


CAROL PREST

ABBOTSFORD POLICE FOUNDATION
BYLAWS

PART I – INTERPRETATION

1. In these bylaws and the Constitution of the Society, unless the context otherwise requires:
 - (a) "board" means the directors acting as authorized by the constitution and bylaws of the Society in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
 - (b) "bylaws" means the bylaws of the Society as filed in the office of the Registrar of Companies in Victoria;
 - (c) "Chief" means the Chief Constable of the Abbotsford Police Department for the time being;
 - (d) "constitution" means the constitution of the Society as filed in the office of the Registrar of Companies in Victoria;
 - (e) "designate" means a person designated by the Chief to exercise the Chief's powers under these by-laws;
 - (f) "directors" means the directors of the Society for the time being, and includes, if any, elected or replacement directors;
 - (g) "elected director" means a director of the Society elected in accordance with these bylaws;
 - (h) "members" means those members whose names were recorded in the register of members on the date this bylaw became effective and those persons who subsequently have become members in accordance with these bylaws, and, in either case, have not ceased to be members, and a "member" means any one of them;
 - (i) "membership year" means a twelve-month period beginning in the first membership year on the date that the board approved such member's application for membership and thereafter shall be the anniversary of that date;
 - (j) "ordinary resolution" means:
 - (i) a resolution passed in general meeting of the Society of a simple majority of the votes cast by those members of the Society entitled to vote at such general meeting; or
 - (ii) resolution that has been submitted to the members of the Society and consented to in writing by 75% of the members who would have been entitled to vote on it in person at a general meeting of the Society;
 - (k) "registered address" of a member or director means the address of that person as recorded in the register of members or register of directors;

- (l) "replacement director" means a director of the Society appointed or elected in accordance with these bylaws as a replacement director;
 - (m) "Society" means the Abbotsford Police Foundation;
 - (n) "*Society Act*" means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it;
 - (o) "special resolution" means:
 - (i) a resolution passed in general meeting of the Society by a majority of not less than 75% of the votes cast by those members of the Society entitled to vote at such general meeting; or
 - (ii) a resolution consented to in writing by every member of a Society who would have been entitled to vote in person at a general meeting of the Society;
 - (p) "voting member" means a member registered in the register of members as a voting member.
2. Except where they conflict with the definition contained in these bylaws, the definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.

PART II – MEMBERSHIP

- 3. Any person of full legal capacity whose application to the Society for membership is accompanied with the appropriate membership dues, if any, and who has been approved by the board in consultation with the Chief shall be admitted as a voting member.
- 4. The board may determine the term of membership of each person admitted as a member of the Society. In the absence of any determination establishing a specific term for a member, a member shall continue as a member of the society until he has ceased to be in good standing for a period of three consecutive months.
- 5. The amount of the membership dues shall be determined by the board. In the absence of any determination of membership dues, it shall be deemed that annual or other membership dues are nil. If an amount of any annual membership dues has been determined by the board, that amount shall be deemed to be the annual membership dues in each succeeding membership year until such amount is changed.
- 6. Any member may withdraw from the Society by delivering his or her resignation in writing to the Secretary of the Society or by mailing or delivering it to the business office of the Society.
- 7. A person shall immediately cease to be a member of the Society:
 - (a) upon delivering his or her resignation in writing to the Secretary of the Society or upon delivering it to the business office of the Society;
 - (b) upon his or her death;
 - (c) in the case of a corporation, society or association, upon dissolution, bankruptcy or receivership;

- (d) upon completion of such member's term of membership;
 - (e) upon being expelled;
 - (f) upon ceasing to be in good standing for a period of three consecutive months; or
 - (g) upon ceasing to be a director of the Society for any reason other than the expiration of that person's elected or appointed term as a director, or rescision of this appointment as a director.
8. A member may be expelled by a special resolution expelling a named member. No member shall be subject to a vote of expulsion without 14 days' notice in writing of the proposed resolution for expulsion and the material reason such a vote is being proposed.
9. The membership of a person in the Society is not transferable.
10. All members shall be in good standing except a member who has failed to pay his or her current annual membership dues, or any other subscription or any debt due and owing by such member to the Society, and such member is not in good standing as long as the debt remains unpaid. Annual membership dues shall be due on the day immediately prior to the beginning of the current membership year.

PART III - MEETING OF MEMBERS

11. The general meetings of the Society shall be held at such time and place, in accordance with the *Society Act*, as the board shall decide.
12. Every general meeting other than an annual general meeting is an extraordinary general meeting.
13. The board may, whenever it thinks fit, convene an extraordinary general meeting.
14. The Society shall give not less than 14 days' written notice of a general meeting of the Society to its members; but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.
15. Notice of a general meeting shall specify the place, the day and the hour of the meeting, and, in case of special business other than an ordinary resolution expelling a named member, the general nature of that business.
16. The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
17. 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.

