

T.K. Sparks
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Shelbourne Community Kitchen Society (The Kitchen) Bylaws

Approved June 11, 2024

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Bylaws of Shelbourne Community Kitchen Society (The Kitchen)

Part 1 — Definitions and Interpretations

Definitions

1.1 In these Bylaws:

"**Act**" means the Societies Act of British Columbia as amended from time to time.

"**Board**" means the directors of The Kitchen.

"**Bylaws**" means these Bylaws as altered from time to time.

"**The Kitchen**" means the Shelbourne Community Kitchen Society

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

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

Part 2 — Membership

2.1 A person who applies to the board for membership in The Kitchen and who agrees to support the purpose, the bylaws and policies of The Kitchen, becomes a member at the time of the board's acceptance of that application.

2.2 Annual membership dues, if any, shall be determined by the board.

2.3 To vote at a meeting of The Kitchen, a person must have been a member of The Kitchen for at least thirty (30) days prior to the date of the meeting.

Society Records

2.4 The Kitchen will maintain:

- a. a register of members by recording each member's name and the contact information provided by the member. The register must not include any other information.
- b. a register of directors recording each director's name and the contact information provided by each director. The Kitchen records the date when each director joined the board and the date they cease to hold office. The register must not include any other information.

2.5 A member of The Kitchen may, without charge, inspect a record The Kitchen is required to keep.

2.6 A person, other than a director or a member in good standing, may inspect a record in-person by providing written 14-day notice to The Kitchen and paying a fee, if any.

- a. If a person, other than a director or member in good standing, requests a copy of a record and pays a fee, if any, The Kitchen must provide the person with a copy of the record promptly, no later than 14 days after the receipt of the request and payment of the fee.
- b. The Kitchen may charge a reasonable fee for a copy. Fees are set by the board, in accordance with guidelines set in the Act and the regulations.
- c. When making a record available for pick up, The Kitchen must send the recipient notice that the record is available.

2.7 A person who requests the register of directors will be directed to the BC Registries and Online Services, and must use the contact information obtained from the inspection or the copy only in connection with matters related to the activities or internal affairs of The Kitchen:

- a. the requisitioning or calling of a general meeting,

- b. the submission of a members' proposal, or
- c. an effort to influence the voting of members.

2.8 If the directors deem it necessary for The Kitchen or its members, they may restrict access to the register of members through a directors' resolution if the directors are of the opinion that the inspection would be harmful to The Kitchen or to the interests of one or more of its members.

2.9 If a person, other than a director or member in good standing, requests a copy of the financial statements and pays the fee for the copy, the board must provide the person with a copy of the requested financial statements within 14 days.

2.10 The records and books of account shall be kept at such a place as the board deems fit as long as the records are in the province of British Columbia. If the records are in electronic form, The Kitchen must provide a computer for inspection of the records.

2.11 The Act stipulates:

- a. a requested record is sent or delivered in an agreed upon manner to a person, and
- b. how and when a record is deemed to have been received by a society.

Termination of membership

2.12 (1) A member's membership in The Kitchen terminates when:

- a. the member's term of membership, if any, expires,
- b. the membership terminates in accordance with the bylaws (see 2.13, 2.14),
- c. the member resigns,
- d. the member dies or, in the case of a partnership or corporation, dissolves,
- e. the member has been inactive for 2 years,
- f. the member is expelled in accordance with 2.15 of these bylaws.

(2) Unless the bylaws provide otherwise, the rights of a person as a member of The Kitchen, including any rights in the property of The Kitchen, cease to exist when the person's membership in The Kitchen terminates.

Member not in good standing

2.13 A member is not in good standing if the member:

- a. fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid, or
- b. fails to comply with these bylaws, or
- c. fails to adhere to the policies of The Kitchen, or

- d. fails to act in the best interests of The Kitchen, including failure to act in accordance with the *Member Code of Conduct and Confidentiality*.

