





## **Constitution of Food Banks British Columbia**

### **Name**

1. The name of the Society is FOOD BANKS BRITISH COLUMBIA (FBBC).

### **Purpose**

2. The purposes of the Society are:

- 2.1. To foster goodwill between member Food Banks in British Columbia;
- 2.2. To exchange information pertaining to member Food Bank operations;
- 2.3. To create collective opportunities for Food Banks to deal with food insecurity issues;
- 2.4. To plan and implement public education and awareness initiatives concerning poverty and hunger issues;
- 2.5. To establish standards of conduct that any member Food Banks will follow in meeting the needs of hungry persons in the Province;
- 2.6. To operate a charitable and not for profit organization;
- 2.7. To receive, acquire and hold food, gifts, donations, devises and bequests of every nature and description in furtherance of the purposes of the Society;
- 2.8. To take and hold by purchase, mortgage, grant, lease, gift, donation, devise, legacy or bequest or otherwise howsoever, real and personal property of every kind, nature and description, and sell, convey, mortgage, lease, or otherwise howsoever dispose of any real estate or chattels as may be deemed necessary and directed by the membership for the furtherance of the purposes of the Society;
- 2.9. To invest or otherwise use for the purposes of the Society any moneys received;
- 2.10. To enter into any arrangement with authorities, governmental, municipal, regional, local or otherwise that may seem conducive to the attainment of the Society's purposes, or any of them, and obtain from any such authority any rights, privileges and concessions which the Society may have capacity to receive and may think desirable to obtain, and carry out, exercise or comply with any such arrangements, rights, privileges and concessions;
- 2.11. To do such other things as are conducive to the aforesaid purposes and deemed necessary and directed by the membership.

## **Bylaws of the FOOD BANKS BRITISH COLUMBIA Society**

### **Definitions**

1. In these bylaws, unless the context otherwise requires, the following definitions shall apply:

1.1. “Act” means the Society Act (SBC 2015) Chapter 18, Assented to May 14, 2015) of the Province of British Columbia currently in force and all amendments to it;

1.2. “board” means the Board of Directors and includes the term “Directors”;

1.3. “ordinary resolution” means a resolution passed by either the directors or the members of the Society by a simple majority of the votes cast in person or by proxy of those of the directors or members, as the case may be;

1.4. “purposes” means the charitable purposes of the Society as set forth in the constitution;

1.5. “resolution” means a resolution passed either by the directors or members of the Society by a simple majority vote, unless the Act or these Bylaws otherwise require;

1.6. “special resolution” means a resolution passed in a general meeting or directors meeting by a majority of not less than 2/3 of the votes cast by the voting members, as the case may be, who, being entitled to do so, vote in person or by proxy:

1.7. “organizational applicant” refers to a non-member food bank seeking membership with Food Banks British Columbia.

### **Not for Profit**

2. The Society shall be carried on without purpose of profit for any individuals. This provision was previously unalterable.

### **Dissolution**

3. Upon windup or dissolution of the Society, any funds or assets remaining after the payment of all debts, liabilities, expenses and obligations shall be distributed to a charitable organization (or organizations) designated by the board of directors, providing the organization is registered under the provisions of the Income Tax Act (R.S.C. 1985, c.1), as amended. This provision was previously unalterable.

### **Membership**

4. The members of the Society shall be those individuals or organizations approved for membership by the Directors pursuant to these bylaws.

## **Application for Membership**

4.2. Application for membership shall be submitted to the Directors in a form prescribed by the Directors.

4.3. Any organizational applicant must satisfy the Directors that:

4.3.1. The applicant will abide by the provisions of the Food Bank BC Code of Ethics and the current Food Banks BC Membership Agreement, then in effect; and

4.3.2. That the applicant's usual activities are comprised of either:

5.3.2.1. the collection and distribution of food among other food distribution organizations in their area; or

4.3.2.2. collection and provision of food directly to people in need, without consideration of race, religion or creed.

4.3.3. The applicant authorizes an individual to be the applicant's representative to act on that applicant's behalf, and, if so authorized, the representative is entitled to exercise the same powers on behalf of that applicant as that applicant could exercise if that applicant were an individual member of the society

4.4. The Directors shall in their discretion, and subject only to these bylaws, determine whether to grant membership to any applicant.

