



# Victoria Iranian-Persian Cultural Society

## CONSTITUTION AND BYLAWS

DRAFT

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## Constitution

### 1 - Name

The name of the society is "Victoria Iranian-Persian Cultural Society."

### 2- Purposes

The purposes of Victoria Iranian-Persian Cultural Society are

- a. To contribute to the promotion of Iranian-Persian culture, traditions, and identity in the Canadian society.
- b. To encourage and facilitate cultural, social, humanitarian, and artistic events and activities of the Iranian-Persian community in the Capital Regional District (CRD) and Cowichan Valley Regional District (CVRD) on Vancouver Island, in the Province of British Columbia.
- c. To provide settlement services such as interpretation, translation, mentorship, and employment for newcomers.
- d. To provide cultural competencies for newcomers to integrate in the Canadian society by providing programs and information regarding Canadian multiculturalism.
- e. To facilitate the connection of newcomers with the Canadian Society through events, activities, and programs.

First approved: 19th September 2013 in Victoria, BC.

Amended: XX XX XXXX

## Bylaws

### Part 1 — Interpretations

- 1 In this document, “Victoria Iranian-Persian Cultural Society” is referred to as “the Society.”
- 2 In these bylaws, unless the context otherwise requires: "Directors" means the Directors of the Society for the time being.
- 3 “Iranian-Persian” refers to those who 1) were born in Iran, 2) have ancestral roots in Iran, 3) were born in or have ancestral roots in Farsi-speaking nations of Afghanistan, Tajikistan, or other nations or ethnic groups sharing Iranian culture and heritage. The phrase “Iranian-Persian” is intended to be as inclusive and welcoming as possible.
- 4 "Society Act" means the Society Act of British Columbia from time to time in force and all amendments to it.
- 5 The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.

### Part 2 — Foundations

- 6 The Society’s headquarter shall be permanently based in the Greater Victoria area of British Columbia.
- 7 The Society is established to serve the community in the Capital Regional District (CRD) and the Cowichan Valley Regional District (CVRD) on Vancouver Island, in the Province of British Columbia.
- 8 The Society is a non-profit, multicultural, non-partisan, non-religious, and non-denominational society and shall not engage directly or indirectly in any discriminatory act on the basis of race, ethnicity, religion, gender, age, language, sexual orientation, or cultural background.

### Part 3 — Decision Making Authority of the Society

- 9 The members of the Society are the highest authority of the Society and they have the power to amend the Society’s Constitutions and Bylaws and elect members of the Board of Directors.
- 10 Members shall exercise their authority through referenda and general meetings.
- 11 The Board of Directors serves as the embodiment of the members’ authority in conducting the Society’s all affairs in between general meetings. Board of Directors is responsible to the general membership.
- 12 The Board of Directors has the authority to establish, amend, and abolish policies, procedures, terms of reference, position statements, terms and conditions and other governing documents (excluding the Constitution’s and Bylaws) to facilitate the organizational and legal functionality of the Society’s affairs.

- 13 The Society's business shall be conducted through the work of specialized committees as identified in the Society's Committees Policy. Standing committees of the Society shall be formed and supervised by the Board of Directors. The Board of Directors may decide to establish ad-hoc committees to conduct special business outside of the mandate of the standing committees.

### Part 4 — Membership

#### Types of Membership

- 14 The membership of the Society includes the following three categories:
- a) Member
  - b) Associate member
  - c) Honorary member

#### Membership Criteria

##### Members

- 15 The members of the Society are the applicants for incorporation of the Society, and those who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
- 16 Members of the Society must meet all the following qualifications:
- a) be a current resident of the Capital Regional District or Cowichan Valley Regional District in British Columbia.
  - b) be a Canadian citizen, permanent resident, refugee, or an individual with a valid student or work permit visa. Individuals on tourist or visitor visas do not meet this criterion.
  - c) be interested in Iranian-Persian culture and tradition.
  - d) be at least eighteen (18) years old.
- 17 The Society operates based on the principles of trust and honor system and therefore applicants for the membership of the Society shall not be required to provide proof for the qualifications stated above.
- 18 A person may apply to the Board of Directors through channels identified in the Society's Membership Policy.
- 19 The Board of Directors shall grant membership to those who meet the above stated qualifications.
- 20 Every member must be officially registered and own a unique membership identification number.

