

WEST END COAL HARBOUR COMMUNITY POLICING CENTRE (THE "SOCIETY")

BY-LAWS

Here set forth, in numbered clauses, are the By-laws providing for the matters referred to in Section 6(1) of the *Society Act* (British Columbia) and any other By-laws.

1 - INTERPRETATION

1.1 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* (British Columbia) from time to time in force and all amendments to it;
- (c) "Registered Address" of a member means his address as recorded in the register of members;
and
- (d) "Officer Term" means the time between the annual general meeting and the immediate next annual general meeting.

1.2 The definitions in the *Society Act* (British Columbia) on the date these By-laws become effective apply to these By-laws.

Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

2 - PURPOSE

2.1 The purpose of the Society is to work with the local community and the Vancouver Police Department and other service providers to strengthen the safety and quality of life for those individuals living, working, or visiting in the Vancouver West End and Coal Harbour areas as well as Stanley Park.

3 - MEMBERSHIP

3.1 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.

3.2 Subsequent to the incorporation of the Society, a person, who lives and/or works within Metro Vancouver half time or more may apply to the Directors or their designate to become a member. A person becomes a member after having successfully passed a Vancouver Police Department vetting procedure, having paid their membership or annual dues, if any, as determined by the Directors and upon final acceptance by the senior employees of the Society.

3.3 Every member shall uphold the constitution and comply with these By-laws.

3.4 The Directors may determine the membership or annual dues, if any.

3.5 A person shall cease to be a member of the Society:

- (a) by delivering his resignation in writing to the Society;
- (b) on his death;
- (c) on being expelled;
- (d) on having been a member not in good standing for a period of 60 days, or as determined by the Directors;
- (e) on making a material falsehood or misrepresentation, as determined by the Directors, on the member's application to become a member;
- (f) on no longer meeting the general standards for good character and background as set by the Directors in their sole discretion; or
- (g) on being convicted of a criminal offence for which the sentence is anything other than an absolute discharge.

3.6 All members are in good standing except:

(a) a member who has failed to pay his membership or annual fee, if any, or who has other subscription or debt due and owing by him to the Society; or

(b) a member who has ceased to be a member of the Society pursuant to section 3.5 of these By-laws.

3.7 A member may be expelled by a special resolution of the members passed at a general meeting.

3.8 The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

3.9 The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

4 - MEETING OF MEMBERS

4.1 General meetings of the Society shall be held yearly at such time and place, in accordance with the *Society Act* (British Columbia), as the Directors decide. At least 14 days' written notice shall be given to those members entitled to receive such notice.

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

4.3 The Directors may, whenever they think fit, convene an extraordinary general meeting.

4.4 Notice of a general meeting shall specify the place, the day and the hour of meeting, and, in case of special business, the general nature of that business.

4.5 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

4.6 The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and thereafter an annual general meeting shall be held at least once every calendar year and not more than 15 months after holding the last preceding annual general meeting.

5 - PROCEEDINGS AT GENERAL MEETINGS

5.1 Special business is:

(a) all business at an extraordinary general meeting requiring a vote of the majority of the members of the Society except the adoption of rules of order; and

- (b) all business that is transacted at an annual general meeting, except:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the Directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of the Directors;
 - (vi) the appointment of the auditor, if required; and
 - (vii) such other business as, under these by-laws, 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.

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

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

5.4 A quorum is three members present, or such greater number as the members may determine at a general meeting.

5.5 If within 30 minutes from the time appointed for a members' meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum, provided there are at least three members present.

5.6 Subject to By-law 5.7, the President of the Society, the Vice-President, or, in the absence of both, one of the other Directors present, shall preside as chairman of a general meeting.

5.7 If at a general meeting:

- (a) there is no chair 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 chairman,

the members present shall choose one of their number to be chairman.

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

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

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

5.11 No resolution proposed at a meeting need be seconded, and the chairman of a meeting may move or propose a resolution.