2.14 A voting member who is not in good standing:

- a. may not vote at a general meeting, and
- b. is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Discipline or expulsion of a member

2.15 A member of The Kitchen may be expelled by special resolution (a resolution passed at a general meeting by at least two-thirds of the voting members).

2.16 Before a member of The Kitchen is expelled, The Kitchen must:

- a. send a notice of special resolution for discipline or expulsion accompanied by a brief statement of the reasons for the proposed expulsion, and
- b. give the member a reasonable opportunity to make representations to The Kitchen respecting the proposed discipline or expulsion before the special resolution is put to a vote at a general meeting.

Part 3 — General Meetings

The board of directors of The Kitchen may at any time call a general meeting. An annual general meeting (AGM) shall be held once in every calendar year and not more than 15 months after the date of adjournment of the last preceding AGM at a time and place the board determines. The word limit for a requisition of a general meeting may not exceed 500 words.

Notice of general meeting

3.1 Notice of the date, time and location, and including any special resolution to be submitted during the meeting, of the meeting must be:

- a. sent by email, at least 21 days and not more than 60 days before the meeting, to the email address of every member of The Kitchen for whom The Kitchen has an email address in the register of members; and
- b. posted or published at the same time and end when the meeting is held, on a website that is maintained by or on behalf of The Kitchen and is accessible to all members of The Kitchen, and

- c. posted at the same time in print at The Kitchen and at collegial locations where members who have no access to email or social media may be informed of the date, time, place and content of the meeting;
- d. must include the date and time and, if applicable, the location of the meeting and the text of any special resolution to be submitted to the meeting.

3.2 If an in-person meeting is not feasible for the size of the membership or for other extenuating circumstances, a general meeting may be conducted virtually and for which instructions regarding attendance and participation, including voting, will be provided at the time of notice for that meeting. (More than 100 members is considered a threshold in the Act.) If a general meeting is a virtual meeting, The Kitchen must permit and facilitate participation in the meeting by telephone or other communications means.

3.3 The accidental omission to send notice of a general meeting to a member, or the non-receipt of notice by a member, does not invalidate any proceedings at the meeting.

Ordinary business at general meeting

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

- a. adoption of rules of order,
- b. consideration of any financial statements of The Kitchen presented to the meeting,
- c. consideration of the reports, if any, of the directors or auditor,
- d. election of directors,
- e. appointment of an auditor, if any,
- f. business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

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

3.6 Members may propose a motion for consideration at an annual general meeting by sending written notice of that resolution no less than 7 days prior to that AGM and with signatures of at least 25 active members. The member who submitted the proposal must be present at the meeting and must include any special resolution that may be required to be considered.

3.7 A general meeting, other than an AGM, called to handle a special resolution, must only deal with that special business item and no other business.

Chairperson of general meeting

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

- a. the individual, if any, appointed by the board to preside as the chairperson,
- b. if the board has not appointed an individual to preside as the chairperson or the individual appointed by the board is unable to preside as the chairperson,
 - (i) the chairperson, or
 - (ii) the vice-chairperson, if the chairperson is unable to preside as the chair, or
 - (iii) one of the other directors present at the meeting, if both the chairperson and vice-chairperson are unable to preside as the chairperson.
 - (iv) If there is no individual entitled under these Bylaws who is able to preside as the chairperson of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chairperson.

Quorum for general meetings

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

3.10 The quorum for the transaction of business at a general meeting is 20.

3.11 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

- a. in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- b. in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

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

Adjournments of a general meeting

3.13 The chairperson of a general meeting may, or if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

3.14 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at a general meeting

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

- a. elect an individual to chair the meeting, if necessary,
- b. determine that there is a quorum,
- c. approve the agenda,
- d. approve the minutes from the last general meeting,
- e. deal with unfinished business from the last general meeting,
- f. if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of The Kitchen for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) appoint an independent auditor, if any,
 - (iii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iv) elect directors,
- g. deal with new business, including any matters about which notice has been given to the members in the notice of meeting, and
- h. terminate the meeting.