- 21 Every member must comply with the Society's Constitution, Bylaws, Policies, and other external or internal governing documents.

### Associate Members

- 22 An individual may apply to the Board of Directors for an Associate Membership status. The Board of Directors may grant Associate Membership to an individual by a special resolution (75% majority).
- 23 Associate members of the Society must be interested in Iranian-Persian culture and tradition (16-c) but may not meet the residence (16-a), legal (16-b), or age (16-d) requirements of the Society's membership.
- 24 Associate members
- Have the right to enjoy the services, programs, and events offered by the Society with the same terms as for the Society's Members.
  - may attend general meetings, but they do not have the right to vote in general meetings or referenda.
  - do not have the right to vote or stand in elections for the Board of Directors.
  - have the right to become voting members of the Society's standing or ad-hoc committees.
  - must pay 50% of the annual membership fees to maintain their Associate Membership status. Failure to pay the membership fees automatically results in removal of Associate Membership status.

### Honorary Members

- 25 The Board of Directors may choose to give an honorary membership of the Society to an individual with outstanding services to the Iranian-Persian culture who may or may not otherwise qualify to be a member of the Society.
- 26 Honorary membership may be for a limited time or for lifetime.
- 27 Any of the members of the Society may propose an individual to the Board for honorary members. Such proposals must accompany clear reasoning and evidence for the eligibility of the proposed individual.
- 28 Board of Directors may approve honorary members proposals by a special resolution (75% majority).
- 29 Honorary members enjoy all the rights and privileges that are available for ordinary members of the Society.

## Membership Duration

- 30 The Society's term of membership, for both Members and Associate Members, is a fixed twenty-four (24) months period. The Society's fixed membership period starts on the January 1<sup>st</sup> after the Annual General Meeting in which a new Board of Directors are elected (biannually) and ends on December 31<sup>st</sup> of the following calendar year. Honorary membership may be granted to individuals for a limited time or for lifetime.
- 31 Members, qualified for voting in general meetings, must obtain their good standing status prior to the start of the general meeting. Those obtaining their good standing status during a general meeting, after the Chair calls the meeting to order, shall not have the privilege to vote in the meeting for motions or in elections. They, however, may stand for elections.

## Membership Dues

- 32 Membership dues of the Society shall be decided in every other annual general meeting, where a new Board of Directors are elected. The approved motion determining the amount of membership dues must be attached to this document as an appendix and be publicly communicated to members by email within fourteen days after each annual general meeting. New amounts will be effective immediately for those seeking to obtain or renew their membership.
- 33 The membership dues for Associate Members shall be calculated and attached to this document based on the following formula:
- a) 50% of the approved membership fees approved in annual general meetings.
- 34 Members of the Society shall pay their membership dues in order to gain/maintain their good standing status. Failure to pay the dues shall result in suspension of good standing status and removal of membership six (6) months thereafter.
- 35 Associate Members lose their membership immediately after failure to pay their membership dues.
- 36 The term of membership for both Members and Associate Members is calculated from the date on which they completed their registration until December 31<sup>st</sup> following the annual general meeting in which a new Board of Directors are elected (biannually). Date of registration shall not impact the amount of membership dues. Hence those enjoying the full two years and those enjoying as few days as one (1) day must pay an equal amount of dues as outlined in this document.

## Membership Termination

- 37 A person ceases to be a member of the Society



- a) by delivering their resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society or other channels identified in the Society's Membership Policy,
- b) on their death or,
- c) on being expelled, or
- d) on having been a member not in good standing for six (6) consecutive months for Members, or
- e) on failing to renew membership for Associate Members.

38 A member (in all three categories listed under bylaw 14) may be expelled by a special resolution of the members passed at a general meeting.