PART IV - PROCEEDINGS AT GENERAL MEETINGS

18. All proceedings at a general meeting shall be governed by Robert's Rules of Order as revised from time to time, except that, should there be any conflict between any section

of these bylaws and Robert's Rules of Order, these bylaws shall prevail. All business at an extraordinary general meeting shall be "special business" and all business that is transacted at an annual general meeting shall be "special business" except:

- (a) consideration of the financial statement;
 - (b) the report of the directors;
 - (c) the report of the auditor;
 - (d) the election of directors;
 - (e) the appointment of the auditor, if any;
 - (f) such other business that, under these bylaws or any governing statutes, ought to be transacted at an annual general meeting, or business as brought under consideration by the report of the directors issued with the notice of the meeting.
19. 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 the quorum is not present.
 20. If 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.
 21. A quorum at a general meeting is no less than three members in good standing present.
 22. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on 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 30 minutes from the time appointed for the meeting, the members then present shall constitute a quorum.
 23. The President of the Society, or in the absence of the President, the Vice-President, shall preside as chair of a general meeting; but if at any general meeting the President or Vice-President is not present within 15 minutes after the time appointed for the meeting, or requests that he or she not chair that meeting, the members present may choose one of the directors to be chair of the meeting.
 24. If the person presiding as chair of a general meeting wants to step down as chair for all or part of that general meeting, the chair may designate an alternate person to chair such general meeting, or portion thereof, upon receiving the consent of the majority of the members present at such general meeting.
 25. 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.
 26. It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for 10 days or more, in which case notice of the adjourned meeting shall be given as in the case of the original meeting.

27. Any issue arising at a general meeting which is not required by either these bylaws or the *Society Act* to be decided by a special resolution shall be decided by an ordinary resolution.
28. A voting member in good standing is entitled to one vote. A corporation, society or association may vote through its authorized representative.
29. Only in case of an equality of votes shall the chair be entitled to vote. In the event that the chair does not exercise the right to vote, the resolution shall be deemed to have failed.
30. Voting shall be by a show of hands or a voice vote in person recorded by the secretary of such meeting unless the majority of the persons eligible to vote present shall otherwise determine. At the request of any one director, a vote by written ballot shall be required.
31. Voting by proxy shall not be permitted.

PART V - DIRECTORS AND OFFICERS

32. The board 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 members in general meeting, but subject, nevertheless, to the 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 general meeting.
33. No rule, made by the Society in general meeting, invalidates a prior act of the board that would have been valid if that rule had not been made.
34. The property and the affairs of the Society shall be managed by the board.
35. The number of directors shall be fifteen or such other number, not being less than three, as may be determined from time to time by special resolution.
36. The Chief shall be an ex-officio director and member of the board and shall be entitled to vote and the members of the Society and elected directors shall take all steps required to confirm the appointment from time to time.
37. Elected directors shall be elected from among the names submitted to the annual general meeting by the Nominating Committee pursuant to these bylaws by the members at an annual general meeting and shall hold office commencing at the close of such annual general meeting.
38. Elections for elected directors shall be held at the annual general meeting and the term of office of elected directors shall normally be two (2) years. However, the board may, by a resolution of the board, 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 to be determined by the board in its discretion. For purposes of calculating the duration of an elected 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. If the director was elected at an

- extraordinary general meeting, for purposes of calculating the term of close of the annual general meeting next following such extraordinary general meeting.
39. Elected directors shall be elected from among the members and may be elected for consecutive terms. A person may become a member and a director at the same meeting.
 40. In elections where there are more candidates than there are vacant positions for elected director, election shall be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates shall be deemed to be elected in order of those candidates receiving the most votes.
 41. No member shall vote for more elected directors than the number of vacant positions for elected director. Any ballot on which more names are selected than there are vacant positions shall be deemed to be void.
 42. Notwithstanding the foregoing bylaws, the persons whose names are listed in the List of Directors filed with the Registrar at the time of the adoption of these bylaws shall be the-then directors and the first year of the term of each shall be deemed to terminate at the close of the next annual general meeting of the Society.
 43. Every elected director shall retire from office at the close of the annual general meeting in the year in which his or her term expires; but if no successor is elected, the person previously elected as director continues to hold office.
 44. Notwithstanding the foregoing bylaws, if an elected director resigns his or her office or otherwise ceases to hold office during his or her term, the remaining directors may, by a resolution of the board, appoint a member as a replacement to take the place of such elected director for the duration of such elected director's term of office, or until the next annual general meeting.
 45. No act or proceeding of the board is invalid by reason only of there being less than the prescribed number of directors in office.
 46. The members may, by a special resolution, remove any elected director from the office of director.
 47. A person shall immediately cease to be a director of the Society:
 - (a) upon delivering his or her resignation in writing to the Secretary of the Society or to the address of the Society;
 - (b) upon his or her death;
 - (c) upon being removed by a special resolution; or
 - (d) upon an appointed director's appointment being rescinded.
 48. No director shall be remunerated for being or acting as a director, but a director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society.
 49. The board shall have the power to make expenditures for the purpose of furthering the purposes of the Society. The board shall have the power to enter into trust arrangements or contracts on behalf of the Society for the purpose of discharging obligations or conditions either imposed by a person donating, bequeathing, advancing or lending money

