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Bylaws of The Cortes Island Food Bank Association (the “Society”)

Summary

The Cortes Island Food Bank Association was incorporated in 2022, under the Charity umbrella of the Southern Cortes Community Association (SCCA). We are a member of Food Banks BC and are responsible for operating according to Food Banks Canada’s Standards of Excellence.

Our Constitution

The purposes of the Cortes Island Food Bank Association (CIFBA) are:

- a) To build a sustainable and resilient Food Bank for the Cortes Island community.
- b) To provide food and other related assistance free of charge to Cortes Island inhabitants who are food insecure regardless of race, national or ethnic origin, citizenship, colour, religion, sex, gender, sexual orientation, income source, age or mental or physical ability.
- c) To respect the dignity and privacy of those served and maintain the confidentiality of personal information.
- d) To raise awareness of the Food Bank’s services in the community.
- e) To source food supplies wherever possible, in a manner that maintains or enhances local food security, the operations of local food producers, and other suppliers on Cortes.

Our membership meets annually to review our financial statements and annual report, and vote for our board of directors, who are responsible for setting and acting on annual strategic priorities, and fulfilling all of our obligations as stated in the Societies Act of British Columbia.

Part 1 - Definitions & Interpretation

1.1 Definitions

In these bylaws:

“Act” means the Societies Act of British Columbia, as amended from time to time;

“Board” means the directors of the Society;

“Bylaws” means these bylaws, as altered from time to time.

1.2 Definitions in Act apply

The definitions in the Act apply to these bylaws.

1.3 Conflict with Act or regulations

If there is a conflict between these bylaws and the act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Part 2 – Members

2.1 Application for membership

A person may apply to the board for membership in the society, and the person becomes a member on the board's acceptance of the application.

2.2 Duties of members

Every member must uphold the constitution of the society and comply with these bylaws.

2.3 Amount of membership dues

The amount of the annual membership dues, if any, must be determined by the Board. There is currently no membership fee.

2.4 Member not in good standing

A member is considered not in good standing if they fail to attend 5 consecutive meetings and/or are unable to fulfil the duties they have agreed to, ONLY if the rest of the members vote to consider them not in good standing.

2.5 Termination of membership if a member is not in good standing

A person's membership in the society is terminated if it is determined that the person is not in good standing, and ONLY if the rest of the members vote to terminate them.

Part 3 – General meetings of members

3.1 Time and place of general meeting

A general meeting must be held at the time and, if applicable, place the board determines.

3.2 Annual general meeting held in writing

An annual general meeting (AGM) can be held entirely in writing. All voting members must consent to a written resolution covering the matters that must be dealt with at the AGM, including the presentation of the financial statements and any auditor's report.

3.3 Electronic participation in general meetings

Members can participate in meetings by phone or using other technology so long as all the people participating are able to communicate with each other. The board may determine, in its discretion, to hold any general meeting in whole or in part by electronic means, so as to allow some or all members to participate in the meeting remotely. Where a general meeting is to be conducted using electronic means, the board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

Persons participating by permitted electronic means are deemed to be present in person at the general meeting.

Relevant Definitions:

"Electronic Means" means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:

- a) In relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
- b) In relation to a vote, it permits voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters.

3.4 Notices of general meetings

Written notices of every general meeting must be sent out to members between 14 and 60 days before the day the meeting will be held. "Days" means non-holiday business weekdays. Written notice includes electronic messages. Notice of a general meeting must include the date, time, and location of the meeting. The notice must also include the text of any special resolutions to be considered at the meeting.

3.5 Ordinary business at general meeting

At a general meeting, the following business is ordinary business:

- a) Adoption of agenda and approval of previous meetings minutes;
- b) Consideration of any financial statements of the society presented to the meeting;
- c) Consideration of the reports, if any, of the directors or auditor;
- d) Election or appointment of directors;
- e) Appointment of an auditor, if any;

- f) Business arising out of a report of the directors not requiring the passing of a special resolution.

