



NORTHERN B.C. FRIENDS OF CHILDREN SOCIETY

PO Box 2463, Prince George, B.C. V2N 2S6

AGM Agenda- June 24, 2024

Meeting: Annual General Meeting

Date: June 24th, 2024

Zoom Meeting- 6:30- 7:30 PM Mountain Time or 5:30-6:30 PM Pacific Time

<https://zoom.us/j/97293491429?pwd=OW9leER1KzgrUk51MXYxZXIxTHRfZz09>

Meeting ID: 972 9349 1429

Passcode: 506409

Or join in Person at:

**Kootenay Child Development Center #16 12th Ave north Cranbrook B.C.
V1C 3V7**

Email if you are attending in person to: ekoffice@friendsofchildren.ca

ORDER OF BUSINESS

- 6:30PM- Call to order review of agenda
- 6:35PM- Review of 2023 minutes
- 6:40PM- 2023 Financial Review
- 6:50PM- President's Report
- 6:55PM- 2023 Year in Review for Supports & Operations
- 7:05PM- Introduction of current board members
- 7:10PM- Review roles/vacancies & any new policies/bylaws
- 7:20PM – Election- Presentation of 2024 Board of Directors
- 7:30PM- Appointment of Signing Authorities/Accounting Review for 2024-2025

Adjournment



Annual General Meeting June 22, 2023, Minutes

Via ZOOM- 7-8PM- Pacific Time

Commencement 7 PM

Attendance

- 8 voting members present: Riley Wilcox, Gord Abernethy, Derek Dougherty, James Letcher, Jackalin Lightfoot, Patricia Whalen, Christina Ward, Krystal Oleson, 2 staff: Tracey McBride, Sheila Hall, 1 guest- Janet Ames- Ames Foundation

Call to Order and Adoption of Agenda

- Riley Wilcox called the meeting to order, welcomed everyone, asked everyone to review, add or accept the previous minutes and asked for someone to move the previous minutes.
- Derek Dougherty made a motion to accept as presented. Gord 2nd. Passed

Previous Minutes

Derek Dougherty made a motion to accept the minutes of the June 8,2022 minutes of the Annual General Meeting, James 2nd. **Carried.**

Financial Report/Signing Authorities

Treasurer/Secretary Derek Dougherty presented the 2022 Financial Statement. Patricia made a motion to accept the 2022 Financial Statement. Gord 2nd. **Carried**

Review and Adaption of Bylaws

Motion to approve the adapted bylaws for the Northern B.C. Friends of Children Society by Gord, Derek 2nd. **Carried.**

Election of Board of Directors

- Riley Wilcox presented the 2022 Board of Directors, thanked James Letcher who was stepping down for 2023 and presented the new slate for 2023, the following members let their name stand for 2023:
- Derek Dougherty, Riley Wilcox, Jackalin Lightfoot, Gordon Abernathy, Kystal Oleson, Patricia Ward, and Jackalin Lightfoot nominated a new member for 2023: Shelley Anderson.

Riley asked if there were any questions and called for any other nominations three times.

Patricia motioned to accept and Jacklin 2nd. Carried

Appointment of signing authorities

Derek made a motion for signing authorities for the Northern B.C. Friends of Children Society to remain as Riley Wilcox, Derek Dougherty, Tracey McBride and add Jackalin Lightfoot for all financial processes. Gord 2nd. **Carried.**

Adjournment 7:35 PM



Returning Board Members Putting their name forward:

- Riley Wilcox from Cranbrook
- Jackalin Lightfoot from Kimberly
- Gordon Abernethy from Kimberly
- Christine Wards from Dawson Creek
- Patricia Whalen from Cranbrook
- Krystal Oleson from Cranbrook
- Shelly Anderson from Prince George