to the Society, or assumed by the Society in expectation of such donations, bequests, advances or loans. Such arrangements or contracts shall be in accordance with the terms and conditions that the board may prescribe.

50. The board shall have the power to set aside, transfer and assign any portion of the assets of the Society into such trust funds, foundations, societies or charitable organizations with exclusively charitable objects or purposes which may be all or in part the same as or similar to the objects or purposes of the Society and, in particular, the board shall have the power to so deal with the assets of the Society as they exist as at the date of adoption of this by-law.
51. The board shall take such steps as it deems necessary to enable the Society to receive donations, bequests, funds, trusts, contracts, agreements and benefits for the purpose of furthering the purposes of the Society. The board, in its sole and absolute discretion, may refuse to accept any donations, bequests, trusts, funds or property.
52. In investing the funds of the Society, the board may invest in such investments it may consider advisable, without being limited to such securities and investments in which trustees are expressly authorized by law to invest. Subject to the provisions of the *Society Act*, the directors shall not be liable for any loss which may result from any such investments.

PART VI - PROCEEDINGS OF THE BOARD

53. The meetings of the board may be held at any time and place to be determined by the board, provided that 3 days' notice of such meeting shall be sent in writing to each director. However, no formal notice shall be necessary if all directors were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary of the Society.
54. The meetings of the board may also be held, or any director may participate in a meeting of the board, by conference call or similar communication equipment or device, so long as all directors participating in the meeting can hear and respond to one another. All such directors so participating in any such meeting shall be deemed to be present in person at the said meeting.
55. The board may from time to time fix the quorum necessary to transact business and, unless so fixed, the quorum shall be a simple majority of the directors in office at the time when the meeting convenes.
56. The President shall be chair of all meetings of the board; save that if at any meeting the President is not present within 15 minutes after the time appointed for the meeting to commence, or the President requests that he or she not chair that meeting, the Vice-President shall be the chair of that meeting; and also that, if the Vice-President is not then present or requests that he or she not chair that meeting, the directors present may choose one of their number to be chair of that meeting.
57. If a person presiding as chair of a meeting of the board wants to step down as chair for all or part of that board meeting, the chair may delegate an alternate person to chair such

- board meeting, or portion thereof, upon receiving the consent of the majority of the directors present at such meeting.
58. A director may at any time, and the Secretary, on the request of a director, shall convene a meeting of the board.
 59. For the purposes of the first meeting of the board held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for the purposes of a meeting of the board at which a director is appointed to fill a vacancy in the board of 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 properly constituted.
 60. A simple majority of votes cast at a meeting of the board shall be required to pass a resolution of the board.
 61. The chair may vote, but if it does so vote and the result is a tie, the chair shall not be permitted to vote again to break the tie. In those circumstances the resolution being voted on shall be deemed to have failed.
 62. Voting shall be by show of hands or oral poll except as otherwise provided unless the majority of the directors eligible to vote present shall otherwise determine.
 63. A resolution in writing, signed by all the directors and deposited with the Secretary, is as valid and effective as a resolution of the board passed at a meeting of the board.
 64. A director who contemplates absence or is temporarily absent from British Columbia may, whether by letter, telegram, telex or cable, send or deliver to the address of the Society a waiver of notice of any meeting of the board for a period not longer than one year and may, at any time, withdraw the waiver. Until the waiver is withdrawn:
 - (a) no notice of meetings of the board need be sent to that director; and
 - (b) any and all meetings of the board or the Society, notice of which has not been given to that director, shall, if a quorum is present, be valid and effective.

PART VII - COMMITTEES

65. The board may delegate any, but not all, of its powers to committees as it deems fit.
66. A committee so formed, and 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 board, and shall report every act or thing done in exercise of those powers at the earliest meeting of the board to be held next after it has been done, or at such time or times as the board directs.
67. The members of a committee may meet and adjourn as they think proper and the meetings of committees shall be governed by the rules set out in Part VI of these bylaws, which rules govern the meetings of the board, except that a committee may from time to time fix the quorum necessary to transact the business of that committee and, unless so fixed, the quorum shall be a simple majority of the members of the committee.
68. The board may create such standing and special committees as may from time to time be required. Any such committee shall limit its activities to the purpose or purposes for

which it is appointed, and shall have no powers except those specifically conferred by a resolution of the directors. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed a special committee, the committee in question shall automatically be dissolved.

