

CONSTITUTION OF THE VANCOUVER AIDS SOCIETY

1. The name of the society is Vancouver AIDS Society (hereinafter referred to as “the Society”).
2. The purposes of the Society are:
 - a) to establish and maintain an organizational structure to act as a liaison between the community at large, specifically in or about the City of Vancouver, and generally within the Province of British Columbia, the medical profession, and the government with respect to the disease known as Acquired Immune Deficiency Syndrome (AIDS), other Human Immunodeficiency Virus (HIV) infections and other related illnesses;
 - b) to disseminate accurate information regarding AIDS, other HIV infections and related illnesses and, in particular, their symptoms, diagnosis and treatments;
 - c) to promote research into the cause and prevention of AIDS, other HIV infections and related illnesses;
 - d) to provide financial, emotional and personal care support services to persons affected by AIDS, other HIV infections or related illnesses;
 - e) to provide training for persons for the purpose of providing support to persons with AIDS, other HIV infections or related illnesses;
 - f) to eliminate discrimination against individuals on the basis of AIDS, other HIV infections or related illnesses;
 - g) to arrange, publish, and distribute pamphlets, brochures, newsletters and other means of communication regarding AIDS, other HIV infections or related illnesses;
 - h) to actively endorse harm reduction programs and practices;
 - i) to purchase or otherwise acquire equipment for the purposes of the Society;
 - j) to make grants or provide other such financial assistance to persons, organizations or societies whose activities are consistent with the purposes of the Society;
 - k) to incorporate such corporations or societies as are deemed necessary to accomplish the purposes of the Society;
 - l) to raise funds for the purposes of the Society.
3. The affairs of the Society shall be carried on without purpose of gain for its members, and any profits or other accretions to the Society shall be used in promoting its purposes.
4. In the event of the winding up of the Society or other liquidation or distribution of its assets, no profits or other accretions to the Society shall be paid or distributed to any member, trustee or settlor of the Society but shall be donated to any registered charity or a registered Canadian amateur athletic association, as those terms are defined in the Income Tax Act, Canada, as the Directors shall direct.

5. The terms of clauses 3, 4 and 5 shall be unalterable.
6. The Society shall not engage in any activities which would jeopardize its status as a registered charity for the purposes of the Income Tax Act, Canada. This clause is unalterable.

BYLAWS OF THE VANCOUVER AIDS SOCIETY

SCHEDULE 'A'

BYLAWS

Here set forth, in the numbered clauses, the bylaws providing for the matters referred to in section 6 (1) of the Society Act and any other bylaws.

Part 1: Interpretation

- 1.1 In these bylaws, unless the context otherwise requires,
- a) “bylaws” refers to the bylaws of the Vancouver AIDS Society;
 - b) “constitution” refers to the constitution of the Vancouver AIDS Society;
 - c) “Directors” means Directors of the Society for the time being, as elected by the members at the Annual General Meeting or appointed pursuant to these bylaws;
 - d) “members” means members of the Society in good standing pursuant to these bylaws;
 - e) “month” means calendar month;
 - f) “Officers” means Directors of the Society as elected by the members at the Annual General Meeting or appointed pursuant to these bylaws;
 - g) “registered address” of a member means the address as recorded in the register of members;
 - h) “Society” refers to the Vancouver AIDS Society;
 - i) “Society Act” means the Society Act of the province of British Columbia from time to time in force and all amendments to it.
- 1.2 The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
- 1.3 Words importing the singular include the plural and *vice versa*.
- 1.4 Subject to bylaws 1.1 and 1.2 hereof, any words or phrases defined in the Society Act shall, if they are not inconsistent with the subject or context, bear the same meaning in these bylaws.

- 1.5 Expressions referring to the writing shall be construed as including references to the printing, lithography, typewriting, photography and other modes of representing or reproducing words in a visible form.

