

CONSTITUTION AND BYLAWS

1. Name of the Society is SALT SPRING ISLAND ABBEYFIELD HOUSING SOCIETY.
2. The purposes of the Society are:
 1. To operate a charitable institution (without profit to its members) for the purpose of constructing, providing, maintaining, leasing, owning and managing one or more sheltered housing projects for senior citizens and for such other elderly persons as may be designated by the Province of British Columbia (where such designations are required).
 2. To receive charitable donations towards such objects by cash, lands, properties or otherwise.
 3. To apply for all lawful and necessary grants in aid.
 4. To do all such things as are incidental or conducive to the attainment of the above objects
3. The Society shall be carried on without purpose of gain for its members and any profits or other accretions to the society shall be used for promoting its objectives. This is unalterable.
4. The directors shall serve without remuneration, and the directors shall not receive directly or indirectly, any profits from their positions as directors, but may be paid expenses incurred by them in the performance of their duties.
5. Upon wind-up or dissolution of the Society, the assets remaining after the payment of all costs, charges, and expenses properly incurred in the wind-up, including the remuneration of a liquidator, and after payment to employees of the Society of any arrears of salaries, or wages, and after payment of any other debts of the Society, shall be distributed to a charitable organization (or organizations) in Canada, registered under the provisions of the Income Tax Act, which shall be designated by the Board of Directors.
6. The operations of the Society are to be chiefly carried on within the Gulf Islands.
7. In accordance with the "Society Act", it is hereby stated that Clauses 3, 4, 5 and 6 of this Constitution, including this Clause, are unalterable.

BY-LAWS OF SALT SPRING ISLAND ABBEYFIELD HOUSING SOCIETY

Membership

15. 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.
16. Every member shall uphold the constitution and comply with these by—laws.
17. The amount of the first annual membership dues shall be determined by the directors and thereafter the annual membership dues shall be determined at the annual general meeting of the Society.
18. A person shall cease to be a member of the Society
 16. by delivering his resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society, or
 17. on his death or in the case of a corporation on dissolution, or
 18. on being expelled, or
 19. on having been a member not in good standing for 12 consecutive months,
20.
 23. A member may be expelled, by a special resolution of the members passed at a general meeting.
 24. The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 25. 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.
1. 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.

Meetings of Members

6. General meetings of the Society shall be held at such time and place, in accordance with the Society Act, as the directors decide.

7. Notice of a general seating shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business.
2. 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 in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.
3.
 1. No business shall be conducted at a general meeting at a time when a quorum is not present.
 2. A quorum is three members present or such greater number as the members may determine at a general meeting.
1. 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.
2. All resolutions proposed at a meeting must be seconded and the chairman of a meeting may move or propose a resolution.
3. The first directors of the Society shall be the subscribers of this Constitution and these By-laws. These directors shall all retire at the first annual meeting. Thereafter, the number of directors shall be determined at the first annual meeting, but in no event shall the number of positions on the board of directors be less than four in number.
4.
 31. Initially, the president, vice—president and 3 directors will serve a 2 year term. The secretary, treasurer and remaining 3 directors will serve a 1 year term. Thereafter, all terms of office for the directors will be 2 years.
 32. The number of directors shall be 10 or any number as may be determined from time to time at a general meeting.
1.
 1. The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
 2. A director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting.
21. No act of preceding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
2. The 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.

3.
 1. The directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed, the quorum shall be a majority of the directors then in office.
 2. The president shall be chairman of all meetings of the directors; but if at any meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice-president shall act as chairman, but if neither is present the directors present may choose one of their number to be chairman at the meeting.
 3. A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.
1.
 1. Questions arising at any meeting of the directors and committee of directors shall be decided by a majority of votes.
 2. In case of an equality of votes the chairman does not have a second or casting vote.
1. All resolutions proposed at a meeting of directors or committee of directors must be seconded and the chairman of a meeting may move or propose a resolution.
2. 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.

Duties of Officers

1.
 1. The president shall preside at all meetings for the Society.
 2. The president is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.
1. The vice-president shall carry out the duties of the president during his absence.
2. The secretary shall
 1. conduct the correspondence of the Society,
 2. issue notice of meetings of the Society and directors,
 3. keep minutes of all meetings of the Society and directors,
 4. have custody of all records and documents of the Society except those required to be kept by the treasurer,
 5. have custody of the common seal of the Society, and
 6. maintain the register of members.

1. The treasurer shall
 1. Keep such financial records, including books of account, as are necessary to comply with the Society Act, and
 2. Render financial statements to the directors, members and others when required.
1. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

Borrowing

2. In order to carry out the purposes of the Society the directors may. On behalf of and in the man 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.
3. No debenture shall be issued without the sanction of a special resolution.
4. 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.

Auditor

1.
 1. This part applies only where the Society is required or has resolved to have an auditor.
 2. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of the auditor.
 3. An auditor may be renewed by ordinary resolution,
 4. An auditor shall be informed forthwith in writing of appointment or removal.
 5. No director and no employee of the Society shall be auditor.
 6. The auditor may attend general meetings.
1. Notice of a general meeting shall be given to
 1. every member shown on the register of members on the day notice is given, and
 2. the auditor

32. On being admitted to membership, a member is entitled to a copy of the constitution and by-laws of the Society.

33. These by-laws shall not be altered or added to except by special resolution.

Dated the day of

APPLICANTS FOR INCORPORATION

WITNESSES

Signed _____

Signed _____

Signed _____

Signed _____

Signed _____

Signed _____

Signed _____

Signed _____