- a) The Board of Directors or any member of the Society may move the motion to expel a member.
- b) The notice of the motion must be submitted to President of the Society.
- c) The President shall meet the mover of the motion and the member subject for expulsion to find a resolution. If the President is the subject of the expulsion motion, this responsibility falls on the Vice-President.
- d) If a resolution is not achieved, the President shall circulate the notice of the motion to the members three (3) weeks in advance of the general meeting.
- e) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion by the mover of the motion.
- f) All the direct or indirect legal responsibilities and consequences of the procedure shall fall on the mover of the motion. The Board of Directors, and the Society as a whole, shall not be responsible for any of the direct or indirect legal responsibilities and consequences of the procedure, unless the motion is moved by the Board of Directors.
- g) The motion to expel of a member must be based on documented violations of the Society's core values, principles, and ethics as outlined in the Constitution, Bylaws, Policies, or other governing documents of the Society. Examples of such violations include:
  - (i) Documented misrepresentation of one's meeting of any of the membership criteria, namely residence and or legal status.
  - (ii) Documented abuse of the Society membership to illegally gain personal financial profit (fraud, bribery, etc.)
  - (iii) Documented violations of the Society's ethical standards such as engaging in discrimination, racism, misogyny, and sexual harassment while conducting business of the Society (during the Society's meetings, events, and activities).

- h) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

### Membership Renewal

- 39 Members and Associate Members of the Society must renew their membership on an annual basis.
- 40 Each Members or Associate Members is responsible for renewing their membership.

### Good Standing

- 41 All Members are in good standing except those who have failed to maintain their annual registration and failed to pay their current annual membership fee, or any other subscription or debt due and owing by the Member to the Society, and the Member is not in good standing so long as the debt remains unpaid and registration/renewal remains incomplete.
- 42 Members in not good standing shall not enjoy any of the rights, privileges, and benefits outlined in this document or in the Society's Membership Policy.
- 43 Members may stay in not good standing status for a maximum of six (6) months. At the end of the six (6) month period, their membership shall be automatically removed.
- 44 Good standing does not apply to Associate Members as they do not have the right to vote or stand in elections. Failure to renew membership for Associate Members shall result in removal of membership and privileges listed under bylaw 24.
- 45 Honorary Members automatically possess good standing position for the duration of their membership as specified by the Board of Directors.

### Members Rights

- 46 The Society's Members in good standing and Honorary Members are entitled to the following privileges:
- a) Right to participate and vote in general meetings,
  - b) Right to stand in elections for the Board of Directors,
  - c) Right to nomination for membership in the Society's committees,
  - d) Right to attend in and observe meetings of the Board of Directors,
  - e) Right to be informed of the Board of Directors' decisions,
  - f) Right to have priority access to services offered by the Society, and

- g) Right to enjoy benefits outlined in the Society's Membership Policy.

### Terms of Membership

- 47 Members may not use the Society's membership as an endorsement of their political, financial, or otherwise endeavors.
- 48 The Society's name and logo are proprietary and may not be used without permission, nor may they be used as a statement of endorsement.
- 49 The Society's membership may not be used in any way after membership has expired or been cancelled. Claims to membership or association after the expiration or cancellation of members in any capacity is prohibited and may result in legal action by the Board of Directors.

### Part 5 — Meetings of Members

#### Proceedings at General Meetings

- 50 General meetings of the Society are spaces for the Society's qualified members to meet and make decisions regarding the most important matters of the Society.
- 51 General meetings must be held at the time and place, in accordance with the BC Society Act, that the Directors decide. Every general meeting, other than annual or semi-annual general meetings, is an extraordinary general meeting.
- 52 The Directors may, when they see fit, convene an extraordinary general meeting.
- 53 A notice of general meeting, in English and Farsi, must be circulated to the members at least 21 calendar days ahead of the meeting for a general meeting. General meetings are encouraged to take place in a physical venue; however, Board of Directors may choose to opt in for a virtual (online) venue if they see fit.
- 54 A notice of a general meeting must specify the place, day and hour of the meeting.
- 55 A notice of a general meeting must include an agenda detailing the business of that meeting. All the items of the agenda must include a briefing note and a motion if/when applicable.
- 56 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.
- 57 The first annual general meeting of the Society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting. The Board of Directors may be required to hold a semi-annual general meeting as per the guidelines outlined under section 12 of this document.