New Potential Members

- Darlene Westerman from Terrace



Board Slate for 2024-2025

Management Report

Northern BC Friends of Children

For the period ended December 31, 2023

Prepared on

June 10, 2024

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Profit and Loss

January - December 2023

	Total
INCOME	
4100 General Donations	31,758.15
4200 Family Donations	22,906.24
4300 Fundraising	17,257.60
4500 Direct Asset Grants	27,000.00
4510 Service Club Gaming Donations	1,500.00
4600 Gifts in Kind Donations	1,000.57
4750 Alberta Accomodations Income	9,140.76
4850 Grant Income	77,691.60
Total Income	188,254.92
COST OF GOODS SOLD	
5100 Accommodations	40,471.29
5150 Alberta Accommodations Expense	12,984.45
5200 Travel-Airfare	9,073.37
5210 Travel-Ground	42,287.95
5300 Family-Food	20,834.03
5350 Special	1,475.60
5380 High Speed Internet	1,138.91
Total Cost of Goods Sold	128,265.60
GROSS PROFIT	59,989.32
EXPENSES	
5000 Payroll Expenses	
5010 Wages & Salaries	105,781.54
5040 WCB expense	184.33
5070 Employee benefits	963.06
Total 5000 Payroll Expenses	106,928.93
5400 Cost of Fundraising	
5410 Advertising	281.40
5430 Prizes & Gifts	1,000.57
Total 5400 Cost of Fundraising	1,281.97
5700 General Administrative Expenses	
5710 Accounting & Legal	13,798.43
5740 Interest & Bank Charges	807.50
5750 Non-deductible interest and penalties	230.00
5760 Other professionals	7,875.00
5770 Insurance, Licenses and Dues	1,855.54
5780 Courier & Postage	459.23
5790 Office expenses	2,700.11
5830 Rent	3,747.93
5840 Repair & Maintenance	1,375.00
5850 Telephone/Fax/Toll Free	3,304.09
5860 Parking	73.08
Total 5700 General Administrative Expenses	36,225.91
Total Expenses	144,436.81

PROFIT

Total
\$ -84,447.49

Balance Sheet

As of December 31, 2023

	Total
ASSETS	
Current Assets	
Cash and Cash Equivalent	
1015 TD Gaming	7,716.90
1080 TD Family	133,795.05
PLCLCAD Plooto Clearing	105.65
Total Cash and Cash Equivalent	141,617.60
Accounts Receivable (A/R)	
1350 Accounts Receivable	5,909.25
Total Accounts Receivable (A/R)	5,909.25
1100 Security Deposits	201.00
1302 Accrued Receivables	1,046.00
1450 Community Endowment Fund	1,150.00
Total Current Assets	149,923.85
Non-current Assets	
Property, plant and equipment	
1500 Computer Equipment	1,636.51
Total Property, plant and equipment	1,636.51
Total Non Current Assets	1,636.51
Total Assets	\$151,560.36
LIABILITIES AND EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable (A/P)	
2100 Accounts Payable	1,181.79
Total Accounts Payable (A/P)	1,181.79
Credit Card	
2070 Gaming PG	207.50
2071 TD VISA EK	972.16
2072 TD Family VISA PG	368.19
2074 TD Gaming VISA PG	551.08
Total Credit Card	2,098.93
2310 GST/HST Payable	-5,542.78
Payroll Liabilities	
2230 British Columbia WSBC	132.63
Federal Taxes	2,044.34
Total Payroll Liabilities	2,176.97
Total Current Liabilities	-85.09
Non-current Liabilities	
2850 Deferred Revenue - Accomodations	15,859.24
Total Non-current Liabilities	15,859.24
Total Liabilities	15,774.15

	Total
Equity	
3650 Interfund Transfers	300.00
Retained Earnings	219,933.70
Profit for the year	-84,447.49
Total Equity	135,786.21
Total Liabilities and Equity	\$151,560.36

SOCIETY ACT

Constitution and Bylaws of Northern B.C. Friends of Children Society (FoC) #S-37876)

Updated May 2023 June 2024

CONSTITUTION

The purposes of Northern B.C. Friends of Children Society are:

- (1) To financially assist families living with children in medical need who are unable to meet extraordinary medically related expenses incurred;
- (2) To provide emotional and informational support to such families and coordinate with other service clubs and organizations that may be of benefit.

BYLAWS

Part 1 – Interpretation

1 (1) In these bylaws, unless the context otherwise requires:

"directors" means the directors of the society for the time being;

"Society Act" means the Society Act of British Columbia from time to time in force and all amendments to it;

"registered address" of a member means the member's address as recorded in the register of members.

