


**Bylaw changes are highlighted in yellow or are indicated by a purple icon. Hover over or click on those areas in order to see the proposed changes.**

The Name of the Society is THE KINSMEN REHABILITATION FOUNDATION OF BRITISH COLUMBIA

The purpose of the Society is to:

1. (a) To raise funds by way of public appeal or otherwise, and to receive gifts, bequests and donations of property, both real and personal.
  - (b) To administer proceeds of funds raised in the general interest of habilitation and/or rehabilitation of any disabled person in B.C.
2.  To assist people with physical disabilities to attain independence and equality of opportunity generally available in the community, by providing services through information and referral, technical aids, rehabilitation assistance and public education.
3. To co-operate with official and voluntary agencies in the furtherance of the work of the Foundation.
4. To do whatever work, and to engage in any lawful activity which might be necessary to attain the foregoing objectives

***(Amended at the Annual General Meeting dated October 20, 2013)***



# ***The By-Laws of the Kinsmen Rehabilitation Foundation of British Columbia***

## **PART 1 – INTERPRETATION**

1. In these by-laws, unless the context otherwise requires:-
  - (a) “Directors” means the directors of the Society for the time being;
  - (b) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
  - (c) “Registration Address” of a member means **his** address as recorded in the register of members;
  - (d) “The Board” means the Board of Directors;
  - (e) “Member” means organization, Individual, Honorary, Professional or Subscribing member, unless otherwise indicated;
  - (f) The definitions in the Society Act on the date these by-laws become effective apply to these by-laws.
2. Words importing the singular include the plural and vice versa; and words importing a male person includes a female person and a corporation.

## **PART 2 – MEMBERSHIP**

3. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these by-laws and, in either case, have not ceased to be members.
4. The following are eligible for membership in the Society:
  - (a) Organization Members: Any Club, **Zone**, Society or other organizations may be approved for membership by the Board, subject to such provisions as may be laid down by the Board. Individual Kinsmen Clubs, individual Kinette Clubs, individual Kin Clubs, may become organizational members. Such Kinsmen, Kinette and Kin Clubs, as the case may be, shall become Organization Members as individual Clubs
  - (b) Honorary Members: Any person whom the Board wishes to appoint as an Honorary Member by reason of outstanding service to the Society.

- (c) Subscribing Members: Any person who subscribes to the objectives of the Society and makes an annual **financial** contribution in an amount fixed by the Board of Directors, may on written application to the board be designated as a Subscribing member; such membership to be for twelve (12) months from the date of acceptance by the Board, and automatically renewable **by reason of further contributions annually.** 
- (d) Professional Members: Any organization or individual who subscribes to the objectives of the Society and who, through their profession or vocation, will contribute to the purposes of the Society as laid out in the Constitution, may on written application to the Board of Directors **and upon payment of fees as laid out in Section 7,** be designated as a Professional Member; such membership shall be for a period of twelve (12) months from the date of acceptance by the Board, and automatically renewable upon payment of annual fees.
5. Every member shall uphold the constitution and comply with these by-laws.
6. Fees:
- (a) Each Organizational Member shall participate in the fund raising activities of the Society annually
- (b) Each Subscribing Member shall pay annually, a subscription fee as approved and set forth by the Board of Directors.
- (c) Each Professional Member Shall pay annually a fee set forth and approved by the Board of Directors. **Notwithstanding the foregoing such annual fee shall not be less than one hundred dollars (\$100.00).**
7. Voting Privileges:
- (a) Organization Members may each appoint one representative to the Annual General Meeting of the Society, and such representative will be entitled to one Vote.
- (b) Honorary Members shall have no vote unless elected as voting members by the Board of Directors.
- (c) An Organization Member may appoint a **director of the Society or the** representative of an Organization Member to act as proxy at meetings of the Society in the absence of their regular representative, provided that written notice of such an appointment of proxy be presented at such meeting or meetings by the Board of Directors.
- (d) Subscribing Members shall have no vote unless elected as voting members by the Board of Directors. 