- 58 Oral presentations and discussions may be in Farsi; however, the Board of Directors must be prepared to provide English interpretation if requested by a Member in good standing or an Honorary member.
- 59 All written documents used in the meeting including the agenda, previous meeting's minutes, motions, and reports must be presented in English. The Board of Directors must be prepared to verbally interpret the documents if requested by a Member in good standing or an Honorary member.

### Quorum

- 60 A general meeting is quorate when 20 members in good standing are present.
- 61 Current Board Directors are counted toward the quorum.
- 62 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place. If, at the second meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- 63 Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
- 64 If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

### Chair

- 65 The President of the Society chairs all general meetings of the Society. In their absence, the vice president or, in the absence of both, one of the other Directors present, must preside as Chair of a general meeting. The Board of Directors may decide to have any of the Directors as the Chair of a general meeting.
- 66 If at a general meeting
- a) there is no president, vice president or other Director present within 15 minutes after the time appointed for holding the meeting, or
  - b) the president and all the other Directors present are unwilling to act as the Chair,
- the members present must choose one of their number to be the Chair.
- 67 The Chair's role is to facilitate the meeting in an unbiased, fair, and effective manner following

the latest version of Robert's Rules of Order. Members in the meeting have the right to challenge the Chair's rulings according to latest version of Robert's Rules of Order.

### Meeting Business

- 68 Ordinary business conducted at annual general meetings include the following:
- a) Call to order,
  - b) Approval of the meeting agenda,
  - c) Approval of past meeting minutes,
  - d) Presentation of the Board of Directors' annual report,
  - e) Presentation and approval of financial statements,
  - f) Presentation of the report of the auditor if applicable,
  - g) Election of Directors on a biannual basis,
  - h) Motion to determine the biannual membership dues in every other annual general meeting, and
  - i) other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting.
- 69 Board of Directors must circulate the following reports at least 14 days before the meeting:
- a) report of the Board's activities, and
  - b) detailed financial statements.

### Special Business

- 70 Special business is
- a) all business at an extraordinary general meeting except the adoption of rules of order, and
  - b) all business conducted at an annual general meeting, except the for the items listed above under bylaw 68.

### Elections

#### Nomination

- 71 All Members of the Society in good standing have the right to seek election or reelection to the Board of Directors, with the following conditions:
- a) Nominees must be available and willing to commit a minimum of ten (10) hours per month for conducting the business of the Society if and when they are elected to the Board of Directors. Business of the Society includes attending meetings of the Board of

Directors and committees, preparation for the meetings, and working on tasks collectively decided by the Board of Directors and committees in between the meetings.

- b) Not more than one qualified member from each household shall be elected to the Board of Directors. In the event of multiple nominations from a household, the nominee with the higher votes stays in the election and other nominee(s) from the same household automatically get disqualified and removed from the election results. For the purposes of this condition, members of a household refer to those having familial ties residing in shared address.
- c) Nominees are encouraged to have prior experience in non-government organizations and in any of the areas related to the Society's purposes listed in its Constitution.

72 Nominees are encouraged to express their interest for standing in the elections prior to the general meeting. However, members may choose to nominate for elections during general meetings.

73 The Electoral Officer shall make three (3) calls for nomination during a general meeting prior to closing nominations.

### Electoral Team

74 Elections to the Board of Directors shall be administered and approved by the Electoral Team of the Society.

75 The Electoral Team is composed of one (1) Electoral Officer and two (2) Electoral Administrators. The Electoral Office serves as the primary authority of the elections assisted by the two Electoral Administrators. Decisions in the Electoral Team must be reached by majority vote.

76 The Electoral Team shall be elected to administer the elections in one (1) general meeting by an ordinary resolution.

77 If more than a member express interest for holding each of the three (3) positions, an election shall be administered by the Chair of the meeting to elect the Electoral Team.

78 Members of the Electoral Team must meet the following qualifications:

- a) shall be a member of the Society in good standing or an Honorary Member; and
- b) Shall not be standing in the elections; and
- c) shall not be a current member of the Board of Directors; and
- d) shall not have family ties to any of the nominees standing in the elections.