Voting at a general meeting

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

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

3.18 Voting by proxy is not permitted.

Resolutions: ordinary and special

3.19 A matter to be decided at a general meeting must be decided by ordinary resolution.

3.20 A matter of special resolution, as required by the Act or these bylaws, must have two-thirds (2/3) majority to pass (e.g., a change to bylaws, expulsion of member, real estate).

Registry filings respecting directors

3.21 The Kitchen will, within 30 days after an annual general meeting is held, file with the registrar an annual report that includes the date on which the meeting was held.

3.22 The Kitchen will, promptly after a change in its directors or in the address of any of its directors, or in the case of an error, file with the registrar a notice of change of directors. The Kitchen may provide notice of the change in the annual report The Kitchen files with the registrar.

Part 4 — Board of Directors

Number and eligibility

4.1 The Kitchen shall have no fewer than seven (7) and may have up to eleven (11) directors.

4.2 Directors must be members of The Kitchen. Directors may not be employed by The Kitchen.

4.3 To become a director of The Kitchen, an individual must be elected or appointed to that office in accordance with the bylaws.

4.4 To be qualified to become a director of The Kitchen, a person must be 18 years of age or older.

A qualified director cannot

- a. have been found by any court to be incapable of managing their own affairs, unless this ruling has since been overturned,
- b. have been convicted of an offence in connection with the promotion, formation or management of a corporation or an unincorporated entity or convicted of an offence involving fraud, unless a pardon has been subsequently issued, or
- c. be an undischarged bankrupt.

4.5 All directors shall submit to a Criminal Records Check prior to assuming their duties.

4.6 Persons elected or appointed (see 4.11 and 4.12) as a director must give written consent or be present at a general meeting where they accept election or appointment.

4.7 Directors will act in accordance with the purposes, bylaws, policies and procedures of The Kitchen and in accordance with the Act.

4.8 A director who is absent without valid reason for three (3) consecutive meetings of the board, disqualifies himself/herself from the board.

4.9 Directors may not be remunerated in any capacity; however, directors may be reimbursed for necessary, reasonable and receipted expenses incurred while acting on behalf of The Kitchen.

Conflict of interest

4.10 (1) Directors and senior managers will disclose fully and promptly to the board all material interests in matters that might conflict with their duties with The Kitchen. Such a disclosure must be evidenced in the minutes of the board meeting or in written notice to The Kitchen. The director or senior manager with a conflict will

- a. abstain from discussion of the matter unless asked by other directors to provide information,
- b. abstain from voting on a directors' resolution on the matter,
- c. leave the meeting if a contract is considered, and
- d. refrain from any action intended to influence the discussion or the vote.

(2) at the request of one or more directors, the board may ask a director or senior manager with a conflict to remain in the meeting to provide information.

Election or appointment of directors

4.11 At each annual general meeting, the members in good standing must elect directors of the board whose eligibility has been verified by the Nomination Committee.

Vacancy on the board

4.12 The board may, at any time, appoint a member as a director to fill a vacancy that arises on the board. A director so appointed holds office only until the conclusion of the next annual general meeting of The Kitchen, but is eligible for election at that meeting. The dates of the term will be noted in the minutes of the annual general meeting.

Term of office

4.13 Director positions are to have a term of two (2) years, with half of the directors elected in even years and half in odd years. Term of office expires at the close of the next annual general meeting after the director's designation, election.

4.14 Directors may serve up to three (3) consecutive terms. Former directors may stand for election after one (1) year off the board.

Meetings of the board

4.15 The board of directors shall meet at least quarterly at such a time as may be determined by the board. Special meetings of the board may be called by the chairperson, by a vote of the executive or by written request to the chairperson from at least 50% of the board. In all cases reasonable effort must be given to allow all directors to be involved.