3.6 Notice of special business

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

3.7 Member proposals

A member proposal must be added to the members' meeting agenda if the proposal is signed by at least 5% of the society's voting members. The proposal must be received by the society at least seven days before notice of the AGM is sent. The society's board of directors have the discretion to reject the proposal if it is substantially similar to an issue that has already been voted on at a member's meeting in the previous two (2) years.

3.8 Chair of general meeting

The following individual is entitled to preside as the chair of a general meeting:

- a) The individual, if any, appointed by the board to preside as the chair;
- b) If the board has not appointed an individual to preside as the chair or the individual appointed by the board is unable to preside as the chair, then one of the directors in attendance at the meeting can act as chair, as voted on by the members who are in attendance.

3.9 Quorum required

Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is in attendance.

3.10 Quorum for general meetings

The quorum for the transaction of business at a general meeting is 3 voting members or 20% of the voting members, whichever is greater.

3.11 Lack of quorum at commencement of meeting

If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not in attendance, a new date is chosen to reconvene, and the meeting is terminated.

3.12 If quorum ceases to be present

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

3.13 Order of business at general meeting

The order of business at a general meeting is as follows:

- a) Elect an individual to chair the meeting, if necessary;
- b) Determine that there is a quorum;
- c) Approve the agenda;
- d) Approve the minutes from the last general meeting;
- e) Deal with any unfinished business from the last general meeting;
- f) If the meeting is an annual general meeting:
 - i) Receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - ii) Receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - iii) Elect or appoint directors, and
 - iv) Appoint an auditor, if any;
- g) Deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- h) Terminate the meeting.

3.14 Voting by members

Each member in good standing is entitled to one (1) vote on matters for determination by the members. No other person is entitled to vote on a matter for determination by the members, whether at a general meeting or otherwise.

3.15 Voting on an Ordinary Resolution

Unless the Act, these bylaws or adopted rules of order provide otherwise, every issue for determination by a vote of the Members will be decided by an ordinary resolution. Issues determined by ordinary resolution include:

- a) Dissolution of the society;
- b) Appointment of a new director in the event that one is removed.

An ordinary resolution is passed at a general meeting by receiving a simple majority (50%+1) of votes cast by present voting members. In addition, an ordinary resolution may be passed if agreed to in writing by 2/3 of the total voting members in the society.

3.16 Voting on a Special Resolution

If a general meeting will discuss matters relating to a special resolution, the text of the special resolution for the meeting must be provided in the notice of the general meeting.

A special resolution is required when a resolution will have particular significance to the structure or ethics of the society, such as when:

- a) The constitution or bylaws of the society are altered;
- b) A director or other member is removed or disciplined;
- c) The society wants to enter into a contract that may result in a conflict of interest for a director;
- d) Other significant financial alterations to society, such as liquidation, sale of assets, or leasing of assets.

A special resolution is passed at a general meeting by receiving 2/3 of the votes cast by present voting members in accordance with the Societies Act. In addition, a special resolution may be passed if agreed to in writing by all voting members.

3.17 Methods of voting

At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, two (2) or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

3.18 Announcement of result

The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

3.19 Proxy voting not permitted

Voting by proxy is not permitted at this time.

Part 4 – Directors

4.1 Number and term length of directors on the board

The society must have no fewer than 3 and no more than 11 directors, who serve for one-year terms. There is no limit to the number of consecutive terms a director can be voted or appointed to serve.

4.2 Election or appointment of directors

At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the board.

A director must be a member in good standing of the society and cannot:

- a) Be declared incapable by a court,
- b) Be an undischarged bankrupt, or
- c) Have been convicted of fraud or certain other criminal offences within the last 5 years (unless they received a pardon).

It is an offence for a non-qualified person to act as director. If a director becomes disqualified, they must resign.

Individuals aged 16 or 17 can act as directors, so long as the majority of directors are at least age 18.

The Act requires that every director who is designated, appointed, or elected must either consent in writing to be a director or agree in-person to be a director at the meeting at which they are designated, appointed, or elected. The Societies Act also requires the society to keep a record of every consent to act as a director.

4.3 Directors may fill a vacancy on board

The board may, at any time, appoint a member as a director to fill a vacancy that arises on the board, for any reason, including the resignation, death or incapacity of a director during the director's term of office.

