

**Society Act
Constitution
Mole Hill Community Housing Society**

**Consolidation prepared by Miller Thomson LLP
from filings at B.C. Registrar of Companies
to August, 2010**

1. The name of the society is Mole Hill Community Housing Society.
2. The purposes of the society are:
 - (a) to assist in the redevelopment of the block of houses known as Mole Hill in Vancouver, BC;
 - (b) to stabilize, upgrade, preserve, construct, acquire, develop, lease, own, maintain and manage housing of the existing low and moderate income tenants of Mole Hill, and to expand and secure low income and special needs housing stock for use by low and moderate income individuals within the framework of the existing heritage and character houses on the block;
 - (c) to install smaller-scale special uses such as child daycares and seniors facilities, and to integrate these uses appropriately into the existing houses;
 - (d) to use the existing lane ways and parking areas to create greenways, community gardens and other public infrastructure that serve the needs of the residents of Mole Hill and the wider community of Vancouver;
 - (e) to represent the existing tenants and the wider community in determining how redevelopment on the block should proceed;
 - (f) to negotiate with the City of Vancouver, the Province of British Columbia and with other government agencies to secure preservation and appropriate redevelopment of the block;
 - (g) to work as a partner with other community groups and agencies to sponsor development in the City of Vancouver beyond Mole Hill generally in keeping with the approach described herein for Mole Hill;
 - (h) to work as a partner with other community groups and agencies to sponsor new development on the block consistent with the goals of preserving and enhancing Mole Hill and respecting the scale, integrity and character of the block;
 - (i) to raise money through subscriptions; donations and by receiving gifts and testaments to carry out the purposes of the society;
 - (j) to do all such things as are incidental or conducive to the attainment of the purposes of the society.
3. The society will work with the City of Vancouver, the Province of British Columbia, other government agencies and any other public and private partners:
 - (a) to ensure the current residents have access to and control over housing in the Mole Hill redevelopment that is consistent with their shelter needs. This clause is unalterable;

- (b) to build upon the existing fabric of rooming house uses in the houses on the block, in order to best preserve the heritage qualities of these houses while serving lower- income people's housing needs. This clause is unalterable, and
 - (c) to preserve all the houses and buildings on Block 23, District Lot 185, Vancouver, known as Mole Hill; to respect their historical integrity, social character, and to preserve the historic streetscapes and landscapes of the block. This clause is unalterable.
 - (d) To ensure the existing historical Mole Hill community is maintained and enhanced in perpetuity. This clause is unalterable.
4. The society is constituted exclusively for charitable purposes and must be carried on without purpose of gain for its members and the society must not distribute any gain, profit or dividend or otherwise dispose of its assets to a member of the society without receiving full and valuable consideration and any profits or other accretions to the society must be used for promoting its purposes. This clause is unalterable.
 5. A director must not be remunerated for being or acting as a director and a director must not receive, directly or indirectly, any profits from the position as directors but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society. This clause is unalterable.
 6. 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, must 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 directors. This clause is unalterable.

**Society Act
Bylaws
Mole Hill Community Housing Society**

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Interpretation

1. In these bylaws, unless the context otherwise requires:
 - (a) “directors” means the directors of the society for the time being;
 - (b) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - (c) “registered address” of a member means his/her address as recorded in the register of members;
 - (d) “members” means the members of the society, and
 - (e) “society” means Mole Hill Community Housing Society.
2. The definitions in the Society 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 a male person include a female person and a corporation.

Membership

4. Membership in the society shall be restricted to:
 - (a) the applicants for incorporation, and
 - (b) those persons who apply for membership and who are accepted by the directors as members.
5. Any person who live in the Metro Vancouver may apply to the directors for membership in the society, and on acceptance by the directors shall be a member.
6. Every member shall uphold the constitution and comply with these bylaws.
7. The amount of the first annual membership dues shall be determined by the directors and after that the annual membership dues shall be determined at the annual general meeting of the society.
8. A person shall cease to be a member of the society:
 - (a) by delivering the member’s resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society
 - (b) on the member’s death, or in the case of a corporation, on dissolution;