Part 2: Membership

- 2.1 The members of the Society are the applicants for the incorporation of the Society, and those persons who have subsequently become members, and in accordance with these bylaws and, in either case, have not ceased to be members.
- 2.2 A person may apply to the Directors for membership in the Society and on acceptance by the Directors or a membership committee appointed by these Directors that person shall be a member.
- 2.3 Every person seeking to be a member shall agree to uphold the constitution, to adhere to the purposes of the Society, and to comply with these bylaws.
- 2.4 Subject to section 2.5 (2), every member, to remain in good standing, shall complete an annual renewal application form.
- 2.5 There shall be no membership fee.
- 2.6 There shall be three (3) classes of membership:
- 2.6.1 Individual member: an individual member who has applied and been accepted for membership by the Directors shall be entitled to one vote.
- 2.6.2 Honorary Member: an Honorary Member may be appointed from time to time and such honorary membership shall be from year to year or at the pleasure of the Directors. Notwithstanding anything to the contrary contained herein, honorary members shall have no voting privileges.
- 2.6.3. Ex Officio Member: Ex Officio members of the society are appointed based on the office they hold relevant to the society and shall **not** be entitled to vote and shall include:
- a) The Executive Director, The Vancouver AIDS Society.
- 2.7 A member whose membership has lapsed will be deemed a member in good standing for the 90 days immediately following the date on which their membership lapsed. Should that 90-day grace period encompass an annual general meeting or an extraordinary general meeting, the member must renew their membership on or before the day of the meeting to be considered a member in good standing.
- 2.8 A person shall cease to be a member of the Society:
- a) by delivering their resignation in writing to the Secretary of the Society or by mailing it or delivering it to the address of the Society;

- b) on their death;
 - c) on being expelled in accordance with these bylaws; or
 - d) on ceasing to be a member in good standing.
- 2.9 A member may be expelled by a special resolution of the members passed at a general meeting.
- 2.10 The notice of meetings called for the consideration of a special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- 2.11 The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

Part 3: Meetings of Members

- 3.1 General meetings of the Society shall be held at the time and place, in accordance with the Society Act that the Directors decide.
- 3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.3 The Directors may, when they see fit, convene an extraordinary general meeting.
- 3.4 Notice of a general meeting shall specify the place, day and hour of the meeting and, in the case of special business, the general nature of that business.
- 3.5 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 the meeting.
- 3.6 The first annual general meeting of the Society shall be held not more than fifteen (15) months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding annual general meeting.
- 3.7 All members who have been members in good standing for a minimum 60-day period immediately prior to the date of any annual general meeting or extraordinary general meeting are entitled to vote at that meeting.

Part 4: Proceedings of General Meetings

- 4.1 Special business (as referred to in 3.4) is:
- a) all business at an extraordinary general meeting except the adoption of rules of order; and
 - b) all business transacted at an annual general meeting except:
 - i) the adoption of rules of order;
 - ii) the consideration of the financial statements;
 - iii) the report of the Director;
 - iv) the report of the auditor;
 - v) the election of the Directors;
 - vi) the appointment of the auditor, if required; and
 - vii) the other business, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under the consideration by the report of the Directors issued with the notice convening the meeting.
- 4.2 A quorum is 3 members present or a greater number that the members may determine at a general meeting.
- 4.3 No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 4.4 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.
- 4.5 If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present from the time appointed, the members present shall constitute a quorum.
- 4.6 The Chair of the Society, or in the absence of the Chair, the Vice-Chair, or in the absence of both, one of the other Officers of the society, shall preside as chairperson of a general meeting.
- 4.7 If at a general meeting there is no Officer present or willing to act within fifteen (15) minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairperson.
- 4.8 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- 4.9 When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- 4.10 Except as provided in this part, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 4.11 No resolution proposed at a meeting need be seconded and the chairperson of a meeting may move or propose a resolution.
- 4.12 In case of an equality of votes the chairperson shall not have a casting or second vote in addition to the vote to which the chairperson is entitled as a member and the proposed resolution shall not pass.
- 4.13 A member in good standing present at a meeting of members is entitled to one (1) vote.
- 4.14 Voting is by show of hands, unless the members present resolve that a particular vote shall be by secret ballot.
- 4.15 Voting by proxy is not permitted.