4.5. Notwithstanding any other provision herein, the Directors shall not grant organizational membership to any prospective organization member unless all current organization members in good standing whose geographic service area boundaries are contiguous with the geographic service area boundaries of the prospective organization member consent to the granting of membership to the prospective organization member.

4.6. Applicants who have been approved for membership in the Society shall be a member of the Society and an affiliate member of Food Banks Canada upon payment of the annual membership dues pursuant to these bylaws.

4.7. Every applicant shall agree to uphold the Society's constitution and comply with its bylaws.

## **Termination of Membership**

5.1. A member's membership in the society terminates when:

5.1.1. the member delivers a notice of withdrawal of membership in writing to the Registered Offices of the Society to the attention of the Executive Director of the Society;

5.1.2. on dissolution of the member;

5.1.4. if any portion of the membership dues remain unpaid by December 31 in the year in which they are due; or

5.1.5. the member is expelled in accordance with these bylaws.

5.2. The Directors may by special resolution, cancel a membership, provided

5.2.1. fourteen (14) days' notice of such meeting and of the special resolution proposed to be passed there at is mailed to the last known address of such member as shown on the Society's register of members;

5.2.2. such notice is accompanied by a brief statement of the reason or reasons for the proposed cancellation; and

5.2.3. the member who is the subject of the proposed resolution for cancellation is given an opportunity to be heard at the extraordinary meeting before the special resolution is put to a vote.

### **Privileges, Rights & Duties of Membership**

5.3. Society membership in good standing shall carry the following privileges, rights and duties:

5.3.1. the privilege to attend, speak and participate at all annual general meetings and extraordinary meetings, subject to these bylaws;

5.3.2. the right to a single vote as s.7.17. at all annual or extraordinary meetings;

5.3.3. the duty to participate in the activities of the Society;

5.3.4. the right to participate in any programs conducted or operated by the Society for the benefit of its members; and

5.3.5. the privileges, rights and duties of a member shall not be transferable.

5.4. A member in good standing is one whose membership has not been terminated.

### **Dues & Assessments**

6. Each member of the Society shall pay the dues upon application and annually thereafter, as established from time to time by the Directors. All dues are non-refundable.

6.1. Such membership dues shall be paid by the earlier of:

6.1.1. three (3) months from the date of issuance of the invoice for said dues; or

6.1.2. December 31st of the year in which the dues were invoiced.

6.2. Except as otherwise provided in these bylaws, the payment of dues entitles members to all privileges and rights of membership in the Society.

### **Meetings**

7. The Annual General Meeting (AGM) of the Society shall be held no later than three (3) months after the fiscal year end of the Society at such time and place and manner as the directors may decide.

### **Extraordinary Meeting**

7.1. Every general meeting, other than an annual general meeting, is an extraordinary meeting.

7.2. An extraordinary meeting may be convened:

7.2.1. When a majority of Directors so decide and request in writing for the Chairperson to call such a meeting in accordance with these bylaws; or

7.2.2. When requested in writing by 10% or more of the voting members of the society in accordance with these bylaws.

### **Notice**

7.3. Notice of a general meeting shall specify the place, the day and the hour of meeting, and be delivered to all members entitled to receive notice no less than fourteen (14) days' prior to the start of the meeting.

7.3.1. In the case of an extraordinary meeting, the form of notice shall include a description of the nature of the business to be conducted at the extraordinary meeting.

7.3.2. If every member entitled to attend and vote at a meeting gives unanimous consent in writing, the period of notice may be waived or reduced for a particular meeting.

7.3.3. 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.

### **Special Business**

7.4. Except for the adoption of rules of order, special business is:

7.4.1. all business at an extraordinary general meeting; and

7.4.2. all business at an annual general meeting, except:

7.4.2.1. the consideration of the financial statements;

7.4.2.2. the report of the Directors;

7.4.2.3. the election of Directors; and

7.4.2.4. the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.

### **Quorum**

7.5. No business, other than the election of a Chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

7.6. If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum or until the meeting is adjourned or terminated.

7.7. Eight members in good standing shall constitute a quorum in any general, annual or special meeting.

7.8. If within 20 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of member, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week at the same time and place and if, at the adjourned meeting, a quorum is not present within 20 minutes from the time appointed for the meeting, the members present constitute a quorum.