- (c) on being expelled; or
 - (d) on having been a member not in good standing for three consecutive months.
9. A member may be expelled by a special resolution of the members passed at a general meeting.
- (a) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - (b) 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.
10. All members are in good standing except a member who has failed to pay the current annual membership fee or any other subscription or debt due and owing by the member to the society.
11. Notwithstanding paragraph 9, if a member has provided evidence satisfactory to the directors of temporary financial hardship which has had a direct impact on the member ability to pay any dues or debt owing to the society, then the directors may permit that member additional time to pay the dues or debt owed, and during such additional time, the member shall be deemed to be in good standing. For greater clarity, the directors are not required to permit any member additional time to pay dues or a debt owed, but may in their sole discretion do so from time to time.

Meetings of Members

12. General meetings of the society shall be held at the time and place, in accordance with the Society Act, that the directors decide.
13. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
14. The directors may, when they think fit, convene an extraordinary general meeting.
- (a) Notice of a general meeting shall specify the place, day and hour of meeting and, in the case of special business, the general nature of that business.
 - (b) 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.
15. The first annual general meeting of the society shall be held not more than fifteen (15) months after the date of incorporation and thereafter an annual general meeting shall be held once in every calendar year and not more than fifteen (15) months after the holding of the last preceding annual general meeting.

Proceedings at General Meetings

16. Special business is:
- (a) all business at an extraordinary meeting except the adoption of the rules of order;
 - (b) all business transacted at an annual general meeting except:
 - (i) the adoption of the 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 directors;
 - (vi) the appointment of the auditor, if required; and
 - (vii) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
17. No business, other than the election of the chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- (a) 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.
 - (b) A quorum is ten percent (10%) of the membership but never less than 3 members or such greater number that the members may determine at a general meeting.
18. If within fifteen (15) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be terminated; but in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed, the members present constitute a quorum.
19. Save and except as provided in bylaws 20 and 21, the chairperson of the society, or failing the chairperson, the vice-chairperson, shall preside as chairperson of a general meeting.
20. If there is no person qualified by the proceeding rule to act as chairperson present within fifteen (15) minutes after the time appointed for holding the meeting, or willing to act, the members present shall choose someone of their number to be the chairperson and the person so chosen shall act as chairperson of the meeting.
21. A simple majority of all the directors may, at any time before a general meeting, determine that it is in the best interest of the society or of achieving the business of the general meeting to appoint a person who is not a member of the society to preside as chairperson for the general meeting. The members may, by simple majority of those present at the general meeting, appoint a person who is not a member of the society to chair the general meeting.
22. 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.
23. A member in good standing present at a meeting of members is entitled to one vote.
- (a) Voting is by show of hands.

- (b) Voting by proxy is not permitted.
24. 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 member for all purposes with respect to a meeting of the society.

Directors and Officers

25. The directors may exercise all the powers and do all the acts and things that 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 general meeting, but subject, nevertheless, to
- (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 if general meeting.
26. 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.
27. The directors shall be elected for a two-year term, subject to section 28.2.
- 28.1 The directors shall retire from office at each annual general meeting when their successors shall be elected.
- 28.2 The directors shall elect every second year from among their number a chairperson who shall serve as a chairperson for a term of two years, following which, the chairperson shall continue to serve as a director as chairperson for a term of two years, following which, the chairperson shall continue to serve as a director as immediate past chair for a further term of two years, whether or not elected as a director at the next general meeting. No one may serve consecutive terms as chairperson, but the immediate past chair may, at the end of their term as immediate past chair, stand for re-election as a director of the board and may thereafter be elected as chairperson.
29. The directors shall elect each year from their number a chairperson, a vice-chairperson, secretary and treasurer and such other officer or officers, if any, as the directors shall determine from time to time and the directors may, at any time, terminate any such appointments.
30. An election may be by acclamation, otherwise it shall be by ballot.
31. If no successor is elected, the person previously elected or appointed continues to hold office.
32. The directors may, at any time and from time to time, appoint a member as a director to fill a vacancy in the directors.
- (a) 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.

