents, contracts, engagements, applications, deeds, documents and instruments of whatsoever kind or nature on behalf of Lifetime Networks;
  - h. accepting responsibility for securing and managing adequate financial resources for the ongoing and uninterrupted operation of Lifetime Networks;



- i. retaining legal counsel from time to time to act on behalf of Lifetime Networks;
- j. implementing the will of the Members whether expressed through resolution at the AGM or by other means;
- k. electing and appointing Officers in accordance with section (80);
- l. performing such others duties as may be assigned to them by the President or as required by any resolution of the Society.

(74) The Board may delegate any, but not all, of its powers and duties to any Director or Officer or committee of Directors or Officers.

(75) The Board may authorize the employment of any person or persons to carry out the objects of Lifetime Networks, and such person or persons shall perform such duties as designated by the Board for such remuneration as may be determined by the Board.

## **BOARD COMMITTEES**

(76) The Board may from time to time create one or more committees or task groups to advise the Directors or to perform any function or task required by the Board.

(77) A committee or task group shall conform to any rules imposed upon it by the Directors, and shall report to the Board as and when and in the manner prescribed by the Board.

(78) The members of a committee may meet and adjourn as they see fit.

(79) Members of Board committees need not be Directors or Members of Lifetime Networks.

## **OFFICERS**

(80) The Officers of Lifetime Networks shall be elected by the Directors from among the Directors.

(81) The election of Officers shall take place at the AGM or the first meeting of the Board following the AGM.

(82) The Officers to be elected by the Board shall be the President, the Vice-President, the Treasurer and the Secretary.

(83) The Board may from time to time appoint such other Officers as it sees fit.

(84) In addition to the duties prescribed elsewhere in the By-laws and in Board policies from time to time established, the President shall:

- a. preside at all general meetings and Board meetings;
- b. generally supervise the governance and affairs of the Board and of Lifetime Networks; and



- c. submit to each AGM the annual report of the Board.
- (85) The Vice-President shall carry out the duties of the President whenever the President is absent, or unwilling or unable to perform such duties.
- (86) The Secretary shall:
- a. conduct Lifetime Networks' correspondence;
  - b. issue notices of meetings of Lifetime Networks and the Board;
  - c. keep minutes of all meetings of Lifetime Networks and the Board;
  - d. have custody of all records and documents of Lifetime Networks except those required to be kept by the Treasurer; and
  - e. keep and maintain a register of Members.
- (87) The Treasurer shall:
- a. ensure that the financial records of Lifetime Networks, including books of account, are kept as required to comply with the
- Society Act;
- b. ensure that financial statements are rendered to the Board, the Members or others as and when required;
  - c. whenever requested by the Board, present a full and detailed account of receipts and disbursements of the Society; and
  - d. prepare a detailed report of the financial position of Lifetime Networks for presentation to the Members at the AGM;

## **INDEMNITY**

- (88) Subject to the Society Act, Lifetime Networks shall indemnify each Director, Officer and employee of Lifetime Networks, past or present, against any and all liability and all expenses in connection with or resulting from any claim, action, suit or proceeding in which the Director, Officer or employee becomes involved as a party or otherwise by reason of having been a Director, Officer or employee of Lifetime Networks.

## **EXECUTIVE DIRECTOR**

- (89) The Executive Director shall be appointed by and hold office at the pleasure of the Board.
- (90) The Executive Director shall be an ex officio, non-voting Director.
- (91) The Executive Director shall:
- a. attend general meetings and Board meetings;



- b. execute all lawful orders, directions, and policies enacted by the Board pursuant to the By-laws;
  - c. subject to Board policies enacted by the Board, or otherwise approved by the Board, manage and direct the business and affairs of Lifetime Networks;
  - d. engage employees for Lifetime Networks as may be required to execute Lifetime Networks' policies, administration and services;
  - e. establish the terms and conditions of employment for employees and to review the performance of employees;
  - f. report to the Board on any matter affecting Lifetime Networks as and when required by the Board;
  - g. protect the assets of Lifetime Networks and ensure that these assets are adequately insured, maintained and not subjected to unnecessary risk.
- (92) The Executive Director shall not borrow without the approval of the Board.

## **MANAGEMENT**

### **BORROWING**

- (93) In order to carry out Lifetime Networks' purposes, the Directors may, on behalf of and in the name of Lifetime Networks, borrow or repay money.
- (94) The members may, by special resolution, restrict the borrowing powers of the directors, but such restriction expires at the next AGM.

### **CONTRACTS AND BANKING**

- (95) All contracts, cheques, bills of exchange, promissory notes, drafts, acceptances, or other instruments of indebtedness issued in the name of Lifetime Networks shall be signed by at least:
- a. two Officers;
  - b. the Executive Director and one Officer;
  - c. the Executive Director and one Lifetime Networks employee, designated by resolution of the Board.
- (96) All cheques, bills of exchange, promissory notes, drafts, acceptances, or other instruments received to the credit of Lifetime Networks shall be negotiated or deposited with, or transferred to such bank or financial institution as may be determined from time to time by the Board, and shall be signed or endorsed by at least:
- a. two Officers;
  - b. the Executive Director and one Officer;



- c. the Executive Director and one LNV employee, designated by resolution of the Board.

(97) The Executive Director shall provide to the bank or financial institution with which Lifetime Networks does business a notice detailing the names of those authorized to sign documents in accordance with sections (95) and (96), together with specimens of their signatures.

## NOTICES

(98) Members must give notice to Lifetime Networks in writing by delivery to the Executive Director or by mail or email to the Executive Director at Lifetime Networks' published address.

## INSPECTION OF BOOKS AND RECORDS BY MEMBERS

(99) All Lifetime Networks documents, including accounting and financial records, shall be made available for the inspection of any Member on reasonable notice to Lifetime Networks.

## DISSOLUTION

(100) The Society may be dissolved and wound up by Ordinary Resolution at a general meeting.

(101) Upon the winding up of the society, the funds and property remaining after the payment of:

- a. all costs, charges and expenses properly incurred in the winding up or dissolution, including the remuneration of a liquidator;
- b. arrears of salaries or wages rightfully owing to the society's employees ; and
- c. debts;

shall be distributed by the Directors to charities registered under the *Income Tax Act* or to other qualified donees as defined in the *Income Tax Act*. This provision was previously unalterable.

## AMENDMENT OF BY-LAWS

(102) The By-laws shall not be altered, rescinded or added to except by Special Resolution.

(103) The society is to be carried on to further its objectives without gain for its members. Any profits or other accretions to the society shall be used solely to promote the objectives of the society. This provision was previously unalterable.