- (e) Professional Members shall have no vote unless elected as voting members by the Board of Directors.

8. Cessation of Membership

- (a) Any member of the Society may be **expelled** from the Society by the Board Directors for non-payment of dues, or if the Board of Directors deems it to be in the best interest of the Society.
- (b) A motion to **expel** any member shall be voted on by secret ballot, and will require a majority of those Board members voting to pass.
- (c) No member of the Society shall, while a member of the Society, be paid or accept any remuneration for work done or services rendered to the Society, either directly or indirectly, save and except, a Member or Honorary Member, where services are rendered in his professional or occupational capacity at the request of the Society.
- (d) Subscribing Membership shall cease automatically twelve (12) months after acceptance by the Board of Directors if not renewed **by payment of fees within thirty (30) days of expiration of membership.**
- (e) All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the Society and he is not in good standing so long as the debt remains unpaid.

PART 3 – MEETINGS OF MEMBERS

- 9. The Annual General Meeting of the Society shall be held by the end of the month of October in each calendar year at a time and place to be set by the Board of Directors.
- 10. Ordinary Meetings of the Society shall be held at such times and places as may be set forth by the Board of Directors. An Ordinary meeting of the Society shall also be convened upon a written request signed by not less than ten (10) members of the Society; such request shall set out the objects of the meeting proposed to be called, and shall be delivered to the Head Office of the Society. An Ordinary meeting shall be held within twenty-one (21) days after the receipt of such a request, and if the Board does not convene such a meeting within twenty-one (21) days, the members signing the request, or majority of them, may themselves convene an Ordinary meeting. The cost of such a meeting shall be borne by the members convening the meeting.
- 11. (i) Notice of a general meeting shall be given not less than **fifteen (15) days** prior to the date fixed for the meeting and shall specify the place, the day and the hour of meeting, and, in case of special business, the general nature of that business.

(ii) The accidental omission to give notice of a meeting or notice of the nature of the business to be transacted to, or the non-receipt of such notice or notices by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

#### PART 4 – PROCEEDINGS AT GENERAL MEETING

12. (a) An agenda for each meeting of the Society shall be prepared **not less than fifteen (15) days in advance of each meeting and copies of such agenda shall be included in all written notices as set forth in the Notice of Meetings.**
- (b) The agenda for the Annual General Meeting shall include:
- i Adoption of rules of order
  - ii Consideration of financial statements
  - iii Report of Directors
  - iv Report of Auditors, if any
  - v Election of Directors
  - vi Appointment of Auditor, if required and
  - vii Business arising out of reports of directors and such other business as may be deemed necessary.
- (c) New Business not included in the agenda set forth in the preceding paragraph may not be brought before a meeting of the Society except by way of Notice of Motion, and such business if acceptable to the meeting, shall be discussed at a later meeting, or at the same meeting following a recess of at least thirty (30) minutes.
- (d) Notice of Motion shall be in writing, and ordinarily shall be circulated at least **fifteen (15) days prior** to an Ordinary or Annual General Meeting of the Society.
- (e) A quorum of all Ordinary meetings and the Annual General Meeting of the Society shall consist of not less than **three (3) members of the Society or 10% of the listed membership at the Organizational, Subscription or Professional Members of the Society** entitled to vote. If within one (1) hour from the time appointed for a meeting, a quorum is not present, the meeting, if convened upon the request of members, shall be dissolved. In any other case, it shall stand adjourned to a time and place to be set by the Board of Directors, and if at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting the members present shall constitute a quorum.
12. (f) **Adjournment: The Chairman may, with the consent of any meeting at which a quorum is present, (shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting when the adjournment took place.**
- (g) A member in good standing present at a meeting of the members is entitled to one vote, provided that an employee of the Society who is **a Kinsmen or Kinette** may not be a voting delegate at a meeting of members of the Society.