33. If a director resigns his/her office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.
 - a) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
34. The members may, by special resolution, remove a director before the expiration of his/her term of office, and may elect a successor to complete the term of office.
35. In accordance with Article 5 of the Constitution, no director shall be remunerated for being or acting as a director, but a director shall be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society and may be remunerated for performing duties outside their duties as director.

Proceeding of Directors

36. The meetings of the directors may be held at any time and place determined by the directors.
 - (a) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed, the quorum shall be a majority of the directors then in office.
 - (b) The chairperson shall be chairperson of all meetings of the directors but if at a meeting the chairperson is not present within fifteen (15) minutes after the time appointed for holding the meeting, the vice-chairperson shall act as chairperson, but if neither is present, the directors present may choose one of their number to be chairperson at that meeting.
 - (c) A director may, at any time, and the secretary, on the request of a director, shall convene a meeting of the directors.
37. The directors may delegate any, but not all, of their powers to committees consisting of the director or directors or to committees consisting of such persons or directors as they think fit
 - (a) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it had been done.
38. A committee shall elect a chairperson of its meetings; but if no chairperson is elected, or if at a meeting the chairperson is not present within fifteen (15) minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairperson of the meeting.
39. The members of a committee may meet and adjourn as they think proper.
40. For the a meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of directors is present.

41. 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, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
 - (a) no notice of meeting 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.
42. Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.
 - (a) In case of an equality of votes, the chairperson does not have a second or casting vote.
43. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairperson of a meeting may move or propose a resolution.
44. 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 the directors.

Duties of Officers

45. The chairperson shall provide leadership in developing and maintaining a collaborative system of management.
46. The vice-chairperson shall carry out the duties of the chairperson during his/her absence.
47. The secretary shall:
 - (a) conduct the correspondence of the society;
 - (b) issue notices 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.
48. The treasurer shall:
 - (a) keep such financial records, including books of account, necessary to comply with the Society Act; and
 - (b) render financial statements to the directors, members and others when required.
49. The offices of secretary and treasurer may be held by one (1) person who shall be known as the secretary-treasurer.

- (a) When secretary-treasurer holds office, the total number of Directors shall not be less than five (5) or such greater number as may have been determined pursuant to bylaw 27.

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

Insurance/Indemnity

- 51. The society may purchase and maintain insurance for the benefit of any or all trustees, officers, employees or agents against personal liability incurred by such person or persons as a director, trustee, officer, employee or agent.
- 52. Subject to the Society Act, the society shall indemnify and save harmless a director from and against any and all claims, liabilities, losses, damages, costs, charges, expenses, fines and penalties sustained or incurred by him/her in consequence of acting as a director of the society arising out of or in any way connected with the management, operation, activities or existence of the society which a director may sustain, incur or be liable for except those claim, liabilities, losses, damages, costs, charges, expenses, fines and penalties sustained or incurred by the director arising from either the director's willful misconduct of his/her duties as a director or the director's failure to exercise reasonable care and diligence in the performance of those duties.

Seal

- 53. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
- 54. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the person or persons prescribed in the resolution, or if no person or persons is or are prescribed,-in the presence of the chairperson and secretary or chairperson and secretary-treasurer.

Borrowing

- 55. 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 the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.
- 56. No debenture shall be issued without the sanction of a special resolution.
- 57. The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Auditor

- 58. This Part applies only where the society is required or has resolved to have an auditor.
- 59. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.

60. At each annual general meeting the society shall appoint an auditor to hold office until the auditor re-elected or the auditor's successor is elected at the next annual general meeting.
61. An auditor may be removed by ordinary resolution.
62. An auditor shall be promptly informed in writing of appointment or removal.
63. No director and no employee of the society shall be auditor.
64. The auditor may attend general meetings.

Notices to Members

65. A notice may be given to a member either personally or by mail to the member's registered address.
66. A notice sent by mail shall be deemed to have been given on the fourth day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.
67. 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 the part about Auditors applies.
68. No other person is entitled to receive a notice of general meeting.

Bylaws

69. On being admitted to membership, each member is entitled to and the society shall give each member, without charge, a copy of the constitution and bylaws of the society.
70. These bylaws shall not be altered or added to except by special resolution.