4.16 A directors' meeting may be called by the chairperson or by any two (2) other directors.

4.17 At least two (2) days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

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

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

Meetings of the board

4.20 A board member, the program director or the acting program director may request the chairperson to act on business which cannot be postponed until the next scheduled meeting of the board and which may be conducted by electronic voting or email. A copy of the resolution shall be sent to all directors. The results of an email vote shall be read into the minutes of the next regular meeting of the directors.

4.21 If directors intend to pass a directors' resolution without a meeting, they must previously have sent a copy of the resolution to all directors. Passing the resolution requires all the directors to consent.

4.22 Alternative directors or proxy voting at directors' meetings is prohibited.

Authority of the board

4.23 The board of directors has the governance and oversight of the affairs of The Kitchen and possesses the same powers as The Kitchen at duly called meetings of the board.

4.24 The board may make such rules and regulations as it may deem necessary and expedient to carry out the purposes and objectives of The Kitchen and may repeal, amend or re-enact any policies and procedures that may serve that purpose.

4.25 The board will, at the annual general meeting, recommend an independent auditor to the AGM who will provide an annual review or audit of the accounts of The Kitchen that shall be presented to the following AGM.

4.26 The board may invest or re-invest funds and monies in any securities or investments in which a trustee may, according to the current laws, invest.

4.27 The board may authorize the officers (executive) to act in its stead between meetings or during such period as may be determined in advance by the board.

4.28 The Kitchen is not obligated to accept any donation, gift, bequest or device that it does not wish to accept, or that is subject to any term or condition that, in the opinion of the board, is contrary to the objectives and purposes of The Kitchen.

4.29 The Kitchen may borrow money at any time for any consideration that the directors may determine with a resolution. A two-thirds (2/3) vote of the entire number of directors is required to borrow money. Fractions are rounded up in calculating two-thirds of the number of directors.

Removal of or changes to directors

4.30 (1) A director of a society may be removed from office

- a. by special resolution, despite any provision of the bylaws, or
- b. without limiting paragraph (a), by the method, if any, provided for in the bylaws.

(2) Unless the bylaws provide otherwise, if a director is removed from office under subsection (1), an individual may be elected or appointed, by ordinary resolution, to serve as director for the balance of the term of the removed director.

4.31 The Kitchen must file a notice of correction if they become aware of an error in their statement of directors and registered office.

Part 5— Officers of the Board

5.1 At the first directors' meeting following the annual general meeting, officers will be elected or appointed to the following board positions for a term of one year, and will constitute the executive of The Kitchen. A director, other than the chairperson, may hold more than one position:

- a. chairperson,
- b. vice-chairperson,
- c. secretary,
- d. treasurer,
- e. past chairperson.

Role of chairperson

5.2 The chairperson of the board is responsible for:

- a. supervising the other directors in the execution of their duties,
- b. presiding at meetings of the board and performing such duties as are inherent in the office of chairperson,
- c. serving as ex-officio member of all committees of the board,
- d. mentoring, supporting and conferring with the program director on a regular basis, and
- e. evaluates annually the program director with input from the board.

Role of vice-chairperson

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

Role of the past chairperson

5.4 The immediate past chairperson of the board may be appointed an ex officio voting director for a one-year term to maintain board continuity. The past chairperson mentors the newly elected chairperson, the executive committee and/or other directors.

The past chairperson of the board is responsible for

- a. participating in the orientation of the newly elected chairperson and new directors by acting as a resource of The Kitchen's policies, processes and history,
- b. chairing board meetings if the chairperson and vice-chairperson are not available,
- c. serving as an ex officio member of the executive committee,
- d. carrying out duties and tasks assigned by the chairperson,
- e. participating on the Nomination Committee.