### **Chairperson**

7.9. Subject to these bylaws, the Chairperson of the Society, the Vice Chairperson, or in the absence of both, one of the other Directors present shall preside as Chairperson of a general meeting.

7.10. The members present shall choose one of their number to be Chairperson if, at a general meeting there:

7.10.1. is no Chairperson, Vice Chairperson or other Director present within 20 minutes after the time appointed for the holding of the meeting; or

7.10.2. the Chairperson and all the other Directors present are unwilling to act as Chairperson.

### **Adjournment**

7.11. A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

7.11.1. Where a general meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.



7.11.2. Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

### **Voting**

7.12. A resolution proposed at a meeting must be seconded.

7.13. The Chairperson of a meeting may not move a resolution.

7.14. In case of an equality of votes on a resolution, the Chairperson shall not have a casting vote in addition to the vote to which he may be entitled as a member.

7.15. In the case of a tie vote on a proposed resolution, the proposed resolution shall not pass.

7.16. A member in good standing present at a meeting of the members is entitled to one vote.

7.17. Voting is by show of hands or by written ballot or by proxy or by any other method as may be determined by the Directors from time to time.

### **Voting by Proxy**

7.18. Any member entitled to vote at a meeting, but who is not present at a meeting, may by proxy in a form approved by the Directors, appoint another member who is present at a meeting to vote in their place.

7.18.1. No person shall cast votes by proxy for more than two (2) other voting members on any resolution.

7.18.2. Any proxy exercised at a meeting is invalid and of no force or effect unless the proxy is exercised in strict accordance with all requirements prescribed by the Directors for the casting of a proxy vote at that meeting, including but not limited to the date for delivery of the proxy to the Society and the form of the prescribed proxy.

### **Directors**

8. The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do, which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to all laws affecting the Society and these bylaws.

8.1. Membership on the Board of Directors is non-transferable.

8.2. No Director shall be remunerated for being or acting as a Director but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

### **Conflict of Interest of Directors**

8.3. A Director is a Trustee of Food Banks British Columbia and shall not act to place the interests of any member in preference to the interests of the society.

8.4. In the event of any conflict of interest, S. 20 hereof shall govern.

### **Election of Directors**

8.5. To be eligible for election to the Board of Directors a person must be age nineteen (19) or over.

8.6. The Board of Directors shall be elected by voting members at each annual general meeting in accordance with these bylaws.

8.7. The Board of Directors shall consist of a minimum of seven (7) and a maximum of thirteen (13) Directors.

8.8. At least 1/3 of the total number of directors at any time, and in any event, no less than three (3) directors at any time, shall be individuals who have no employment, volunteer or membership relationship or affiliation with a member of the society.

8.9. The Board of Directors may appoint an individual to fill any vacancy on the Board of Directors which arises for any position of Director. The term of office for any Director so appointed shall remain unchanged from the original expiry date for that position of Director.

8.10. Elections for the Executive Officers of the Board, including the Chairperson, Vice Chairperson, Secretary and Treasurer, shall be held at the first meeting of the Directors following the election of Directors.

### **Nomination of Directors**

8.11. A committee for nominating Directors (hereinafter referred to as the ("Nominating Committee")) shall be established to identify and nominate candidates for the Board of Directors.

8.11.1. The Nominating Committee shall consist of the Board of Directors or a committee appointed by the Directors.

8.11.2. The Nominating Committee shall identify those skills, experience, geographical locations and backgrounds which would be beneficial to the society and which nominee(s) for the position of Director should possess.

8.11.3. Nominations may be made by members in good standing prior to the annual meeting provided:

8.11.3.1. no other current nominee for the Board of Directors or current Director has been nominated by the same member; and

8.11.3.2. the nominee has identified in writing to the Nominating Committee, no later than 30 days prior to the date prescribed in 8.11.5:

8.11.3.3.1. which of the criteria identified under 8.11.2 their nomination fulfills; and

8.11.3.3.2. how the criteria identified under 8.11.2 is fulfilled by their nomination.

8.11.3.3.3. the individual consents in writing to be a director of the society.

8.11.4. Any member nominated under 8.11.2 that fulfills the identified skills, experience, geographical location and background beneficial to the society, shall be presented by the Board for election to the Board of Directors at the next Annual General Meeting.