79 Once the election results are ratified by an ordinary resolution, the Electoral Team's tenure expires.

### Conduct of Elections

- 80 The meeting Chair, the Electoral Officer, Electoral Administrators, and the current Directors must remain impartial and avoid speaking in favor or against any of the nominees. If the listed officials violate this bylaw, any of the members in the attendance or other individuals in the list shall make an objection to the procedures of the elections. The individual violating this bylaw must correct their previous statement and provide additional time for other nominees or their advocates to speak in their favour.
- 81 All nominees shall have an equal amount of time for introducing their plans.
- 82 Members attending the general meeting must have the opportunity to ask nominees about their qualifications and plans.
- 83 Upon the administration of the elections, the Electoral Officer on behalf of the Electoral Team shall move a motion to ratify the results of the election.
- 84 The new Directors take office as soon as the motion to ratify the election results is carried.

### Voting

- 85 A member in good standing present at a meeting of members is entitled to one vote.
- 86 Voting for motions related to the business of the meeting is by show of hands.
- 87 Voting in elections for Board of Directors may take place by physical paper ballots or technological platforms given the anonymity of voters and the integrity of the elections remain intact.
- 88 Voting by proxy is not permitted.

### Adjournment

- 89 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.
- 90 When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- 91 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.
- 92 A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.

- 93 In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.

### Part 6 - Referenda

- 94 Referenda shall be initiated by:
- a) a special resolution of the Board of Directors; or
  - b) a petition signed by at least five percent (5%) of the registered members of the Society in good standing.
- 95 Referenda questions shall be phrased by the Board of Directors. However, where a referendum is initiated by petition, the phrasing shall not alter the original intent of the petition.
- 96 Quorum for referenda shall be 10 percent (10%) of the members.
- 97 At least twenty-one (21) days' notice of a referendum shall be given to members, specifying the schedule of referenda.
- 98 The notice must be circulated to the members by email. Additional means of communications may be used as well.

### Part 7 — Board of Directors

#### Authority of the Board of Directors

- 99 The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to
- a) all laws affecting the Society,
  - b) these bylaws, and
  - c) rules, not being inconsistent with these bylaws, that are made from time to time by the Society in a general meeting.
- 100 A rule, made by the Society in a general meeting, does not invalidate a prior act of the Directors that would have been valid if that rule had not been made.
- 101 Board of Directors had the authority to develop, ratify, amend, and enforce policies, terms or references, procedures, terms and conditions, position statements, and other documents to govern the affairs of the Society as permitted by this document and the Society Act.



### Composition of the Board of Directors

- 102 The Board of Directors shall be comprised of nine (9) main and three (3) substitute Directors.
- 103 Upon their elections, the nine (9) main Directors shall elect the following four (4) officers by an ordinary resolution:
- a) President
  - b) Vice-President
  - c) Treasurer
  - d) Administrator

### Tenure of Office

- 104 Directors shall be elected by the members in a general meeting, and they will be in office for a two (2) year period.
- 105 Directors must retire from office at the end of their two-year tenure in an annual general meeting when their successors are elected.
- 106 If a Director resigns their office or otherwise ceases to hold office, the remaining Directors must appoint a Substitute Director with the highest votes obtained in the elections to take the place of the former Director. A Director's resignation must be ratified by an ordinary resolution of the Board of Directors and be noted in the official minutes of the meeting.
- 107 If no Substitute Director is available, Board of Directors may at any time call for an extraordinary general meeting to fill a vacancy in the Directors. Directors elected under such circumstances shall maintain office until the next elections at the end of the current Board of Directors' tenure.
- 108 If successors are not elected, previously elected or appointed continues to hold office. If general meetings are not held due to extraordinary circumstances such as natural catastrophes or other reasons outside of the control of the Board of Directors, the elected Directors shall remain in office, conduct the affairs of the Society, and strive to hold a general meeting and elections as soon as possible.
- 109 An act or proceeding of the Directors is not invalid merely because there are less than the prescribed number of Directors in office.

### Removal of Directors

- 110 The members may, by a special resolution, remove a Director, before the expiration of their term of office, and may elect a successor to complete the term of office in a general meeting.