5.12 In case of an equality of votes, the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member, and the proposed resolution shall not pass.

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

5.14 Voting is by show of hands, unless the members otherwise decide.

5.15 Voting by proxy is permitted as provided in 0 of these By-Laws.

5.16 A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the Society. With respect to corporate members, their appointee shall vote as per the corporation and shall not have an additional vote for their personal membership.

5.17 At an annual general meeting, the Directors shall submit the names and any biographical information of persons whose nomination for directorship have been proposed. Nominations must be filed with the Secretary (or President) of the Society at least 14 days prior to the annual general meeting accompanied by the written consent of the nominee to stand for election as a director.

5.18 The Directors shall be elected from among the names submitted to the annual general meeting by the Directors pursuant to these By-Laws and by the members at an annual general meeting.

5.19 At an annual general meeting, the Secretary shall include the names of nominees and any biographical information in the notice of the annual general meeting being sent out to each member along with a statement of those directors to be elected at the annual general meeting. The number of nominees for directorships shall not be less than four and not more than nine.

6 - DIRECTORS AND OFFICERS

6.1 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 a general meeting, but subject, nevertheless, to the provisions of:

- (a) all laws affecting the Society;
- (b) these By-laws; and
- (c) rules, not being inconsistent with these By-laws, which are made from time to time by the Society in general meeting.

6.2 No rule made by the Society in general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.

6.3 The President, Vice-President, Secretary, Treasurer and one or more appointed upon incorporation or as determined by the members shall be officers of the Society.

6.4 An officer must be a Director and ceases to be an officer when he ceases to be a Director.

6.5 The number of elected Directors shall be not less than four or more than nine.

6.6 A person elected to the office of Director shall normally serve a term of two years. However, the Directors may, by a resolution of the Directors, determine that some or all vacant elected Directors' positions may have a term of a period less than two years, the length of such term is to be determined by the Directors in its discretion. For purposes of calculating the duration of a Director's term of office, the term shall be deemed to commence at the close of the annual general meeting in which such Director was elected. The Directors shall retire at the expiration of their term, when their successors will be elected.

6.7 The Directors may at any time appoint a person as Director to fill a vacancy in the Directors who shall be subject to re-election at the next annual general meeting. The Directors may at any time appoint a Director to fill any officer vacancy and a Director so appointed holds office until the next annual general meeting.

6.8 Officers shall be elected at annual meetings by the Directors.

6.9 Election procedures at the annual general meeting shall be determined by the members present.

6.10 Officers shall normally serve for two Officer Terms, upon election.

6.11 If a Director or officer ceases to hold office, the remaining Directors shall appoint a replacement in accordance with these By-laws.

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

6.13 The members may by special resolution remove a Director before the expiration of his office and another Director may be elected or appointed to serve until the next annual general meeting.

6.14 No Director or officer shall be remunerated for being or acting as a Director or officer, but a Director may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society where such expenses have been approved in advance by the Directors.

7 - PROCEEDINGS OF DIRECTORS

7.1 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.

7.2 Meetings of the Directors will be open to members, unless the Directors determine by unanimous resolution that an in-camera session is necessary to properly address matters relating to employment, litigation, policing or concerning the purchase, sale or lease of property. Members wishing to attend a meeting of the Directors must notify the Directors 48 hours prior to the scheduled meeting.

7.3 Meeting times for the Directors shall be posted in the office of the Society.

7.4 The Directors may from time to time fix the quorum necessary for the transaction of business at a meeting of the Directors, and unless so fixed the quorum shall be a majority of the Directors then in office.

7.5 The President is the chair of all meetings of the Directors unless the Directors otherwise decide.

7.6 A Director, may at any time, and the Secretary on the request of a Director shall, convene a meeting of the Directors.

7.7 The Directors may delegate any, but not all, of their powers to committees consisting of such persons as they think fit, and may name the committee.