8.11.5. Nominations must be filed with the Secretary of the Society no later than thirty (30) days prior to the annual general meeting or any longer period as approved by resolution of the membership and recorded in the minutes of the Society.

8.11.6. The names of all nominees nominated in accordance with these bylaws for election to the Board of Directors shall be considered nominated for election to the Board of Directors at the next Annual General Meeting.

### **Voting for Directors**

8.12. Where the number of nominees is equal to or less than the number of vacant Director positions, all nominees shall be considered elected by acclamation.

8.13. The election of the Board of Directors, if not by acclamation, shall be by in the manner and process prescribed by the Board.

8.14. Each member in good standing will be entitled to cast one vote in any manner approved by the Directors for each candidate they wish to elect.

### **Term of Office of Directors**

8.15. The term of office of a Director shall be two (2) years.

8.16. The Board of Directors may appoint a successor member to fill a Director vacancy for the remainder of a vacated term.

8.17. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

## Removal of a Director

8.19. The Directors may remove a Director and declare a vacancy on the Board or any office by reason of:

8.19.1. more than two (2) consecutive unjustified absences from Board or Society meetings, the determination of the justification for such absences being within the sole discretion of the Board;

8.19.2. a conviction of a criminal offence;

8.19.3. conduct which the Board determines is unethical or contrary to the best interests of the Society;

8.19.4. an order being issued declaring him to be a mentally incompetent person or a person being incapable of managing his own affairs;

8.19.5. the existence of an un-remedied conflict of interest.

8.20. Members may by special resolution, remove a Director before the expiration of his term of office, and may elect a successor to complete the term of office, provided:

8.20.1. fourteen (14) days' notice of such meeting and of the special resolution proposed to be passed thereat shall be delivered to the last known address of such Director;

8.20.2. such notice shall be accompanied by a brief statement of the reason or reasons for the proposed removal; and

8.20.3. the Director who is the subject of the proposed resolution for removal shall be given an opportunity to be heard at the extraordinary meeting before the special resolution is put to a vote.

## Directors' Meetings

9. The Directors may meet at the places, times and manner they prescribe.

9.1. The Directors may conduct their meetings, dispatch business, adjourn and otherwise regulate their meetings and proceedings in any manner they may prescribe.

9.2. At a meeting of the Directors, a quorum shall be a majority of the Directors in office.

9.3. The President shall be Chairman of all meetings of the Directors.

9.3.1. If at a meeting the President is not present within 20 minutes after the time appointed for holding the meeting, the Vice-President shall act as Chairman.

9.3.2. If neither is present, the Directors present may choose one of their number to be Chairman at that meeting.

9.4. A resolution in writing, signed by all Directors holding office at the date of the resolution and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.

### **Duties of Directors**

10. The Chairperson shall preside at all meetings of the Society and of the Directors.

10.1. The Chairperson shall supervise the other Directors in the execution of their duties.

10.2. The Vice-Chairperson shall carry out the duties of the Chairperson during his absence or inability to act.

10.3. The Treasurer shall keep such financial records, including books of account, necessary to comply with the Society Act and render financial statements to the Directors, members and others when required.

10.4. The Secretary shall maintain minutes of all meetings of Directors. In the absence of the Secretary at a meeting, the Directors shall appoint another person to act as secretary at the meeting.

10.5. The Duties of the other Directors of the Society shall be as prescribed by the Board of Directors from time to time.

### **Seal**

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

11.1. The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the President and Secretary or President and Treasurer.

### **Borrowing**

12. In order 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 any money so borrowed by any form of debenture, bond, pledge, charge, mortgage or promissory note or any security whatsoever, and without restricting the generality of the forgoing, make and issue debentures or bonds and secure the repayment of any debentures or bonds so made and issued by deeds or trust or mortgage in such manner as they decide in accordance with the Constitution of the Society.

12.1. No debentures or other security shall be issued without the sanction of a special resolution.

12.2. 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. A notice shall be given to each member in good standing, either personally, by mail or e-mail at his registered address or e-mail address fourteen (14) days prior to a general meeting.

### **Notices**

13. A notice sent by mail shall be deemed to have been received on the fourth (4) day following that date on which the notice is posted or one (1) day following the date on which it was e-mailed.