Part 5: Directors and Officers

- 5.1 The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to:
 - a) all laws affecting the Society;
 - b) these bylaws; and
 - c) rules, not being inconsistent with these bylaws, which are made from time to time at a general meeting.
- 5.2 No resolution made by the Society in general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- 5.3 The Board of Directors of the Society shall consist of twelve (12) Directors.
- 5.4 In order to maintain continuity for the sake of policies and projects, no more than one-third of the Board of Directors terms of office shall end each year. Terms of office shall have a duration of two (2) years. In no event shall a person be eligible to be elected/re-elected as a Director for more than six (6) consecutive years or three (3) consecutive terms, immediately prior to such election. However, such person shall be eligible to be elected a Director after a break of one year.
- 5.5 Separate elections shall be held for each office to be filled.

- 5.6 An election may be by acclamation; otherwise it shall be by ballot.
- 5.7 The Officers of the Society shall be the Chair, the Vice-Chair, the Secretary, and the Treasurer, and such other Officers as the Board of Directors shall determine from time to time.
- 5.8 In the event of a tie vote in the election of any Officer, a second round of balloting will be held for the position in which a tie vote was received. If no successor is elected the person previously elected or appointed continues to hold office if s/he so consents.
- 5.9 Nominations for Directors may be made by members at the general meeting.
- 5.10 If a Director resigns from office or otherwise ceases to hold office or if there is otherwise a vacancy on the Board of Directors, the Directors may appoint a member as a Director; notwithstanding, the Board of Directors shall not consist of less than five Directors.
- 5.11 A Director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting.
- 5.12 All resolutions and all acts done by any meeting of the Directors or any committee of the Directors or by any person acting as a Director, notwithstanding that it be afterwards discovered that there was some defect in the qualification, election or appointment of any such persons, shall be as valid as if ever such person had been duly elected and qualified.
- 5.13 The members may by special resolution remove a Director before the expiration of his term of office, and may elect a successor to complete the term of office.
- 5.13.1 The members may by special resolution remove a Director before the expiration of his term of office for the following reasons:
- a) the Director misses three (3) consecutive meetings of the Board of Directors without good and sufficient reason;
 - b) the Director, by work or deed, violates the objections, Constitution or Bylaws of the Society;
 - c) the Director is convicted during his term of office within or without the Province of an indictable offence in conflict with the business of the Society and the other Directors resolve to remove him.
- 5.13.2 The Director thus removed from office shall have the right of appeal at the next duly constituted general meeting of the membership at which time the Motion of Removal shall be put to the general membership.
- 5.14 No Director shall be remunerated for being or acting as a Director but a Director shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.
- 5.15 Notwithstanding any of the provisions of these bylaws, the Board of this Society will at all times reserve at least four (4) of its seats for Directors who are self-identified as

persons with HIV/AIDS. Active efforts will be made to recruit such Directors and every effort will be made to ensure that the seats are filled with such Directors. In the absence of such people with HIV/AIDS as Directors, the seats will be vacant, and not be filled with persons other than people with HIV/AIDS. Such persons have the same powers, duties and responsibilities as other Directors.

- 5.16 No person is qualified to become or continue to act as a Director who is:
- a) under the age of eighteen (18) years;
 - b) found to be incapable of managing their own affairs by reason of mental infirmity;
 - c) an undischarged bankrupt; or
 - d) convicted anywhere of an offence involving fraud unless five years have elapsed since the expiration of the period fixed for suspension or the passing of sentence without sentencing or since a fine was imposed, if any, was concluded, whichever is the latest, but the disability imposed, if any, was concluded, whichever is the latest, but the disability imposed by this clause ceases upon a pardon being granted under the Criminal Records Act (Canada).

Part 6: Proceedings of Directors

- 6.1 The Directors may meet together at the places they think fit to despatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- 6.2 The Directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the Directors then in office.
- 6.3 If at a meeting the chairperson is not present within thirty (30) minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be chairperson at that meeting.
- 6.4 The Secretary, on the request of any three Directors, shall convene a meeting of the Directors.
- 6.5 The Directors may delegate any, but not all, of their powers to committees consisting of a Director or Directors, except as herein provided:
- a) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Board of Directors and shall report, for ratification, every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held after it has been done.
 - b) A committee shall elect a chairperson of its meetings, and may permit the attendance and participation of non-members of the Society in the business of the committee but such non-members shall not be allowed to vote.