- (h) Voting shall be a show of hands except where a ballot is demanded, in which case balloting shall be conducted in such a manner as the Chairman may direct.
- (i) Voting by proxy is not permitted, except as provided for in paragraph 7 (c) and as follows:
- a. If permitted by the bylaws of a society, a voting member may appoint a proxy holder.
  - b. An appointment of a proxy holder
    - i. must be in writing and must comply with any other requirements set out in the bylaws,
    - ii. is, unless the bylaws provide otherwise, valid only at the meeting for which the appointment is given or at any adjournment of that meeting, and
    - iii. may be revoked at any time.
  - c. Unless the bylaws provide otherwise, a proxy holder must be a member of the society and may be an individual under the age of 19 years.
  - d. Unless limited in the appointment, a proxy holder stands in the place of the voting member appointing the proxy holder and can do anything that member can do, including propose and second resolutions, participate in the discussion and vote.
- (j) Evidence of Vote at any meeting of the Society, unless a poll is demanded, a declaration by the Chairman that a motion has been carried by a simple majority, unanimously, or by a particular majority as set forth in these by-laws, or defeated, an entry to that effect in the Minutes of the proceedings shall be conclusive evidence of that fact, without proof of the number or proportion of the votes reported in favour or against the motion.

#### PART 5 – DIRECTORS AND OFFICERS

13. (a) A Nominating Committee of not less than two (2) members of the Society will be appointed at the first meeting of the Board of Directors following each Annual General Meeting. Such Nominating Committee will be charged with the responsibility of presenting at the following Annual General Meeting of the Society, a slate of directors for the coming year, and such slate shall be circulated at least fifteen (15) days prior to the Annual General Meeting. Directors may be nominated from the floor of the Annual General Meeting of the Society, provided that such nomination is endorsed by at least three (3) Organization Members in good standing with the Society.

- (b) The number of Directors comprising the Board of Directors shall not be less than **Three (3)** nor more than nine (9).
- (c) Term of Office Directors, except appointed Directors, or as otherwise designated by these by-laws, shall remain in office for a period of two (2) years, or until their successors have been duly elected or appointed and shall be eligible for re-election.
- (d) Additional Directors may be appointed by the Board of Directors at any time and from time to time provided that the total number of directors at any one time will not exceed **nine (9)**, and the Board may also fill any casual vacancies occurring in the Board, such casual appointment to be effective until the next Annual General Meeting of the Society. If the Board of Directors is reduced below the number fixed hereby as the quorum of directors, the continuing Directors may act for the purpose of increasing the number of directors to that number, or for summoning a meeting of the Society, but for no other purpose.
- (e) The **nine** Directors may be as follows: A representative of District Five Kinsmen and Kinettes (To be appointed by the District Governors) and **six (6)** Directors, **three (3) of whom are elected in alternating years for two year terms**, provided that an appointed delegate shall be appointed for the duration of the term of office of the person appointing him or her, (except in the event of the death of such appointee before the end of such term of office), and once appointed, the delegate only, may attend and vote at any meetings of the Board. Where a delegate is so appointed, such appointment shall forthwith be communicated in writing to the Society prior to the first meeting of the Board following its election.
- (f) **Two (2) Directors**, who may be Non Organizational members, Appointed by the Board following each Annual General Meeting for a One (1) year term.  
- **Two (2) Directors**, who may be Non Organizational members, Appointed by the Board following each Annual General Meeting for a One (1) year term.
- (g) An employee of the Society shall not be eligible to be elected or appointed to the Board.

#### 14. Meetings of the Board

- a) Regular Meetings of the Board of Directors shall be held at least four (4) times each fiscal year, three (3) of which shall be in conjunction with other District's meetings.
- b) A quorum for the meetings of the Board of Directors shall be at least fifty percent (50%) plus one (1) of the members of the Board.