13.1. In proving that notice has been given it is sufficient to prove that:

13.1.1. in the case of a mailed notice, that the notice was properly addressed and put in a Canadian post office receptacle; and

13.1.2. in the case of an e-mailed notice, that it was e-mailed to the members registered e-mail address by an officer, director or employee of the society and that the e-mail was not returned or otherwise unable to be delivered for any reason.

13.2. Notice of a general meeting shall be given to every member shown on the register of members on the date notice is given. No other person is entitled to receive notice of a general meeting.

### **Amendments**

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

15.1. These bylaws may be amended at any Annual General Meeting of the Society, or any Extraordinary Meeting convened in accordance with these bylaws.

15.2. For such a meeting, notice of the proposed amendment or amendments must be presented in writing to the Directors at least thirty (30) days before the date of said meeting.

15.3. A copy of the proposed amendment shall be given to all members in good standing no later than fourteen (14) days prior to the meeting at which they are to be considered.

15.4. An amendment of any bylaw to be adopted shall require a special resolution of the members in good standing and voting at the meeting.

15.5. Any such amendment or amendments shall not be contrary to the Act.

### **Registered Office of Society**

16. The Registered Office of the Society shall be maintained at a location to be determined by the Directors from time to time.

## **Financial**

17. The fiscal year of the Society shall terminate on such date as the Directors may from time to time determine.

17.1. The Directors will determine the Signing Officers of the Society.

17.2 A minimum of two signing officers, one of whom must be a director, must sign all cheques or otherwise approve any form of payment, in accordance with FBBC policies, for amounts over \$5,000, contracts, or other documents requiring the approval of signing officers of the society.

17.3. All funds of the Society shall be deposited in such financial institutions as the Directors shall direct.

## **Inspection of Records**

18. A member in good standing may inspect the books and records of the Society by providing fourteen (14) days written notice to the Society.

18.1. All financial records of the Society are open for inspection by members in good standing upon sufficient notice.

18.2. Other records of the Society are open for inspection, except for records the Directors designate as confidential.

## **Indemnity**

19. Each Director or Officer holds office with protection from the Society.

19.1. With the exception of any acts of fraud or dishonesty and any acts committed in bad faith, the Society indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Society.

19.2. This protection extends to each Director's or Officer's heirs, executors and administrators, estate and effects.

## **Conflicts of Interest Generally**

20. Directors and employees of the society have a duty to place the interest of the Society foremost in their dealings with the Society and with any interactions or transactions between the Society and any other party.

20.1. A conflict of interest on the part of a Director or employee with respect to an issue means that the Director or employee has a material and direct personal or financial interest that is not common to Directors or employees generally, and includes, but is not limited to a personal relationship with a person involved in the issue (e.g. relative, personal friend); a material business relationship (contractual or professional) with an entity or person involved in the issue;

current employment or affiliation or relationship with the organization, association or other such entity or person involved in the issue.

20.2. If a Director or employee is uncertain whether a conflict of interest exists, they shall bring the matter to the attention of those Directors of the Board or to the Executive, as the case may be, who have no conflict of interest and who shall determine if a conflict of interest exists.

20.3. Whenever a Director or employee has a financial or personal interest in any matter coming before the Board of Directors or a Committee, the affected person shall

20.3.1. as soon as practical, fully disclose the nature of the interest, and

20.3.2. withdraw from discussion, lobbying and voting on the matter.

20.4. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of those Directors who have no conflict of interest determine that it is in the best interest of the Society to do so.

20.5. The minutes of meetings at which such vote is taken shall record such disclosure, abstention and rationale for approval.

20.6. Violation of these provisions shall be grounds for expulsion from the Board and Society or termination.

### **Rules of Order**

21. The agenda for an Annual General Meeting shall include, but need not be limited to, the following items:

- Call to order by the President
- Determination of a quorum
- Adoption of Agenda
- Approval of Minutes of Previous Meeting
- Introduction of guests and visitors
- President's Report
- Report of other Executive members
- Treasurer's Report
- Financial Statements
- Reports of Standing Committees
- Other unfinished business
- New business
- Election of Directors
- Adjournment



22. Robert's Rules of Order shall govern the conduct of all meetings of the Society.

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