(3) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.

ADD

- "Bylaw" means this bylaw (including the schedules to this bylaw) and all other bylaws of the Society as amended and which are, from time to time, in force;
- "President" means the President of the Board;
- "Society" means the Society that has passed these Bylaws under the Act or that is deemed to have passed these Bylaws under the Act;
- "Employee" means an individual employed by the Society;
- "General Manager" means the employee of the Society who is the accountable to the Board of Directors;

- “Majority” means more than half of the Members of the Board of Directors or the Members of the Society; when the term “majority vote” is used without qualification it means more than one half of the votes cast by persons legally entitled to vote;
- “Meeting” includes meetings conducted in-person, by teleconference or by video conference.
- "Member" means a person who is a voting member of the Society in accordance with these Bylaws and who meets the eligibility for Members as specified in these Bylaws; “Members” and “Membership” mean Members collectively.
- "Officer" means an officer of the Society.
- FoC is an abbreviated version of Friends of Children

Part 2 – Membership

- 1 The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members. A member may be an individual, a family, or a corporation.
- 2 A person may apply to the directors for membership in the society and on acceptance by the directors is a member and/or after receiving family assistance from the society.
- 5 Every member must uphold the constitution and comply with these bylaws.
- 6 A person ceases to be a member of the society
 - (a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,
 - (b) on his or her death or, in the case of a corporation, on dissolution,
 - (c) on being expelled, or
 - (d) on having been a member not in good standing for 12 consecutive months.
 - (e) Circumstances may necessitate the expulsion of a member from the not-for-profit board if they engage in theft or engage and found guilty of any criminal act that would have a negative impact on the Society. .
- 7
 - (1) A member may be expelled by a special resolution of the members passed at a Board meeting. Any member in good standing of the society has the authority to bring forth a notice of special resolution for expulsion to the Board.
 - (2) 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. The person shall be given a 15

day written notice of the date of the meeting. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

(3) Expulsion of a member occurs upon securing a majority vote of 50% +1 at a board meeting.

Membership Restrictions

The following restrictions affect the eligibility of individuals to the membership of the Society :

- No employee of the Society shall be eligible for membership in the Society .
- No past employee of the Society shall be eligible for membership in the Society until two years after leaving the Society and as long as no legal action is pending.
- No immediate family member, including spouse, child, parent, brother or sister related to a member of the Board of Directors or related to a member of the senior management of the Society , shall be eligible for membership in the Society .

Membership

A Membership in the Corporation is not transferable and automatically terminates if the Member resigns or such Membership is otherwise terminated in accordance with the Act and/or in accordance with Section 2 of these bylaws.

Part 3 – Meetings of Members

- The purpose of the meetings of the Board of Directors/Members is to transact business on behalf of the Society .
- All meetings of the Society will follow Roberts or Bourinot's Rules of Order
- Authority to Call - The meetings of the Board of Directors are called by the President or on the direction in writing of three (3) Directors.
- The Board shall meet a minimum of six (6) times per year. The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.
- Directors shall be expected to attend a minimum of seventy percent (70%) of all regularly constituted meetings of the Board of Directors. The Board may excuse a Director from complying with such attendance requirements in extraordinary circumstances. The Board President shall review the attendance record of each Director and shall follow up with any Director who does not comply with attendance expectations. A non-compliant Director who fails to improve attendance may, by resolution passed by at least a two-thirds (2/3) vote, be removed from the Board before the expiration of their term for not properly discharging their responsibilities.
- The President shall preside at Board meetings. In the absence of the President, the Directors present shall appoint the Vice-President or another Officer to act as the President.

- Each Director has one vote. A majority of votes shall decide questions arising at any Board meeting. The following rules apply:
 - Tie votes will be defeated.
 - Abstentions will be counted as a no vote.
 - Motions will be carried by 50% + 1 vote.
- At least fifty percent plus one (50+1) of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors. Conflicts of interest and vacancies on the Board of Directors shall recalculate quorum for all Board meetings. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum, to fix the time at which to adjourn, to adjourn, or to take a recess.