7.8 A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the Directors.

7.9 Subject to the directions of the Directors, the committee shall determine its own procedure, provided that these procedures are carried out in accordance with these By-Laws.

7.10 The members of a committee may meet and adjourn as they think proper.

7.11 A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a written waiver of notice, which may be by letter, telegram, email or fax, of any meeting of the Directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn:

- (a) no notice of meetings of Directors shall be sent to that Director; and
- (b) any and all meetings of the Directors of the Society, notice of which has not been given to that Director, shall, if a quorum of the Directors is present, be valid and effective.

7.12 Questions arising at any meeting of the Directors and committee of Directors shall be decided by a majority of votes.

7.13 In case of an equality of votes, the chairman does not have a second or casting vote and the motion shall not be carried.

7.14 All resolutions proposed at a meeting of Directors or committee of Directors need to be seconded and the chairman of a meeting may move or propose a resolution.

7.15 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.

8 - DUTIES OF OFFICERS

8.1 The President shall preside at all meetings of the Directors unless the members or Directors shall otherwise decide.

8.2 The President is the chief executive officer of the Society.

8.3 The Vice-President shall carry out the duties of the President during his absence.

8.4 The Secretary shall:

- (a) conduct the correspondence of the Society;
- (b) issue notice of meetings of the Society and Directors;
- (c) keep minutes of all meetings of the Society and Directors;
- (d) have custody of all records and documents of the Society except those required to be kept by the Treasurer;
- (e) have custody of the common seal of the Society; and
- (f) maintain the register of members.

8.5 The Treasurer shall keep such financial records, including books of account, as are necessary to comply with the *Society Act* (British Columbia) and render financial statements to the Directors, members and others when required.

8.6 The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.

8.7 In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as secretary at the meeting.

8.8 Other officers, if any, shall perform such duties as the members decide.

8.9 The Directors or members may add additional duties to any Director or officer or transfer duties among Directors or officers.

8.10 A Director shall:

- (a) act honestly and in good faith and in the best interests of the Society;
- (b) exercise the care, diligence and skill of a reasonable and prudent person in exercising power and performing functions as a member of the Directors;
- (c) if a Director holds any office or possesses any property, right or interest that could result, directly or indirectly, in the creation of a duty or interest that conflicts or may conflict with that Directors' duty or interest as a director of the Society, promptly advise the other Directors of the nature and extent of such a conflict;
- (d) attend all meetings of the Directors except where notice is delivered to the President or the Secretary or his designate of reasons of non-attendance. Failure to attend three consecutive meetings, unless written notice has been made, may constitute failure of the duties of that Director and may require the removal of that Director by special resolution.

8.11 A member of the Directors who is directly or indirectly interested in a proposed contract or transaction with the Society shall disclose fully and promptly the nature and extent of his/her interest in writing to each member of the Directors and otherwise comply with the requirements of the *Society Act* (British Columbia).

8.12 The Directors shall enter in the register the names of applicants for incorporation, and the name of every other person admitted as a member of the Society, together with the following particulars of each:

- (a) the full name and residence address;
- (b) the date on which a person is admitted as a member; and
- (c) the date on which a person ceases to be a member.

8.13 The Directors shall prepare all reports, including financial reports, required by law to be prepared by the Society for the annual general meeting.

8.14 The Directors shall, on behalf of the Society, file all financial and other reports that have to be filed after the annual meeting as required by the *Society Act* (British Columbia) and the *Income Tax Act* (Canada) or other law.

8.15 The Directors shall ensure the Society has at least one account with a chartered bank, credit union or trust company for the deposit of funds.

8.16 The Directors, on behalf of the Society, shall keep proper accounting records in respect of all financial or other transactions and, without limiting the foregoing, shall keep records of:

- (a) all money received and disbursed by the Society and the manner in respect of which the receipt and disbursement took place;
- (b) every asset and liability of the Society; and
- (c) every other transaction affecting the financial position of the Society.