#### 15. Powers of the Board

- (a) The Board of Directors shall be the governing body of the Society and shall be responsible for the affairs of the Society subject to the constitution and these by-laws, and any resolutions, which may be passed at any meeting of the Society.
  - (b) As of the Annual General Meeting of 1999, the officers of the Society shall be the Chair, Vice Chair, Secretary Treasurer. An employee of the Society shall not be eligible to be elected or appointed as an officer of the Society.
  - (c) The Chair of the Society and the officers shall be elected at the first meeting of the newly elected Board of Directors following the Annual General Meeting of the Society The officers shall be elected following at the first Board Meeting.
  - (d) A Chairperson shall have served at least **two** years on the Board of Directors prior to being nominated for the position.
  - (e) A standing committee comprising the officers of the Society, and known as the Executive Review Committee which shall be chaired by the Chair, shall be formed to act as liaison with the chief executive officer.
  - (f) Committees: The Board of Directors shall appoint annually such Committees as it deems necessary for the conduct of the business of the Society. Such committees shall at all times be subject to the authority of the Board, and shall present written reports to the Board of all meetings held and of all matters undertaken.
16. The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provisions of:
- i all laws affecting the Society
  - ii these by-laws and,
  - iii rules, not being inconsistent with these by-laws, which are made from time to time by the Society in general meeting
17. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
18. The Board of Directors may by special resolution remove a director with a vote of two-thirds (2/3) before the expiration of his term of office and may appoint a successor to complete the term of office, such appointment to be effective until the next Annual General Meeting of the Society.
19. (a) EXPENSES: The Expense of Directors, or officers incurred in attending meetings of the Society, the Board, or Committees, or such other expenses as may be incurred in carrying out their duties, may be refunded by the Society to the extent and at such rates as may from time to time be determined by the Board of Directors.

## PART 6 – PROCEEDINGS OF DIRECTORS

20. The directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit. Questions arising at any meeting of the Directors and Committee of Directors shall be decided by a majority of votes.
21. In case of equality of votes, the Chair does have a second or casting vote.
22. 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 the directors. E-Voting is permitted as per Appendix 1.

## PART 7 – DUTIES OF THE OFFICERS

23. The Chair shall preside at all meetings of the Society and Board of Directors and shall be an ex-officio member of all Committees.
24. The Vice-Chair shall in the absence of the Chair, perform the duties of the Chair and such other duties as may from time to time be assigned by the Chair.
25.
  - (a) The Secretary shall attend to the preparation and distribution of all correspondence, agendas, notices, reports and minutes of the proceedings of the Society and its Directors, and shall have custody of the Common Seal of the Society.
  - (b) The Treasurer shall receive all monies of the Society and shall be responsible to the Society for the accounting of all receipts and disbursements, and shall report to the Board and to the Society on the state of finances of the Society and shall be responsible for having audited statements prepared and depositing of all funds at a bank as provided by these by-laws. The Treasurer shall also have custody of all books and records of account of the Society.

## PART 8 – CORPORATE SEAL

26. The directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
27. The common seal of the Society shall not be affixed to any instrument except by authority of, and in the presence of:
  - I. Two (2) directors, one of whom shall be the Chairperson, Vice Chairperson, Secretary or Treasurer of the Society, and such directors shall sign every instrument to which the Common Seal of the Society is so affixed in their presence.

## PART 9 – BORROWING

28. In order to carry out the purpose 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 such manner as they decide.
29. The members may by special resolution restrict the borrowing powers of the directors but a restriction so imposed expires at the next Annual General Meeting.

## PART 10 – AUDITOR

30. (a) Appointment of Auditor: At each Annual General Meeting of the Society, an Auditor shall be appointed to hold office until the next Annual Meeting.
- (b) Not a Director: A director or officer of the Society shall not be eligible to be appointed Auditor.
- (c) Remuneration of Auditor: The remuneration, if any, of the Auditor shall be fixed by the Board.
- (d) Access of Books, etc.: Every Auditor of the Society shall have the right to access at all time to all records, documents, books, accounts and files of the Society, and shall be entitled to require from the directors and officers of the Society such information and explanation as may be necessary for the purpose of the duties of the auditor.
- (e) Audited Statements: The accounts of the Society shall be audited at the end of each fiscal year, and the Auditor shall submit a signed report which shall be presented by the Treasurer at each Annual General Meeting of the Society.
- (f) An Auditor may be removed by ordinary resolution.
- (g) An Auditor shall be informed forthwith in writing of appointment or removal.
- (h) The Auditor may attend general meetings.
- (i) The Society may do an Auditor's Review Engagement in lieu of a full audit in order to reduce costs.