- c) The members of a committee may meet and adjourn as they think proper.
- 6.6 Questions arising at a meeting of the Directors or committee of Directors shall be decided by a majority of votes.
- 6.7 No resolution proposed at a meeting of Directors or committee of Directors need be seconded and the chairperson of a meeting may move or propose a resolution.
- 6.8 In case of an equality of votes the chairperson shall not have a casting or second vote in addition to the vote to which the chairperson is entitled and the proposed resolution shall not pass.
- 6.9 A resolution consented to in writing, or by telegram, telex or any other method of transmitting legibly recorded messages by all of the Directors, or all of any duly called or constituted committee of the Directors, is a valid resolution. Such resolution may be in two or more parts, with each part signed by one or more Directors. The signed resolution or parts shall be deemed one resolution in writing and shall be filed with the minutes of the proceedings of the Directors or the committee of the Directors, as the case may be.
- 6.10 A Director may participate in a meeting of the Directors or any committee of the Directors by means of conference telephone or other communication facilities by means of which all persons participating in the meeting can hear each other and provided that all such persons agree to such participation.

Part 7: Duties of Officers

- 7.1 The Chair is the chairperson of the Board of Directors of the Society and shall supervise the other Officers in the execution of their duties.
- 7.2 The Vice-Chair shall carry out the duties of the Chair during the Chair's absence.
- 7.3 The Secretary shall:
 - a) conduct the correspondence of the Society;
 - b) issue notice of meetings of the Society and Directors;
 - c) keep minutes of all meetings of the Society and Directors;
 - d) have custody of all records and documents of the Society except those required to be kept by the Treasurer;
 - e) have custody of the common seal of the Society; and
 - f) maintain the register of members.
- 7.4 The Treasurer shall:

- a) keep the financial records, including books of account, necessary to comply with the Society Act;
 - b) render financial statements to the Directors, members and others when required.
- 7.5 In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.

Part 8: Executive Director

- 8.1 The Directors shall select and employ a competent Executive Director who shall be its direct representative in the management of the Society. The Executive Director shall be a member, Ex Officio, and of all Committees of the Directors and shall report to the Board Chair.
- 8.2 The Executive Director shall be given the necessary authority and held responsible for the administration of the Society in all its activities and departments, subject only to such policies as may be adopted by, and such directives as may be issued by the Directors and by the provisions of these Bylaws.
- 8.3 More specifically the authority, duties and responsibilities of the Executive Director include, but are not limited to:
- a) preparing and submitting, upon the Directors' request, for the Directors' approval, plans relating to the organization and management of the staff of the Society, including lines of responsibility, job descriptions and personnel policies and procedures;
 - b) preparing periodic estimates showing expected revenue and proposed expenditures of the Society;
 - c) submitting on a regular basis to the Directors periodic reports showing the operation activities and financial position of the Society, and to prepare any special reports that may be required by the Directors;
 - d) supervising all business affairs such as records of financial transaction, collection of accounts, and the purchase, receipt and issuance of supplies;
 - e) ensuring that all funds and other gifts are collected, reported and expended or utilized to the best advantage.
 - f) exercising such other powers and fulfill such other duties as are from time to time assigned to him/her by the Directors or are incidental to his/her office.

Part 9: Borrowing and Investing

- 9.1 In order to carry out the purpose of the Society the Directors may, on behalf and in the name of the Society, raise or secure the payment or repayment of the money in the manner they decided and, in particular but without limiting the foregoing, by the issue of mortgage or debentures.
- 9.2 No debenture shall be issued without the sanction of a special resolution.
- 9.3 The members may by special resolution restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.
- 9.4 The Board of Directors:
- (1) May authorize investment of funds of the Society in any or all of the following:
 - a) any of the investments now or from time to time authorized by law for the investment of trust funds;
 - b) any of the investments now or from time to time authorized by the laws of Canada for the investment of the funds of life insurance companies but without regard to any percentage limitations as to diversification within the authorized class thereof set forth in the relevant enactments;
 - c) any mutual or pooled investment funds;
 - d) land or retention of land indefinitely with or without improvements thereon and whether or not yielding any interest income or other revenue,
 - (2) Shall have express power to vary and transpose any such investments among any of the classes hereby authorized in (1) and subject to the Society Act.
- 9.5 The Directors shall not be held liable for any loss that may happen to funds of the Society in connection with any such investments made in good faith by the Board of Directors and pursuant to 9.4(1)(b), Directors shall be exonerated from liability as to the eligibility of investments made pursuant to subclause (b) above provided that a written statement as to such eligibility has been obtained from an investment dealer or stockbroker.