8.17 The Society shall, with the approval of the court, indemnify a director or former director of the Society or a director or former director of a subsidiary of the Society, and his or her heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him or her, including reasonable legal fees, in a civil, criminal or administrative action or proceeding to which he or she is made a party because of being or having been a director, including an action brought by the Society or a subsidiary to the Society as long as the director acted honestly and in good faith with a view to the best interests of the Society or subsidiary of the Society of which he or she is or was a director and in the case of a criminal or administrative action or proceeding, he or she had reasonable grounds for believing that his or her conduct was lawful.

9 - SEAL

9.1 The Directors may provide a common seal for the Society and they shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

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

10 - BORROWING

10.1 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 money in such manner as they decide, and in particular, but without limiting the generality of the foregoing, by the issue of debentures.

10.2 No debenture shall be issued without the sanction of a special resolution.

11 - AUDITOR

- 11.1 This part applies only where the Society is required or has resolved to have an auditor. The appointment of an auditor may be waived by a resolution of the members at each annual general meeting.
- 11.2 The first auditor shall be appointed by the Directors, who shall also fill all vacancies occurring in the office of auditor.
- 11.3 At each annual general meeting the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.
- 11.4 An auditor may be removed by ordinary resolution.
- 11.5 An auditor shall be informed forthwith in writing of appointment or removal.
- 11.6 No Director and no employee of the Society shall be auditor.
- 11.7 The auditor may attend general meetings.

12 - NOTICES TO MEMBERS

- 12.1 A notice may be given to a member either personally, by mail to him at his Registered Address, or by email or fax. The notice sent in such manner shall be considered delivered, if by email, within 24 hours when sent with a request for receipt, if by fax, upon confirmation of transmission of fax, and if by mail, on the second business day following that on which the notice is sent provided that there is sufficient proof that the notice was properly addressed to the member and put in a Canada Post office receptacle.
- 12.2 Notice of a general meeting shall be given to every member shown on the register of members on the day notice is given and the auditor, if 0 applies. No other person is entitled to receive a notice of general meeting.

13 - BY-LAWS

- 13.1 After being admitted, a member is entitled to a copy of the Constitution and By-Laws upon written request to the Society.
- 13.2 These By-Laws shall not be altered or added to except by special resolution.

14 - PROXY VOTING

- 14.1 Unless the Directors otherwise determine, the instrument appointing a proxy holder and the power of attorney or other authority, if any, under which it is signed or a notarially certified

copy thereof shall be deposited at a place specified for that purpose in that notice convening the meeting not less than forty-eight (48) hours before the time for holding the meeting at which the proxy holder proposes to vote, or shall be deposited with the chair of the meeting prior to the commencement of the meeting.

14.2 A vote given in accordance with the terms of an instrument of proxy is valid notwithstanding the previous death or incapacity of the member or revocation of the proxy or of the authority under which the proxy was executed, provided no notice in writing of the death, incapability, or revocation has been received at the registered office of the Society or by the chair of the meeting before the vote was given.

14.3 Unless, in the circumstances, the *Society Act* (British Columbia) requires any other form of proxy, an instrument appointing a proxyholder, whether for a specified meeting or otherwise, shall be in the form following, or any other form that the Directors shall approve:

WEST END COAL HARBOUR COMMUNITY POLICING CENTRE

The undersigned hereby appoints _____ of _____ (or failing him/her, _____ of _____) as proxy for the undersigned to attend at and vote for and on behalf of the undersigned at the general meeting of the society to be held on the _____ day of _____, 20____.

DATED this _____ day of _____, 20____.

Applicant for Proxy (Print Name)

Signature of Proxy Applicant

Name of Witness (Print Name)

Signature of Witness

Address of Witness

14.4 A proxy is valid for only one meeting or any adjournment thereof. Voting by proxy at meetings of the Directors is not permitted. A member of the Society may carry no more than five proxies to an annual general meeting.