## PART 11 – NOTICES TO MEMBERS

31. A notice may be given to a member, either personally or by mail to him at his registered address.
32. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian Post office receptacle.

33. Notice of general meeting shall 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.

No other person is entitled to receive a notice of general meeting.

#### PART 12 – BY-LAWS

34. Each member is entitled to and the Society shall give him, without charge, a copy of the constitution and by-laws of the Society.
35. These by-laws shall not be altered except by special resolution.

#### PART 13 - FINANCE

##### 36. Payment of Expenses

- (a) All financial transactions of the Society shall be carried out by the Board of Directors and/or, as may be directed by the Board of Directors, the chief executive or Manager of Administration and Corporate Services in accordance with the provisions of these By-Laws except where such powers are required to be exercised by the Society in general meeting in accordance with the “Society Act”, regulations herein contained, or regulations which may be by resolution prescribed at a meeting of the Society.
- (b) Disbursements shall be made solely by cheque or money order or credit card, providing such card is used by a person authorized by the Board of Directors and is issued in the name of the Society.
- (c) The Signing Officers shall be appointed by Resolution of the Board of Directors. Two (2) signatures shall be required on every cheque. All signing officers shall be bonded in such amounts, as the Board of Directors shall determine. The cost of such bonding to be paid by the Society.

##### 37. Property and Funds:

- (a) Holding of Property: All property shall be held in the name of the Society.
- (b) Holding of Funds: All monies received shall be deposited to the credit of the Society in a financial institution or institutions approved by the Board of Directors.
- (c) Use of Property and Income: The income and property of the Society shall be applied solely towards the achievement of the objects of the Society, with the

exception that out of pocket expenses in a scale authorized by the Board of Directors from time to time may be refunded from said fund.

- (d) Bills of Exchange, Etc.: All bills of exchange, promissory notes or other negotiable instruments shall be accepted, drawn, made or endorsed for and on behalf of the Society, by the board of Directors, or by persons authorized by Resolutions of the Board to execute such instruments.

38. Fiscal Year:

The Fiscal year shall commence on July 1<sup>st</sup> of each year.

39. Budget:

- (a) An annual budget shall be presented by the Treasurer to the Board at a meeting prior to the Annual General Meeting of the Society.
- (b) Presentation to the Annual Meeting: The Annual Budget as approved by the Board shall be presented by the Treasurer at the Annual General Meeting of the Society and recorded as a part of the minutes thereof.
- (c) Changes in Budget: Changes in the annual budget shall only be made by Resolution of the Board of Directors. Such changes shall be reported by the Board at the next meeting of the Society.

PART 14 – STAFF

40. Power to Employ:

- (a) The Board may employ a chief executive, or such administrative officer or officers as it, from time to time considers necessary or desirable for the efficient carrying out of the work and objects of the Society, in accordance with such policies as may from time to time be established by the Board.
- (b) The remuneration of such Executive staff members shall be determined by the Board of Directors.
- (c) The Chair shall have full authority to make expenditures within the policies established and within the limits of the Annual Budget including salaries and administration. Expenditures required beyond the limits of the budget and the established policy shall be referred to the Board of Directors.
- (d) The position and the job performance of the chief executive shall be reviewed annually by the Board of Directors. At the Board's request, documentation will be provided which outlines the justification for continuing or expanding any executive staff position, and/or which outlines an annual review of the activities of any Executive Staff member including the chief executive.

