



***Draft* CONSTITUTION AND BYLAWS OF  
THE PACIFIC AIDS NETWORK SOCIETY**

**These bylaws replace the bylaws adopted in 2003 and subsequently amended in 2005 and 2009. The constitution replaces the constitution adopted in 2003.**

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# CONSTITUTION

## 1. NAME

The name of the society is the Pacific AIDS Network society.

## 2. PURPOSE

The purposes of the society are:

To provide a network for communication, education and mutual support regarding HIV, hepatitis C and related issues throughout British Columbia by providing training, workshops and conferences.

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# BYLAWS

Here, set forth, in numbered clauses, are the bylaws providing for the matters referred to in the *Societies Act* of the Province of British Columbia and any other bylaws.

## Part 1 - Interpretation

1. In these bylaws, unless the context otherwise requires:
  - a. “directors” means the directors of the society for the time being;
  - b. “officer term” means the time between the first executive meeting following an annual general meeting and the first executive meeting immediately following the annual general meeting after the expiration of the term set within the bylaws;
  - c. “registered address” of a member means the address as recorded in the register of members;
  - d. “secretary” of the society refers to the officer occupying the position of secretary;
  - e. “senior manager” has the meaning set out in the *Societies Act* and includes the officers of the society;
  - f. “*Societies Act*” means the *Societies Act of British Columbia* as amended from time to time in force, and includes any successor legislation thereto;
  - g. “society” refers to the Pacific AIDS Network society; and
  - h. “term” means the time between an annual general meeting and the annual general meeting two years following.
2. The definitions in the *Societies Act* on the date these bylaws become effective apply to these bylaws.
3. Words importing the singular include the plural and vice versa; and words importing any gender include all genders.

## Part 2 - Membership

4. The members of the society are non-profit organizations who have become members in accordance with these bylaws and the policies of the society.
5. Any British Columbia non-profit organization subscribing to the mission, purposes and bylaws of the society; having HIV, hepatitis C and/or related programming as part of their operations; and meeting such other criteria as may be adopted by the directors from time to time; may apply for membership in the society. The application will be assessed by the directors who will give a recommendation to the members, and, upon acceptance by ordinary resolution of the members, the applicant shall become a member.

6. All British Columbia non-profit organizations formerly classified as a “voting member” or an “associate member” under the pre-transition bylaws of the society shall be confirmed as members. Pre-transition members who are not incorporated in British Columbia as a non-profit organization shall cease to be members.

### **Duties of the members**

7. Every member shall uphold the Constitution and comply with these bylaws and the policies of the society.

8. The amount of the annual membership dues (if any) shall be determined at the annual general meeting or an extraordinary general meeting of the society.

9. All members shall inform the society in writing of their up-to-date physical address and their email address (if any) for the purposes of receiving notices from the society. This is an on-going obligation.

10. All members are expected to:

- a. complete the Members’ and Stakeholders’ survey, annually (if any); and
- b. complete the Membership Renewal Form, every three years (if any).

### **Transition of membership**

11. A member will cease to be a member of the society:

- a. by delivery of the member’s resignation in writing to the secretary of the society or delivering it to the address of the society;
- b. on dissolution;
- c. on being expelled; or
- d. on having been a member not in good standing for a period of 90 days.

12. All members are in good standing except a member who has failed to complete and return to the secretary or delivering to the address of the society the Members’ and Stakeholders’ survey, annually (if any) and/or the Membership Renewal Form, every three years (if any) and/or pay the annual membership dues (if any).

### **Expulsion of a member**

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

14. The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason(s) for the proposed expulsion.

15. The member 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.

### **Part 3 - Meeting of members**

#### **Timing of meetings**

16. General meetings of the society shall be held at such time and place, in accordance with the *Societies Act*, as the directors decide.

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

18. The directors may, whenever they think fit, convene an extraordinary general meeting.

19. An annual general meeting shall be held at least once each calendar year, unless all members give their consent to all items of business, in which case it need not be held.

20. Members of the society may requisition the directors to call a general meeting within 60 days for the purposes stated therein if 10% of the members sign the requisition.

#### **Notice of meetings**

21. Notice of a general meeting shall specify the place, the day, and the hour of meeting.

22. Notice of a general meeting will take place no less than 14 days, and no more than 60 days, from the meeting.

23. Notice of a general meeting will include:

- a. the minutes of any previous general meetings which have not been approved by members;
- b. the text of any special resolution to be considered at the meeting; and
- c. in the case of special business, the general nature of that business.

24. Notice must be provided in writing and may be provided by email, standard mail, or personal delivery.

25. 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 any of the proceedings at that meeting.

### **Part 4 - Proceedings at general meetings**

26. One of both of the co-chairs or, in the absence of both, one of the other directors present shall preside as chairperson(s) of a general meeting.