Part 10: Grants and Contributions

- 10.1 The making of grants and contributions and otherwise rendering financial assistance shall be within the power of the membership and the Board of Directors.
- 10.2 The Board of Directors shall require that all requests for grants or contributions be made in writing stating amount requested and the use for which the funds will be put and whether their use is consistent with the purposes of the Society.
- 10.3 The Board of Directors shall require that grantees furnish periodic accountings to show disbursed funds have been expended for the purposes which are approved.

- 10.4 All grantees shall enter into an agreement with the Society on such terms and conditions which the Board of Directors shall determine ensuring proper use of the funds.

Part 11: Auditor

- 11.1 This part applies only where the Society is required by law or has resolved to appoint an auditor.
- 11.2 The first auditor shall be appointed by the Directors.
- 11.3 At each annual general meeting the Society shall appoint an auditor to hold office until s/he is re-elected or a successor is elected at the next annual general meeting.
- 11.4 An auditor may be removed by ordinary resolution.
- 11.5 An Auditor shall be promptly informed in writing of an appointment or removal.
- 11.6 No Director, member or employee of the Society shall be auditor.
- 11.7 The auditor may attend general meetings.

Part 12: Notice to Members

- 12.1 A notice may be given to a member, either personally or by mail, at the address as indicated on the register of members of the Society. A member may at any time advise the Society in writing of a change of address and the Secretary shall so record that change.
- 12.2 A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted.
- 12.3 Notice of a general meeting shall be given 14 days in advance to:
- a) every member shown on the register of members on the day the notice is given;
 - b) the auditor; and
 - c) chairpersons of all committees, advisory boards or honorary boards, if such committees and boards exist.
- 12.4 No other person is entitled to receive a notice of a general meeting.

Part 13: Seal

- 13.1 The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

- 13.2 The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution.

Part 14: General Provisions

- 14.1 Subject to the Society Act, every Director and every Officer or member of each committee of the Board of Directors and their heirs, executors and administrators, and estates of those Directors, Officers and members shall, 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 or reasonably incurred by them, in a civil, criminal or administrative action proceeding to which they are Officer, or member of a committee, including an action bought by the Society, if:
- a) they acted honestly and in good faith with a view to the best interests of the Society, and;
 - b) in the case of a criminal or administrative action or proceeding, they had reasonable grounds for believing that their actions were lawful.
- 14.2 No Director or Officer shall be liable for the acts, receipts, neglects, or defaults of any other Director, Officer, or member or for joining in any loss or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of a Director, Officer, or member for or on behalf of the Society, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities, or effects of the Society have been deposited or for any loss, damage or misfortune whatever which may happen in the execution thereof unless the liability arises through the willful neglect, default or dishonesty of the Director or Officer.
- 14.3 No member of the Board of Directors shall receive any remuneration from the Society for services rendered as a member of the Board of Directors of the Society, provided that any Director may be reimbursed for their reasonable expenses actually incurred in connection with the business of the Society, and that any Director may act by themselves or by their firm in a professional capacity for the Society and s/he or their firm shall be entitled to remuneration for professional services as if s/he were not a Director.
- 14.4 It shall be the duty of every Director who is in any way, whether directly or indirectly, interested in a contract or transaction or proposed contract or transaction with the Society to fully and promptly disclose such interest to the extent, in the manner, and at the time required by the applicable provisions of the Society Act and to abstain from voting in respect of the contract or transaction or proposed contract or transaction as and when prohibited by the Society Act. Any such Director shall not be counted in the quorum at a meeting of the Board of Directors at which the proposed contract or transaction is approved.
- 14.5 The Society shall provide any member with a copy of the bylaws of the Society upon receiving a request for same accompanied by any fee, not exceeding one dollar, which may be prescribed by the Directors.

14.6 These bylaws shall not be altered or added to except by special resolution.