Notice of the time and place for the holding of a regular meeting of the Board shall be given in the manner provided in Part 3 of this Bylaw to every Director of the Society not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Society .

- 10 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

Notice of the time and place for special meetings may be called on twenty-four (24) hours' notice by the President or by any two (2) Directors for specific matter(s), and no additional item shall be added to the agenda unless there is a full complement of Directors in attendance and unless there is unanimous agreement to add the item. The business transacted at the meeting shall have the approval of the majority of the Board of Directors.

- 11 (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
- (2) 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.

- 12 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.

- 13 If a society has 100 members a notice of general meeting may be sent by email to every member as well as published in a newspaper or posted on a website.

Part 4 – Proceedings at General Meetings

14 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 following:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of directors;
 - (vi) the appointment of the auditor, if required;
 - (vii) the 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.

15 (1) 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.

(2) 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.

(3) A quorum is 50% +1 members present or a greater number that the members may determine at a general meeting.

16 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.

17 (1) 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.

- (2) 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.
- (3) 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.
- 18 (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- (2) 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.
- 19 (1) A member in good standing present at a meeting of members is entitled to one vote.
- 20 (2) Voting is by show of hands (either electronic or in person), at discretion of the chaor, voting may be conducted in a manner designated by the chair.
- 21 Voting by proxy is not permitted.
- 22 A corporate member may vote by its authorized representative, but no proxy votes are allowed. This representative is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.
- 23 A family member may vote through one identified legal guardian of the children receiving assistance from the society. The identified guardian is entitled to speak and vote, and in all other respects exercise the rights of a member.

Part 5 – Directors and Officers

Composition

- The affairs of the Society shall be managed by a Board of Directors comprising of no less than three (3) and a maximum of twelve (12) persons, each of whom is a member of the Society.
- The Board shall be made up of members who reside and/or work in the Province of British Columbia. The Board will strive to recruit a diverse demographic of ambassadors representing various sectors of the community.

Term of Office

- Each Director shall be elected by the Members to the Board for a term of three (3) years at a duly called Annual General Meeting. A Director may be elected for two (2) subsequent terms of three (3) years at a duly called Annual General Meeting. After a minimum of one year absence from the board, a former Board member may be nominated for one (1) additional term of three (3) years at a duly called Annual General Meeting. Directors shall be elected based on the number of votes received, so that the nominee for the position of Director receiving the most votes shall be elected first, and the nominee for the position of Director receiving the second most votes shall be elected second, and so on, until all twelve (12) Director positions are filled. The term of office of the Directors (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected or appointed until the fourth annual meeting or until their successors are elected or appointed.

Eligibility Criteria

- For a person to be eligible to become a Director of the Society, such person shall meet the eligibility and restrictions criteria for membership in the Society.

To qualify as a Director and throughout each Director's term, the person must:

- Have the qualifications established by the Board of Directors for Director candidates from time to time, based on skill sets relevant to the competent management of the affairs of the Society ;
- Not be an undischarged bankrupt;
- Not have been convicted of a criminal offence involving fraud or moral turpitude.

24 (1) 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.

(2) 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.

25 (1) The president, vice president, secretary, treasurer and one or more other persons are the directors of the society.

(2) The number of directors must be 3 or a greater number determined from time to time at a general meeting.

(3) Business of Northern B.C. Friends of Children Society shall be conducted by an elected Board of Directors, not exceeding-12 directors in total.

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- (1) The directors must retire from office at the end of their term when their successors are elected.
 - (2) Separate elections must be held for each office to be filled.
 - (3) An election may be by acclamation, otherwise it will be ballot (electronic or written)
 - (4) If a successor is not elected, the position will remain vacant until an appointed holds office.
 - (5) Alternative directors or proxy voting at directors' meetings will be prohibited.
- (2) A director so appointed holds office only until the conclusion of their but is eligible for re-election at the meeting according to Part 5 (insert #)of these bylaws when approved.

- 28
- (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.
 - (2) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

- 29
- The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.