4.4 Term of appointment of director filling casual vacancy

A director appointed by the board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Part 5 – Directors’ meetings

5.1 Calling directors’ meeting

A directors’ meeting may be called by any director.

5.2 Notice of directors’ meeting

At least 2 days’ notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period.

5.3 Proceedings valid despite omission to give notice

The accidental omission to give notice of a directors’ meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

5.4 Conduct of directors’ meetings

The directors may regulate their meetings and proceedings as they think fit.

5.5 Quorum of directors

The quorum for the transaction of business at a directors’ meeting is a majority of the directors.

Part 6 – Board positions

6.1 Assigning board positions

Board positions are assigned by the elected directors at the first board meeting following the Annual General Meeting, or after a special resolution vote to elect or appoint a new director. The following board positions must be filled by directors, and a director, other than the president, may hold more than one position:

- a) President;
- b) Vice-president;
- c) Secretary;
- d) Treasurer.

6.2 Directors at large

Directors who are elected or appointed to positions on the board in addition to the positions described in these bylaws are elected or appointed as directors at large.

6.3 Role of president

The president is the chair of the board and is responsible for supervising the other directors in the execution of their duties.

6.4 Role of vice-president

The vice-president is the vice-chair of the board and is responsible for carrying out the duties of the president if the president is unable to act.

6.5 Role of secretary

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

- a) Issuing notices of general meetings and directors' meetings;
- b) Taking minutes of general meetings and directors' meetings;
- c) Keeping the records of the society in accordance with the Act;
- d) Conducting the correspondence of the board;
- e) Filing the annual report of the society and making any other filings with the registrar under the Act.

6.6 Absence of secretary from meeting

In the absence of the secretary from a meeting, the board must appoint another individual to act as secretary at the meeting.

6.7 Role of treasurer

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

- a) Receiving and banking monies collected from the members or other sources;
- b) Keeping accounting records in respect of the society's financial transactions;
- c) Preparing the society's financial statements;
- d) Making the society's filings respecting taxes.

6.8 Shared responsibilities

All members of the board of directors share an equal responsibility for ensuring the tasks listed under each role are completed. At any time, any board member can request to delegate, share, or take responsibility for one or more of the necessary tasks, regardless of their assigned role. This sharing of responsibilities is voted on by directors, as part of the regular business of directors' meetings.

Part 7 – Remuneration of directors and signing authority

7.1 Remuneration of directors

These bylaws do not permit the society to pay to a director remuneration for being a director, but the society may, subject to the Act, pay remuneration to a director for services provided by the director to the society in another capacity. Subject to the conflict of interest rules, a director can be paid to be an employee of or contractor to the society. However, at all times a majority of directors must not be getting paid as employees or contractors.

The society must disclose any remuneration paid to a director. Remuneration is money or other compensation paid for work or services performed. The disclosure must be made in a note to the annual financial statements, which are available to society members and to the public.

7.2 Conflict of interest

A conflict of interest occurs when someone has a duty to act in the best interests of the society, yet they may have personal interests that conflict with that duty. A director is in a conflict of interest when they have a "direct or indirect material interest" in a contract or transaction with the society or a matter for consideration by the board. A "material interest" is an interest that is not insignificant and could reasonably be considered to affect a person's decision-making.

A director who is in a conflict of interest must:

- a) Promptly and fully disclose the conflict to the directors
- b) Leave the room during any discussion or vote at a board meeting on the conflict matter
- c) Refrain from any action intended to influence the discussion or vote
- d) Abstain from voting on the conflict matter

The society must keep a record of any disclosures by directors of a conflict of interest.

7.3 Reimbursement for reasonable expenses

Reimbursement of a director for reasonable expenses is permitted. These could include transportation or accommodation expenses incurred while representing the board.

7.4 Signing authority

A contract or other record to be signed by the society must be signed on behalf of the society by any two (2) directors.

Part 8 – Dissolution of the society

8.1 Transferring of assets

Upon the winding up or dissolution of the society, any assets remaining after the debts have been satisfied shall be transferred to an organization having purposes similar to those of the society.