27. At a general meeting, if, after fifteen minutes after the time appointed for holding the meeting, no director(s) is present or willing to chair, the members shall choose one of their number to be chairperson.

28. If the notice of meeting or the members so permit, any member entitled to attend a general meeting may participate in such meeting by teleconference, videoconference or any other electronic means that permit all participants to communicate adequately with each other during the meeting, if the society, at the discretion of the Board, makes such means available. A member so participating in a meeting is deemed to be present at the meeting

29. Special business is:

- a. all business at an extraordinary general meeting 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 report of the directors;
  - iii. the report of the Auditor, if any;
  - iv. the consideration of the financial statements;
  - v. the appointment of the Auditor, if required;
  - vi. the election of directors; and
  - vii. such other business as, 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.

30. Members of the society may propose an item for consideration at an annual general meeting if 5% of the members sign the proposal, and if the proposal is received by the society at least 7 days before notice of the annual general meeting is sent out.

### **Quorum requirements**

31. No business, other than the election of a chair(s), adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

32. 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 the meeting is adjourned or terminated.

33. A quorum is 30% of the members in good standing.

34. If within 30 minutes from the time appointed for a member's meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week,

at the same time, via electronic means and/or teleconference and if, at the adjourned meeting, a quorum is not present within thirty minutes from the time appointed for the meeting, the members present shall constitute a quorum.

35. 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.

36. It is not necessary to give notice of adjournment or of the business to be transacted at an adjourned general meeting.

### **Voting procedures**

37. No resolution proposed at a general meeting need be seconded, and the chairperson of a meeting may move or propose a resolution.

38. In the case of an equality of votes, the chairperson shall not have a casting or second vote, and the proposed resolution shall not pass.

39. A 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 must be considered as a member for all purposes with respect to a meeting of the society.

40. A member may have two authorized representatives if at least one of them is self-disclosed as a person living with HIV (PLHIV) and/or with lived experience of hepatitis C.

41. A member in good standing is entitled to only one vote, regardless of whether the member has one or two authorized representatives.

42. Voting may be by show of hands, mail or any other means of communication deemed appropriate by the chairperson of the meeting, including by electronic mail or other electronic means, or any combination of such means. The directors may establish rules for the conduct of meetings whereby members vote by electronic means, including by online voting through Society website, provided such rules allow members reasonable access to voting and ensure confidentiality, security and integrity of the voting process. If a vote at a meeting is held by electronic means, a member may request a paper ballot, in accordance with the process set out in the notice of the general meeting sent to the members, in which case the Society shall mail a paper ballot to such member and such member may vote by completing the ballot form received in accordance with all relevant instructions delivered in connection therewith. In the event that a member submits a paper ballot in addition to the member's electronic vote, the member's paper ballot will not be counted.

43. Voting by proxy is not permitted.

44. Invited guests and secondary authorized representatives at a general meeting are entitled to participate in debate but not to vote.

## **Part 5 - Directors and officers**

### **Powers of the directors**

45. 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 bylaws 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 provisions of:

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

46. No rule made by the society in a general meeting invalidates a prior act of the directors that would have been valid if that rule had not been made.

47. All directors shall adhere to the policies, set by the directors, defining their role, code of conduct and requirements concerning confidentiality.

### **Number of officers and directors**

48. The co-chair(s), treasurer and secretary shall be the officers of the society.

49. An officer must be a director and ceases to be an officer on ceasing to be a director.

50. The society shall have fourteen directors, elected by the members at a general meeting, in accordance with the following rules:

- a. seven of fourteen directors shall be deemed to be associated and able to effectively represent each of the seven Health Authority regions of British Columbia: Northern; Interior; Fraser; Vancouver Coastal; Vancouver Island; and provincially, the Provincial Health Services Authority (PHSA) and the First Nations Health Authority (FNHA); and
- b. at least seven of fourteen directors shall be self-disclosed as a person living with HIV (PLHIV) and/or with lived experience of hepatitis C. Of these:
  - i. a minimum of one director shall be self-disclosed as a person living with HIV (PLHIV); and
  - ii. a minimum of one director shall be self-disclosed as with lived experience of hepatitis C.

51. The society's employees or independent contractors can serve as directors. A majority of the directors of a society must not receive or be entitled to receive remuneration from the society under contracts of employment or contracts for services.

### **Nominations to the board of directors**

52. Each year prior to the annual general meeting, the directors shall convene, or act as, a Nominating Committee to compile a slate of nominees for election to the Board of directors to fill all vacant positions.

53. The Nominating Committee shall ensure that all nominees to the Board of directors qualify for one of the available seats as set out in these bylaws and the *Societies Act*, and shall approve a shortlist of the best candidates according to criteria approved by the Board of directors.