- 111 A Director must not be remunerated for being or acting as a Director, but a Director must be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.
- 112 The Board of Directors or any member of the Society may move the motion to remove a Director in a general meeting.
- 113 The notice of the motion must be submitted to President.
- 114 The President shall meet the mover of the motion and the member subject for expulsion to find a resolution. If the President is the subject of the removal motion, this responsibility falls on the Vice-President.
- 115 If a resolution is not achieved, the President shall circulate the notice of the motion to the members three (3) weeks in advance of the general meeting.
- 116 The notice of special resolution for removal of a Director must be accompanied by a brief statement of the reasons for the proposed removal by the mover of the motion.
- 117 All the direct or indirect legal responsibilities and consequences of the procedure shall fall on the mover of the motion. The Board of Directors, and the Society as a whole, shall not be responsible for any of the direct or indirect legal responsibilities and consequences of the procedure, unless the motion is moved by the Board of Directors.
- 118 The notice of special resolution for removal must be accompanied by a brief statement of the reasons for the proposed removal.
- 119 The motion to remove a Director must be based on documented violations of the Society's core values, principles, and ethics as outlined in the Constitution, Bylaws, Policies, or other governing documents of the Society. Examples of such violations include:
- a) Documented abuse of the Society members to illegally gain personal financial profit (fraud, bribery, etc.)
  - b) Documented violations of the Society's ethical standards such as engaging in discrimination, racism, misogyny, and sexual harassment while conducting business of the Society (during the Society's meetings, events, and activities).
- 120 The Board of Directors may decide to grant a leave of absence to a Director for up to four (4) mouths. Directors must send their request to the President at least fourteen (14) days in advance. The request shall be approved by an ordinary resolution of the Board of Directors.
- 121 If a Director fails to attend three (3) consecutive meetings of the Society without cause, they

are automatically deemed resigned from office.

- a) The President and the Administrator of the Society shall maintain the record of Directors' attendance and the President shall move the motion for ratification of the Director's removal in a meeting of Board of Directors by a special resolution.
- b) Meetings of the Society include all the following:
  - (i) Meetings of Board of Directors
  - (ii) Meetings of the appointed committee(s)
  - (iii) General meetings of the members

### Responsibilities

- 122 The Board of Directors, in addition to any duties imposed by the Society Act shall
- a) work on a voluntary basis and not be monetarily compensated in any form,
  - b) uphold the constitution, bylaws, and policies of the Society,
  - c) attend all the meetings of the Board of Directors, appointed committee(s), and general members,
  - d) report to all General Meetings,
  - e) provide services to the members as outlined in the Constitution of the Society,
  - f) promote Iranian-Persian traditions and culture,
  - g) Maintain a list of the members of the Society,
  - h) Hire and supervise professional contractors or service providers for the Society as needed,
  - i) Ensure the formation and functioning of the Society's standing Committees,
  - j) Form ad-hoc committees as necessary,
  - k) Be aware and accountable for the financial position of the Society,
  - l) Ensure the maintenance of the Society's records,
  - m) Ensure institutional memory for Board of Directors,
  - n) Advocate on behalf of the Society's interests,
  - o) Ensure the development and maintenance of up-to-date governing guidelines for all the affairs of the Board of Directors and entities under its supervision, and
  - p) recruit legal and ethical donations, gifts, bequests, and sponsorship from individuals and legally recognized public and private institutions and corporations to cover the costs and expenses of the Society.

### Part 8 — Standing Committees of the Society

- 123 The Society's operations and activities must be planned and executed through the following five (5) Standing Committees:
- a) Communications Committee

- b) Events Committee
- c) Finance Committee
- d) Governance Committee
- e) Services Committee

- 124 The Directors may delegate any, but not all, of their powers to committees consisting of the Director or Directors as they think fit.
- 125 A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Directors and must report every act or thing done in exercise of those powers to the earliest meeting of the Directors held after the act or thing has been done.
- 126 The Board of Directors appoints committee members and chairs according to the Society's Committees Policy. The Board of Directors may decide to form ad-hoc committees according to the Society's Committees Policy
- 127 The conduct of committee meetings must be governed by the Society's Committees Policy and Committee Terms of Reference.