Vacancies: Officers of the Corporation

- If the vacancy occurs in the office of the President, or for any reason the President is no longer able to act in that capacity, the Vice-President is authorized to act for and assume all responsibilities of the office of President. A meeting of the Board of Directors shall be held within four weeks of the vacancy for the purpose of electing a President. Vacancies in other offices of the Corporation shall be filled, by a majority vote of the Board of Directors, from among those eligible to serve, for the balance of the unexpired term.
 - The office of a Director shall be vacated immediately
 - if the Director dies or becomes bankrupt;
 - if the Director is found to be incapable by a court or incapable of managing property under British Columbia law;
- 30
- 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.

Part 6 – Proceedings of Directors

Responsibilities of the Board

- The board is responsible for determining the mission, vision and direction of the Society. Members of the board shall:
 - Act in a position of trust for the community by setting policies that will guide and protect BC Friends of Children (FoC) and its stakeholders
 - Be responsible for the effective governance of the Society and provide support and guidance to the committees reporting to it
 - Make decisions that are in the best interest of FoC.
 - Speak with one voice publicly and support all Society decisions.

- Specific task may include:
 - Assessing and approval of the Strategic Plan, along the specific objectives (needed to execute Strategic Plan) as set forth by the FoC management
 - Monitoring the execution of Strategic Plan and objectives
 - Assessing and approval of the scope of activities, programs, and services set forth by FoC management
 - Approving program plans as set forth by the and FoC management
 - Provide governance with respect to FoC and stakeholders/partners.
 - Approving Society budgets
 - Human resource functions with respect to the General Manager including but not limited to involvement in performance and compensation reviews
 - Assessing and approval of significant operational issues facing the Society as needs arise

- Each individual Director has a responsibility to:
 - Ensure that their conduct promotes the objective and values of the Society;
 - Work positively and cooperatively with the other Directors and with the management and staff of the Society;
 - Show respect for the other Directors, regardless of any existing difference of opinion;
 - Be informed about matters relating to the Society and the communities it serves through participation in an initial board orientation and in ongoing development of the Board of Directors;
 - Ensure that they complies with the Bylaws and the governance Policies and Procedures of the Society.
 - Complete the Conflict of Interest declaration

Fiduciary Duty

- The Board of Directors shall exercise its office with reasonable care, skill and diligence to fulfill its fiduciary duty obligations.

Accountability

- The Board of Directors is fully accountable for the Society's continued viability and for the accomplishment of its objectives. No referral or delegation of responsibility and corresponding authority to the President or to any committee will relieve the Board of Directors of this accountability.

Director Confidentiality

- Directors shall respect the confidentiality of all matters, documents and materials brought before the Board, keeping in mind that unauthorized disclosure of the same could adversely affect the interests of the Society . Upon departure from the Board, a Director will return to the President all meeting information and documents of the Society that have been provided to the Director, or shall indicate in writing that all print documents and electronic files have been destroyed.
- Directors must sign a Confidentiality Agreement at the beginning of their term.
- Meetings of the Directors may be called by the President, or any two (2) Directors at any time and any place on notice as required by this by-law, provided that, for the first Society meeting following incorporation, an incorporator or a Director may call the first meeting of the Directors by giving not less than five days' notice to each Director, stating the time and place of the meeting
- The Board shall meet a minimum of six (6) times per year. The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.
- Notice of the time and place for the holding of a regular meeting of the Board shall be given to every Director of the Society not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.

Striking Committees

Committees may be established by the Board as follows:

- Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time
- The Board may delegate to the Committee President or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated.
- The Board shall ensure that a Committee President is selected for each standing and ad hoc committee formed. Each Committee President is in turn responsible for reporting to the Board on committee affairs.

Standing Committees

➤ **Executive Committee**

There shall be an Executive Committee consisting of not fewer than three Directors, and of which the President, Vice-President,

Secretary/Treasurer shall be a member. The Board may delegate to such committee any of the powers of the Board. Subject to the Act, the By-laws and any resolution of the Board, the Committee may meet for the transaction of business and otherwise regulate its meetings as it sees fit and may from time to time adapt, amend or repeal rules or procedures in this regard.

➤ **Governance Committee**

There shall be a Governance Committee composed of not fewer than two Directors, one of whom shall be the Vice-President and the other shall be selected by the Board. The Vice-President shall serve as President of the Governance Committee. The Governance Committee shall advise the Board on governance items and exercise other powers and duties as determined from time to time by the Board.

➤ **Finance Committee**

There shall be a Finance Committee composed of not fewer than two Directors, one of whom shall be the Treasurer and the others shall be selected by the Board. The Treasurer shall serve as President of the Finance Committee. The Finance Committee shall assist the Board in discharging its responsibilities relating to independent oversight, financial reporting, budgets, corporate controls and related matters. The Finance shall serve a dual purpose for the Society:

1. The Audit role involves oversight of the external audit process;
2. The Finance role is to oversee the financial affairs of the Society and review and make recommendations to the Board about the financial affairs and policies of the Society.

➤ **Disbursement Committee**

There shall be a Disbursement Committee composed of not fewer than two (2) Directors or members selected by the Board. The committee members shall appoint a Chair. The Disbursement Committee acts as the governing authorization behind the Societies grants. The Disbursement Committee can approve family requests for a grant up to \$1500.00

- 31 (1) The directors may meet at the places, and use electronic means, they think fit to conduct business, adjourn, and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The directors may from time to time set the quorum necessary to conduct business. Quorum shall be comprised of 3 board members. 50 % plus 1
- (3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
- 32 (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.

- (2) 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.
- 33 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
- 34 The members of a committee may meet and adjourn as they think proper.
- 35 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
- 36 A director who may be absent temporarily from British Columbia may send or deliver to the society as waiver of notice via email or letter for a meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn:
- (a) a notice of meeting of directors is not required to be sent to that director, and
 - (b) all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.
- 37 (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
- (2) In the case of a tie vote, the chair does not have a second or casting vote.
- 38 A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
- 39 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.

- 40 Directors may only pass a directors' resolution without a meeting if they have already sent a copy of the resolution to all directors. Passing the resolution requires all the directors to consent (or a lesser number of directors if allowed by the bylaws).

Part 7 – Duties of Officers

Officers

- The Officers of the Society shall be the President, Vice-President, Secretary/Treasurer.

Office Held at Board's Discretion

- Any Officer shall cease to hold office upon resolution of the Board.

Duties of Officers

- Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.
- 41 (1) The president presides at all meetings of the society and of the directors.
- (2) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
- The President shall preside, when present, at all meetings of the Board and at all meetings of the members of the Society and shall sign all instruments that require their signature. Within the authority delegated by the Board, the President shall represent and/or act on behalf of the Society. The President shall keep and maintain the critical path and vision of the Society, shall set agendas for meetings with the General Manager, Vice-President and Secretary/Treasurer and shall perform such other duties as may be required by law or as the Board may determine from time to time. The President shall see to it that all resolutions of the Board are carried into effect. The President shall be an ex- officio member of all committees of the Board. The President shall follow up on any issues of attendance and/or conduct with individual directors.
- 42 The vice president must carry out the duties of the president during the president's absence.
- 43 The secretary or designate must do the following duties:
- a) conduct the correspondence of the society;
 - b) issue notices of meetings of the society and directors;
 - c) keep minutes of all meetings of the society and directors;
 - d) have shared custody of all records and documents of the society with the General Manager except those required to be kept by the treasurer;
 - e) have custody or access to the common seal of the society;
 - f) maintain the register of members with the General Manager or have access to the members when needed.

44 The treasurer must

(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.

➤ The Treasurer shall, under the direction of the Board of Directors, ensure that a Financial Statement is prepared for, and presented at, every regularly scheduled Board meeting. Duties shall also include but not be limited:

○ Monitoring the annual and projected financial position of the Society;

○ Review the outcomes of the annual audit and any recommendations of the Auditor/Bookkeeper; evaluating the performance of the Auditor/Bookkeeper; and making recommendations to the Board of Directors.

45 (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.

(2) If a secretary/treasurer holds office, the total number of directors must not be less than 3 or the greater number that may have been determined under Part 3. (see Composition)

46 In the absence of the secretary or designate from a meeting, the directors must appoint another person to act as secretary at the meeting.

47 If a director or senior manager is reasonably unaware of a conflict of interest, they are not required to disclose that conflict.

48 Directors can ask a conflicted director or senior manager to remain in a board meeting to provide information. A single director can ask the conflicted person to stay unless the bylaws provide for a different number of directors who must agree.

Part 8 - Seal

49 The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

50 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 9 - Borrowing/Finance

- The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.
- The financial year of the Corporation ends on December 31st in each year or on such other date as the Board may from time to time by resolution determine.
- Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Society shall be signed by any two of its Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, Bylaw or other document of the Corporation to be a true copy thereof.
- All cheques, e-transfers, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed/approved by the General Manager and any one the Director who has signing authority on the bank accounts.

51 To carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide and set an annual budget that is voted upon, and the General Manager adheres to with anything outside of that budget shall be voted on during a regular or special board meeting.

49 A debenture/debt must not be issued without the authorization of a special resolution.

50 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 10 - Auditor

51 This Part applies only if the society is required or has resolved to have an auditor.(Check Society Act)

52 The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.

53 At each annual general meeting the society must appoint an auditor to hold office until the auditor is re• elected or a successor is elected at the next annual general meeting.

- 54 An auditor may be removed by ordinary resolution.
- 55 An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 56 A director or employee of the society must not be its auditor.
- 57 The auditor may attend general meetings.

Part 11 – Notices to Members

Service

- Any notice that needs to be sent to a Member, Director, auditor, or review engagement appointee can be provided by phone, delivered in person, or sent by prepaid mail, fax, email, or other electronic means. The notice should go to their latest address in the Corporation's records, or for the auditor or appointee, to their business address. If no address is given, it should go to the last known address on record. Notice requirements can be waived or shortened with written consent from the recipient.

Error or Omission in Giving Notice

- If the Corporation accidentally fails to give notice to any Member, Director, Officer, committee member, or auditor, or if someone doesn't receive a notice that was properly sent according to the By-laws, or if there's a minor error in the notice that doesn't change its meaning, any decisions made at the related meeting will still be valid.
- 58 A notice may be given to a member, either personally or by email to the member's registered email or address. Notice sent by email is deemed to have been given on the second day following the day on which the email was sent, a notice is also posted on the Society's website and through their social media channels in proving that the notice has been given.
- 59 (1) Notice of a general meeting must be given to
- (a) every member shown on the register of members on the day notice is given, and
 - (b) the auditor if Part 10 applies.
- (2) No other person is entitled to receive notice of a general meeting.

Part 12 – Bylaws

60 On being admitted to membership, each member is entitled to, and the society must give the member access to the constitution and bylaws of the society.

61 These bylaws must not be altered or added to except by special resolution at the annual meeting.

Part 13 – Dissolution of the Society

62 Upon dissolution of the society, the directors shall, after all liabilities are paid, donate all assets of the society, including all monies, computer equipment, office equipment, office furniture, software, reference materials and any other tangible assets to a similar, not-for-profit, children's charity aimed at assisting the medical needs of children living within British Columbia. This provision is unalterable.

63 A society that voluntarily dissolves must pass and file an ordinary resolution appointing a record keeper.

64 If the society is dissolved by the registrar, the record keeper will be the person who was the keeper of the records before

65 the dissolution.

66 The records must be kept in B.C., or, if the records are electronic, they must be available for inspection at a location in

B.C.

67 The record keeper must keep the records in a complete state and avoid loss or damage.

68 The record keeper will be authorized to impose fees (up to the amount in the regulations), a notice period, and reasonable restrictions on the times during which a person may access the records. They may send copies or provide them for pick up.

Part 14

Protection of Directors and Others

No Director, Officer, or committee member of the Corporation is liable for the actions, neglect, or mistakes of others in the Corporation, or for any loss, damage, or expense the Corporation faces due to issues like insufficient property titles, faulty securities, bankruptcy, insolvency, or any other problem, as long as they have:

- Followed the Act and the Corporation's articles and bylaws, and
- Exercised their powers and duties according to the Act.

Conflict of Interest

- Directors shall act at all times in the best interests of the Society. Directors are considered to be in “conflict of interest” whenever they themselves, or members of their family, business partners or close associates, personally or otherwise, benefit, either directly or indirectly, financially or otherwise, or in any other way, from their position on the Board. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.