54. In order to be eligible for election to the Board, an individual must:

- a. fulfill all the *Societies Act* qualifications to be a director, and must not be found by any court to be incapable of managing the individual's own affairs; not be an undischarged bankrupt; not be convicted of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud;
- b. be an authorized representative of a member of the society and have written confirmation of such;
- c. submit an application form - which includes a written statement summarizing such individual's qualifications, experience, and involvement in the mission of the society;
- d. consent in writing to run for the Board of directors, and agree to act in the best interests of the society and in furtherance of its mission; and
- e. be nominated by the Nominating Committee.

55. Only individuals who consent in writing and who are nominated by the Nominating Committee shall be eligible for election to the Board of directors.

56. Nominees shall make their best effort to be physically present at the election meeting.

57. A nominee who cannot be physically present at the election meeting shall make arrangements to have a member read to the membership the written statement contained within their application.

### **Terms of directors and their replacement**

58. Directors shall be elected for a two-year term and must retire from office at the second annual general meeting after their election, when their successors shall be elected.

59. Any director retiring from office at an annual general meeting shall be eligible to stand for re-election at that annual general meeting.

60. A director shall inform the society immediately if they are no longer eligible to serve as a director.

61. A director shall resign immediately if they no longer fulfill all the *Societies Act* qualifications to be a director.

62. Should a director cease being an authorized representative of the member of the society they represented at the time of their most recent election, that director shall cease being a director at the convening of the annual general meeting, first occurring after receipt by the secretary of notice that the director has ceased being one of its authorized representatives. There is nothing to prevent the former director seeking election as a director at that or a subsequent annual general meeting, or once again being appointed as a director, after their ceasing to be a director.

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

64. Officers will be elected by the directors from their number, at a meeting of the directors after the annual general meeting.

65. Officers shall serve until the next annual general meeting.

66. If there is a director vacancy on the Board, the Nominating Committee may propose to the Board at its next meeting a shortlist of nominees that qualify for the available seat(s) as set out in these bylaws, and the directors may elect a director from those nominees to fill the vacancy. The director so elected shall hold office for the unexpired term.

67. If there is an officer vacancy, the directors may elect a director to fill the position, and a director so elected shall hold office until the next annual general meeting.

68. No act or proceeding of the directors is invalid only by reason of there being fewer than the prescribed number of directors currently in office.

### **Removal of directors**

69. A director may be removed before the expiration of such person's term by a special resolution of the members, or a three-quarters vote of the directors.

70. A director subject to a vote for removal by the members or directors shall:

- a. be given at least 72 hours notice of the meeting where the vote will take place, and a brief description of the reason for the proposed removal; and
- b. be given an opportunity to provide a defence prior to the vote being taken.

### **Meeting of directors**

71. The directors shall meet a minimum of five times per year. A director may at any time, and the secretary on the request of a director shall convene a meeting of the directors.

72. The directors may:

- a. meet together at such times and places as they think fit for the dispatch of business; and
- b. hold meetings, in whole or in part, by telephone or other communications medium if all directors participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other.

73. The following rules apply to meetings of the directors:

- a. the directors may, by three-quarters majority, adopt Rules of Order governing their meetings, the meetings of committees, and the procedure by which decisions shall be made, provided that such Rules are not inconsistent with these bylaws;
- b. in the absence of adopted Rules of Order, resolutions arising at any meeting of the directors or committee of directors shall be decided by a simple majority of votes;
- c. the co-chairs shall be chairperson(s) of all meetings of the directors unless the directors decide otherwise;
- d. no resolution proposed at a meeting of directors or committee of directors need be seconded, and the chairperson(s) of a meeting may move or propose a resolution;
- e. a resolution consented to in writing or email 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;
- f. if a vote is taken and the result is a tie, the chairperson(s) does not have a second or casting vote; and
- g. senior managers and contractors may, with the consent of the directors, attend at and participate in meetings of the directors, but shall not have a vote unless they are also directors.

74. A newly appointed or elected director or directors shall be notified of the first meeting of the directors following their appointment or election but failure to notify such new directors shall not void the meeting, if a quorum is present.

75. A director, who may be absent temporarily from British Columbia, may send or deliver to the address of the society a waiver of notice, which may be by letter or email, 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.

### **Quorum of directors**

76. The quorum for any meeting of the directors shall be a simple majority of the directors then in office.

77. Directors participating by telephone, telephone conference call, or other communications medium shall be considered part of the quorum.

### **Directors' committees**

78. Each and every standing committee shall contain not less than one director who shall, unless otherwise provided in the terms of reference established for the standing committee by the Board, chair the committee and, regardless, each standing committee shall be chaired by the authorized representative of a member.

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

80. 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.

81. Subject to directions from the Board, the committee shall determine its own procedure.

82. The committee shall meet and adjourn as it deems appropriate.

### **Non-profit**

83. The purposes of the society shall be carried out without purpose of gain for its members, and any profits or other accretions to the society shall be used for promoting its purposes.

84. Directors or officers may be remunerated for being or acting as such, under policy as may be adopted by the directors from time to time.

85. Directors or officers may be reimbursed for all expenses necessarily and reasonably incurred while engaged with the society.

86. The society may, subject to the Act, pay remuneration to a director for services provided by the director to the society in another capacity.

### **Directors and conflict of interest**

87. A director who has a direct or indirect interest in a proposed contract or transaction of the society, or a matter for consideration by the directors, shall disclose promptly and fully the nature and extent of their interest to the other directors, remove themselves from discussion and otherwise comply with the relevant provisions of the *Societies Act*.

### **Part 6 - Duties of officers**

88. All officers shall adhere to the policies, set by the directors, defining their role.

89. The co-chairs shall preside at all meetings of the society and of the directors, unless the members or directors decide otherwise.

90. The secretary shall:

- a. conduct the correspondence of the society;
- b. issue notice of meetings of the society and of directors;
- c. keep minutes of all meetings of the society and of 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 and a record of the authorized representative(s) of each member.

91. The treasurer shall:

- a. keep such financial records, including books of account, as are necessary to comply with the *Societies Act*; and
- b. render financial statements to the directors, members and others when required.

92. The offices of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.

93. The offices of secretary and/or treasurer may be held by an employee.

94. The secretary and/or treasurer may delegate duties to the staff of the society, provided the secretary maintains oversight and control.

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

96. The directors, or members, may add additional duties to any director or officer or transfer duties among directors or officers.

97. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at that meeting.

### **Part 7 - Senior manager**

98. In addition to the officers, the directors may appoint one or more senior managers of the society to exercise the directors' authority to manage the activities or internal affairs of the society as a whole, in accordance with the *Societies Act*.

### **Part 8 - Seal**

99. The directors may provide a common seal for the society and they shall have power from time to time to destroy it and substitute a new seal in place of it.

100. 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 Co-Chair and secretary or Co-chair and secretary-treasurer.

### **Part 9 - Records keeping**

#### **Corporate records**

101. The directors of the society shall keep the records of the society as required by the *Act*.

#### **Financial records**

102. 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.

#### **Inspection and disclosure of records**

103. A member of the society is entitled, on providing at least 14 days' written notice to the society, to inspect the following records of the society at the address of the society during normal business hours:

- a. the society's certificate of incorporation, and any other certificates or records furnished to the society by the Registrar;
- b. the Constitution and these bylaws;
- c. the statement of directors and registered office of the society;
- d. copies of orders made by any court, tribunal or government body in respect of the society;
- e. the register of directors;
- f. the register of members;
- g. the written consents of the directors to serve as such, and their resignations;
- h. the disclosure of a director or senior manager regarding a conflict of interest;
- i. minutes of general meetings of the society;
- j. resolutions of the members passed in writing; and
- k. the annual financial statements of the society, and any auditor's reports thereon.

A member of the society may not inspect any other records of the society except as required by law or permitted by resolution of the directors.

#### **Part 10 - Borrowing**

104. 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 they decide and in particular, but without limiting the generality of the foregoing, by the issue of debentures.

105. The members may, by special resolution, restrict the borrowing power of the directors but a restriction so imposed expires at the next annual general meeting.

#### **Part 11 - Auditor**

106. This part applies only where the society is required, or has resolved, to have an Auditor.

107. At each annual general meeting the society shall appoint an Auditor to hold office until he or she is re-elected or his or her successor is elected at the next annual general meeting.

108. An Auditor may be removed by ordinary resolution.

109. An Auditor shall be informed forthwith, in writing, of appointment or removal.

110. No director and no employee of the society shall be Auditor.

111. The Auditor may attend general meetings.

### **Part 12 - Notice to members**

112. A notice may be given to a member either personally or by mail or by email to the member at the member's registered address or current email address.

113. Notice of a general meeting shall be given to:

- a. every member shown on the register of members on the day notice is given; and
- b. the Auditor, if Part 10 applies.

### **Part 13 - Bylaws**

114. Any member of the society is entitled to a copy of the Constitution and bylaws upon request.

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

### **Part 14 - Winding up**

116. In the event of the winding up and dissolution of the society, any of its funds and assets of the society remaining after the satisfaction of its debts and liabilities, shall be paid, transferred or delivered to such one or more recognized charitable organizations or charitable foundations in British Columbia, concerned with social problems or having purposes similar to those of this society, as shall be determined by resolution of a general meeting at the time of winding up and dissolution; and in the event that effect cannot be given to the foregoing provisions, then such funds and assets shall be paid, transferred or delivered to trustees on trust for a charitable purpose.