## PART 15 – AFFILIATION

### 41. Affiliation with other Organizations

The Society may cooperate or affiliate with any other duly constituted organization formed with similar aims and objects and upon such terms as are considered just, equitable and proper by the Board of Directors.

## PART 16 – USE OF MARKS AND INTELLECTUAL PROPERTY

42. No member or other person or organization shall for any purpose use any name, trademark, official mark or intellectual property belonging to the Kinsmen Rehabilitation Foundation nor shall they use any name, trademark, official mark or intellectual property of a third party in use exclusively by the Kinsmen Rehabilitation Foundation under license, franchise or other agreements without the express written consent of the Board of Directors.

## PART 17 – FUNDRAISING

43. No member shall conduct, promote or otherwise engage in fundraising projects in the name of the Kinsmen Rehabilitation Foundation without the express written approval of the Board of Directors. Such request, if approved, is subject to conditions and policies as may be adopted from time to time by the Board of Directors.

## PART 18 – RULES OF ORDER

44. Roberts Rules of Order shall be the Parliamentary authority for all matters of procedure not specifically covered in these By-Laws.

### 45. **Electronic Voting**

The purpose is to allow the Board of Directors of The Kinsmen Foundation to vote using Email. While protecting the democratic process and allowing each member of the board the ability to express an opinion, thought or alternative, prior to some Director's having voted without consideration of the other Director's input.

- A) **Reason to E-vote;** A vote shall only be used to render a Decision of the Board if that decision must be made prior to the next Board meeting. Further, the item requested to be vote don could not have been known at the last prior Board meeting;

**B) Process to E-vote;**

1. The Director must submit a Motion to the Foundation Chair.
2. The Chair shall determine at his /her discretion sole discretion that the Motion meets A) above. If the Chair is satisfied that an E-vote is necessary, he /she shall circulate the Motion to the Directors and CEO requesting a second to the Motion.
3. When the Motion has a second, then the Chair shall ask for discussion. As would be in a live meeting, all members of the Board shall be copied on each e-mail involving discussion. The time period for discussion shall not be less than 72 hours. When the 72 hours has expired, the Chair may call question and ask for the vote.
4. The Chair shall circulate a Ballot, listing each member of the Board with a Yea /Nay box to be marked. The resolution shall be stated at the head of the document noting the moving and second, Directors. Members shall have not less than 72 hours to vote by return e-mail to the Chair.
5. Once the results are recorded by the chair, he /she shall advise the Board members of the decision and attach a completed copy of the motion and the roll call vote results.

**C) Communication Failure;** It shall be the Chair's responsibility that all Board members are aware of the E-vote. Should the Chair not receive an acknowledgement from any Director, the Chair shall use an alternate communication method (phone /fax, etc.). The Chair shall advise the other Directors why any Director is not involved in the process. If it is due to a failure of the Director's e-mail, then the Chair shall involve and communicate for that Director to the other Directors. The CEO shall do the same for the Chair should it be the Chair who has a communication failure.

**D) Quorum /Majority;** The normal Quorum and Majority are required in an E-vote.

46.

**Conference Calls/ Electronic Meetings**

Any meeting of the Society, the Board, or any committee may also be held, or any member, director or the committee may participate in any meeting of the Society, the Board, or any committee, by conference call or similar communication equipment or device so long as all the members, directors, or persons participating in the meeting can hear and respond to one another. All such members, directors, or persons so participating in any such meeting shall be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing bylaws, shall be entitled to vote by a voice vote recorded by the secretary of such meeting.

47. **Dissolution of Society:**

In the event of the dissolution of the Society, any assets remaining after payment of all debts and obligations shall be distributed to the **Vancouver Foundation – Kinsmen Foundation Extraordinary Needs Fund**, firstly, secondly, to a recognized charitable organization in the Province of British Columbia with similar objects; or, thirdly, to a suitable level of local government within the Province of British Columbia. **This clause was previously unalterable.**