### Part 9 — Proceedings of Directors

- 128 The Board of Directors must convene their first meeting within fourteen (14) days after assuming office.
- 129 The first order of business in the first meeting of Directors is to select a temporary chair for the meeting by an ordinary resolution. The Chair facilitates the meeting until the election of the President of the Society, at which point the President assumes the Chair position.
- 130 In their first meeting, Directors will fill the four (4) Officer positions, 1) President, 2) Vice-President, 3) Treasurer, and 4) Administrator, and committee chairs by ordinary resolutions. If more than one Director expresses interest for any of the four positions, elections with secret ballots will be held and the results will be ratified by ordinary resolutions. The conduct of the Directors' meetings shall be governed by the Society's Meeting Protocols' Policy.
- 131 For meetings of the Board of Directors, a quorum will be a majority (half plus one) of the Board members. The quorum will be calculated after the exclusion of regrets received prior to the meeting.
- 132 Minutes of the meetings of the Board of Directors must be recorded. The meeting minutes must be approved by the Board of Directors during following meetings, and afterwards be signed by the President and another Director (preferably the Administrator) and be publicly available for the members of the Society to review within thirty (30) days after each meeting.

- 133 All the meetings of the Board of Directors shall be governed by the latest version of Robert's Rules of Order and the Society's Meeting Protocols Policy. Where a conflict arises between the two documents, the former rules.
- 134 A resolution in writing, signed by all the Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.

### Part 10 — Duties of Officers

#### President

- 135 The President must
- prepare the agenda and issue notices of meetings of the Directors and general members, according to Robert's Rules of Order and the Society's Meeting Protocols Policy,
  - chair meetings of the Board of Directors except when another meeting chair is appointed by the Board of Directors for a specific meeting,
  - act as the primary spokesperson of the Society, and
  - be responsible for coordinating the activities of the Board of Directors.

#### Vice-President

- 136 The Vice-President must
- carry out the duties of the President during the president's absence or when delegated by the President.

#### Administrator

- 137 The Administrator must
- conduct the correspondence of the Society,
  - keep minutes of all meetings of the Society and Directors,
  - maintain all records and documents of the Society except those required to be kept by the Treasurer,
  - have custody of the common seal of the Society, and
  - maintain the register of members.
- 138 In the absence of the Administrator from a meeting, the Directors must appoint another person to act as Administrator at the meeting.

## Treasurer

- 139 The treasurer must
- a) keep the financial records, including books of account, necessary to comply with the Society Act, and
  - b) render financial statements to the Directors, members and others when required.
- 140 The offices of Administrator and Treasurer may be held by one person who is to be known as the Administrator Treasurer.
- 141 If an Administrator Treasurer holds office, the total number of Directors must not be less than 5 or the greater number that may have been determined under bylaw 25 (2).
- 142 The Treasurer must Chair the Society's Finance Committee and lead the development of all financial reports and the Society's annual budget when required by this document.

## Part 11 — Seal

- 143 The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
- 144 The common seal must be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

## Part 12 — Finances

- 145 If and when the Society's total financial income exceeds \$25,000, the Board of Directors is mandated to prepare an annual budget for the next tax year and present it at a Semi-Annual General Meeting.
- a) The Board of Directors shall authorize all expenditures not explicitly covered in the budget, budget reallocations, and budget overruns of up to 10%.
  - b) General Meetings shall authorize all expenditures not explicitly covered in the budget, budget reallocations, and budget overruns that are greater than 10%.
- 146 The Board of Directors shall not borrow any funds from any individual or legal entity without the members' approval. Members of the Society may approve a borrowing by a special resolution in a general meeting.
- 147 If and when the Society's total financial income exceeds \$25,000, the Board of Directors shall hire an independent registered body to audit the Society's financial statements on an annual basis.



- a) The audited financial statements must be presented in annual general meetings for review and approval of the members.

**Part 13 - Amendments**

148 Amendments to the constitution and bylaws shall be made by an ordinary resolution at a general meeting or by referendum, according to the provisions of the Society Act.

149 Amendments may be initiated by

- a) a resolution of the Board of Directors, or
- b) a petition signed by at least ten percent (10%) of the registered members of the Society in good standing.

**Part 14 – Dissolution of the Society**

150 In the event of dissolution or winding up of the Society, the Board of Directors would decide the transfer of all the assets of the Society, after payment of liabilities and paying off any possible debt, to other associations or agencies serving & sponsoring ethnic communities in Victoria BC.

Date Approved:

Date Amended: