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**By-Laws of the  
PeerNet Association of BC  
Amended September 25<sup>th</sup>, 2019**

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## **11. ARTICLE I - Interpretations**

In these by-laws:

- 1.1 "SOCIETY" means the PeerNet Association of British Columbia (PeerNetBC);
- 1.2 "DIRECTORS" means the directors of the Society;
- 1.3 "Societies Act" means the Societies Act of the Province of British Columbia [R.S.B.C. 1996] ch. 433, including amendments to it from time to time.
- 1.4 "GENERAL MEETINGS" shall mean the Annual General Meeting, or Extraordinary General Meeting, as the case may be;
- 1.5 Words importing the singular include the plural; and words importing masculine include the feminine;

## **2. ARTICLE II - Membership**

- 2.1 Membership shall be open to all members of the self-help/mutual aid community and interested individuals of the public who desire to further the mission of the society by paying an annual membership fee and who have been accepted by the Board of Directors.
- 2.2 There shall be two categories of members, individual and group. Both categories will be entitled to one vote
- 2.3 A Self-Help Group/Non-Profit Organization Member or Corporate Member shall be represented at and vote at general meetings by a duly appointed representative.
- 2.4 The amount of annual membership dues is determined by the Board of Directors on an annual basis. The Members shall be entitled to revise the amount, timing, and method of payment of the annual membership dues by the passing of a special resolution at a meeting called for that purpose or at the Annual General Meeting.
- 2.5 A Member in good standing is a Member who has paid his current annual membership dues by the date due.
- 2.6 A Member in good standing shall be entitled to one vote at the Annual General Meeting.
- 2.7 A person shall cease to be a Member of the Society:
  - i) on delivering a signed resignation, or
  - ii) on the death of the Member, or in the case of a corporation or Self-Help Group/Non-Profit Organization, on dissolution, or
  - iii) on having been a Member not in good standing for six consecutive months, or on the Member being expelled by a special resolution passed at a General Meeting,
- 2.8 Staff of the Society are not eligible for membership, nor are eligible to become directors.

### **3. ARTICLE III - Meetings**

- 3.1 An Annual General Meeting of the Society shall be held at least once in every calendar year.
- 3.2 In each year the Annual General Meeting shall be held on such day, place and time as the Board of Directors designates.
- 3.3 Every general meeting, other than an Annual General Meeting is an Extraordinary General Meeting.
- 3.4 An Extraordinary General Meeting shall be called by the President at the requisition in writing of 10% or more of the voting Members or may be called at the discretion of the Board.
- 3.5 Written notice of a General Meeting, specifying the place, day and time of the meeting, shall be given to each Member either personally or sent by mail or electronic mail to the address of each Member not less than 14 days before the meeting.
- 3.6 Only Members at the date of mailing of notice shall be entitled to vote at a General Meeting.
- 3.7 A quorum for the transaction of business at a General Meeting, shall be five Members in good standing.
- 3.8 Voting shall be by a show of hands or by poll if requested by the majority of Members present prior to the conduct of the vote.
- 3.9 2/3 of voting Members present shall be required for passage of special resolutions.

#### **4. ARTICLE IV - Directors**

- 4.1 The Board of Directors (the "Board") shall consist of a minimum of five (5) to a maximum of seven (7) members.
- 4.2 A Director must be a Member in good standing of the Society.
- 4.3 i) All Directors shall be elected to serve two-year terms.  
ii) Directors may serve up to three (3) consecutive terms.
- 4.4 The Directors of the Society shall manage and control affairs in all things and make or cause to be made for the Society in its name, any form of contract which the Society may legally enter into, and save as hereinafter provided, generally, may exercise all other powers and do all such other acts and things as the Directors deem necessary for the proper management of the business and the affairs of the Society.
- 4.5 A Member of the Board shall:
- i) act honestly and in good faith and in the best interests of the Society;
  - ii) exercise the care, diligence and skill of a reasonable and prudent person in performing his/her functions as a member of the Board of Directors;
  - iii) be a Member in good standing of the Society;
  - iv) disclose fully and promptly any conflict of interests and comply with the requirements of the Societies Act;
- 4.6 The Members may, by special resolution, remove a Director before the expiration of his/her term of office, and may elect a successor to complete the term of office.
- 4.7 The Directors may, at any time, and from time to time, appoint a Member as a Director to fill a casual vacancy in the Board of Directors.
- 4.8 Board Meetings:
- i) The Board of Directors may appoint a day or days in any month or months for its regular board meetings.
  - ii) All motions shall be decided by a majority of the votes of Directors present.
  - iii) A resolution in writing signed by all the Directors personally shall be valid and effectual as if it had been passed at a meeting of the Directors duly called.
- 4.9 The Directors shall receive no remuneration for being or acting as a Director, but a Director may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.
- 4.10 The Directors may appoint such committees as may be required for the purposes of carrying on the work and business of the Society.

## 5. ARTICLE V - Officers and Executive Director

5.1 There shall be a President, a Secretary, a Treasurer, a Vice-President, and such other officers, including Past-President, as may be deemed necessary to transact the business of the Society (the "Officers"). Officers shall be elected by the Board from among their number. Each officer shall, at the time of his election and throughout his term of office, be a Member in good standing of the Society.

5.2 The Executive Committee shall consist of all Officers of the Society (the "Executive").

5.2 Duties of the Officers:

5.2.1 The Past President shall serve in an advisory capacity to the President.

5.2.2 The President:

- i) shall preside at all meetings of the Society and of the Directors, unless the members or Directors otherwise direct;
- ii) is the chief executive officer of the Society;
- iii) shall carry out such duties as may be assigned by the Board from time to time;
- iv) shall be ex-officio member of all committees.

5.2.3 The Vice-President shall:

- i) carry out the duties of the President during his/her absence; and
- ii) assume responsibility for chairing at least one committee.

5.2.4 The Secretary shall, do or make any necessary arrangements, for the following: maintain the minutes of all meetings of the Society and Directors;

- i) maintain a register of Members, issue notice of meetings of the Society and of the Directors.

5.2.5 The Treasurer shall do or make any necessary arrangements, for the following:

- i) cause to maintain such financial records, including books of account, as are necessary to comply with the Societies Act;
- ii) render financial statements to the Directors, Members and others when required;

5.2.6 An Officer shall receive no remuneration for being or acting as an Officer of the Society, but an Officer may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

## **6. ARTICLE VI - Elections**

- 6.1 Nominating Committee: The Board of Directors shall appoint a Nominating Committee consisting of at least two (2) Members of the Society, at least one of whom shall be a Director. This Committee shall select at least one nominee for each elective office and directorship, obtain their consent, and submit its recommendations to the Board of Directors at a regular meeting of the Board held at least fourteen (14) days prior to the Annual General Meeting. This shall constitute the placing of these names in nomination. This in no way precludes taking, considering and accepting nominations from the floor at the Annual General Meeting.
- 6.2 The names of persons nominated shall be included with the written notice of a general meeting.
- 6.3 Directors and Officers shall be elected by a show of hands. A majority (2/3) of votes cast is necessary for election.

## **7. ARTICLE VII - Borrowing**

- 7.1 The Board may, on behalf of, and in the name of the Society, raise and secure the payment or repayment of money in any such manner as the Board considers fit, subject to the Societies Act.

## **8. ARTICLE VIII - Audit**

- 8.1 This part applies only where the Society is required or has resolved to have an Auditor.
- 8.2 The Directors shall fill all vacancies occurring in the office of Auditor.
- 8.3 At each Annual General Meeting the Society shall appoint an Auditor to hold office until he/she is re-elected or his/her successor is elected at the next Annual General Meeting.
- 8.4 An Auditor may be removed by ordinary resolution.
- 8.5 An Auditor shall be promptly informed in writing of appointment or removal.
- 8.6 The Board may, at any time, and from time to time appoint an auditor to fill vacancy and to hold office until the next Annual General Meeting.
- 8.7 No Director, Member or employee of the Society shall be Auditor.
- 8.8 The Auditor may be requested to attend the Annual General Meeting.

## **9. ARTICLE IX - Access to record**

9.1 The official records of the Society pursuant to s. 20(1) of the *Act* will be open to the inspection of and disclosure to the Members. The Board of the Society will establish procedures for the inspection of all official records and their disclosure. Members and other persons do not have the right to inspect or seek the disclosure of any other official record of the Society, including the Director's meeting minutes and accounting records, without the Board's approval at their sole discretion.

## **10. ARTICLE X - Indemnity**

10.1 Subject to the Societies Act, every Director and every Officer of the Society, his/her heirs, executors, and administrators and estate respectively may, from time to time and at all times, be indemnified and saved harmless out of the funds of the Society from and against all costs, charges and expenses whatsoever, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him/her, in a civil, criminal or administrative action or proceeding to which he/she is made a party by reason of being or having been a Trustee, Officer or Member of a committee, including an action brought by the Society, if:

- i) he/she acted honestly and in good faith with a view to the best interests of the Society, and
- ii) in the case of a criminal or administrative action or proceeding he/she had reasonable grounds for believing that his/her conduct was lawful.

## **11. ARTICLE XI - Amendments**

11.1 The Society may, by special resolution, amend these by-laws at any General or Extraordinary Meeting of the Society of the Members present; PROVIDED, however, that such amendments shall be submitted in writing and mailed to each Member at least 14 days prior to the meeting at which they shall be voted upon, and notice of the meeting shall be contained therein.

## **12. ACTICLE XII - Dissolution**

Upon dissolution or winding-up, all funds and assets of whatever nature or kind remaining after the payment of all just debts and liabilities of the Society shall be paid and delivered to a duly recognized charitable organization having objectives which are, in whole or in part, similar to those of the Society. This provision is previously unalterable.