Role of secretary

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

- a. issuing notices of general meetings and directors' meetings,
- b. taking minutes of general meetings and directors' meetings,
- c. keeping the records of The Kitchen in accordance with the Act,
- d. conducting the correspondence of the board,
- e. filing the annual report of The Kitchen and making any other filings with the registrar under the Act,
- f. informing the board of changes to the Act.

Recording secretary

5.6 The directors may appoint a person, who need not be a director, as recording secretary to assist the secretary in performance of the secretary's duties.

Absence of secretary from meeting

5.7 In the absence of the secretary and the recording secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

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

- a. receiving and banking monies collected from the members or other sources, monitoring the expenditure of funds and making sure that financial affairs of The Kitchen are handled with efficiency,
- b. keeping accounting records in respect of The Kitchen's financial transactions,
- c. preparing The Kitchen's financial statements and an annual budget,
- d. making The Kitchen's filings respecting taxes,
- e. reporting in writing to the regular meeting of the board of directors and annually to the annual general meeting.

Part 6 – Signing Authority

6.1 A contract or other record to be signed by The Kitchen must be signed on behalf of The Kitchen

- a. by the chairperson, together with one other director,

- b. if the chairperson is unable to provide a signature, by the vice-chairperson together with one other director,
- c. if the chairperson and vice-chairperson are both unable to provide signatures, by any two (2) other directors, or
- d. in any case, by one or more individuals authorized by the board to sign the record on behalf of The Kitchen.

Part 7 – Indemnity and Protection

7.1 Subject to the Societies Act, every director of The Kitchen shall be deemed to have assumed office on the express understanding and agreement that every director shall from time to time and at all times be indemnified and saved harmless out of the funds of The Kitchen from and against all costs, charges and expenses whatsoever which such director sustains or incurs with respect to any action, suit or proceeding which is brought, commenced or prosecuted against him/her/them or in respect of any act or deed done or permitted by him/her/them or any other director or directors in or about the execution of the duties of his/her/their office and also from all other costs, charges and expenses which he/she/they sustains in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her/their own willful neglect, default or unlawful activity.

Part 8 – Amendment of Bylaws

8.1 These bylaws may be amended at any duly called general meeting of The Kitchen provided that the proposed amendment has been circulated in writing with the announcement of the meeting as per the rules of general meetings and that such amendment is passed by a special resolution.

Part 9 – Dissolution, Liquidation and Restoration of The Kitchen

9.1 The Kitchen shall be carried on without purpose of gain for its members, and any profits or other accretions to The Kitchen shall be used for promoting its purpose.

9.2 In the event of dissolution or winding-up of The Kitchen, the membership may dissolve and liquidate The Kitchen by passing an ordinary resolution at an Annual General Meeting or a general meeting. It must be passed by 2/3 of the members present

9.3 After The Kitchen dissolves and pays all of its debts and liabilities, it will distribute or dispose of its remaining property to qualified donee(s) as described in subsection 149.1 (1) of the Canada Income Tax Act.

9.4 The qualified donee(s) would be charitable organization(s), in good standing, located in the Greater Victoria area, with a food security mission.

9.5 The remaining assets must be disbursed to qualified donee(s) specified by a resolution of the members. If a resolution of the members is not possible, a resolution of the directors specifying the qualified donee(s) will suffice.

9.6 The Kitchen will dissolve and liquidate its assets in accordance with BC Societies Act and the Canada Income Tax Act.

9.7 If The Kitchen voluntarily dissolves, the membership must pass and file an ordinary resolution appointing a record keeper. The record keeper

- a. must keep the records in a complete state and avoid loss or damage
- b. is 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
- c. must not deny access to a person who is entitled to access them.

9.8 Promptly after The Kitchen is dissolved, the record keeper must file with the registrar a notice of the record keeper's delivery and mailing address.

Restoration of a Dissolved Society

9.9 To restore a dissolved society, a member or a director of the dissolved society may apply for restoration by registrar or court. The process and procedures for restoration are defined in the Act.