PART VIII - NOMINATION COMMITTEE

69. The board shall appoint a Nominating Committee that will consist of not less than 2 persons and shall be chaired by a director.
70. The Nominating Committee shall select and present to the Secretary of the Society at least 21 days prior to the next annual general meeting a list of persons who have agreed to let their names stand for election as elected directors of the Society at the next annual general meeting.
71. The Nominating Committee shall present to the board at the first meeting of the board held after the annual general meeting of each year a list that contains the names of the persons proposed by the Nominating Committee to be elected by the board to the offices of President, Vice-President, Secretary and Treasurer.

PART IX - DUTIES OF OFFICERS

72. At the first meeting of the board held after the annual general meeting in each year, the board shall elect from among the directors a President, a Vice-President, a Secretary, and a Treasurer, which persons shall hold office until the first meeting of the board held after the next following annual general meeting, unless earlier removed by the board. The offices of Secretary and Treasurer may be held by one director.
73. A director may be removed from any office by a resolution passed at a meeting of the board by a majority of not less than 75% of all the directors present.
74. The board may appoint and remove such other officers of the Society from among the directors or members of the Society as it deems necessary and determine the responsibilities, term and remuneration, if any, of all officers.
75. The Secretary shall be responsible for making the necessary arrangements for:
 - (a) the issuance of notices of meetings of the Society and directors;
 - (b) the keeping of minutes of all meetings of the Society;
 - (c) the custody of all records and documents of the Society except those required to be kept by the Treasurer;
 - (d) the custody of the common seal, if any, of the Society;
 - (e) the maintenance of the register of members; and
 - (f) the conduct of the correspondence of the Society.
76. The Treasurer shall be responsible for making the necessary arrangements for:

- (a) the keeping of such financial records, including books of account, as are necessary to comply with the *Society Act*; and
- (b) the rendering of financial statements to the directors, members and others when required.

PART X – SEAL

- 77. The board may provide a common seal for the Society and it shall have power from time to time to destroy such seal and substitute a new seal in the place of the seal destroyed.
- 78. The common seal shall be affixed as authorized by a resolution of the board, in the presence of the person or persons prescribed in such resolution or, if there is no such resolution, then only in the presence of any two directors.

PART XI – BORROWING

- 79. In order to carry out the purposes of the Society, the board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in any manner it decides and, in particular, but without limiting the foregoing, by the issue of debentures.
- 80. No debenture shall be issued without the previous passing of a special resolution.
- 81. The members may restrict by special resolution the borrowing powers of the board.

PART XII - AUDITOR

- 82. The Society shall not require an auditor unless otherwise resolved by resolution of the board, special resolution of the members, or by the *Society Act*.
- 83. When an auditor is required, 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 following annual general meeting.
- 84. The board may make appointments to fill any vacancies occurring in the office of auditor between annual general meetings.
- 85. An auditor may be removed by an ordinary resolution.
- 86. An auditor shall be promptly informed in writing of his or her appointment or removal.
- 87. No director and no employee of the Society shall be auditor.
- 88. The auditor shall receive notice of, and may attend general meetings.

PART XIII - NOTICES TO MEMBERS

- 89. Notice of a general meeting shall be given to:

- (a) every person shown on the register of members as a voting member on the day notice is given;
- (b) the auditor, when an auditor is appointed or required.

No other person is entitled to receive a notice of a general meeting.

- 90. A notice may be given to a member of a director either personally or by first class mail to such person's registered address, or by publication in a newsletter or other Society publication mailed or delivered by the Society to all members.
- 91. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed.
- 92. If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given shall not, but the day on which the event for which notice is given shall, be counted in the number of days required.
- 93. The board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the documents, including accounting records, of the Society shall be open to the inspection of members of the Society. In the absence of such determination by the board, the documents, including accounting records, of the Society shall not be open to inspection of any member of the Society not being a director.

PART XIV – INDEMNIFICATION

- 94. Subject to the provisions of the *Society Act*, each officer or director of the Society shall be indemnified by the Society against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being, or having been an officer or director of the Society, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duty as an officer or director. "Derelict" shall mean grossly negligent, criminally negligent, or intentionally engaged in tortious conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Society.
- 95. Subject to the provisions of the *Society Act*, the board is authorized from time to time to give indemnities to any director or other person who has undertaken or is about to undertake any liability on behalf of the Society or any society or corporation controlled by it, and to secure such director or other person against loss by mortgage and charge on the whole or any part of the real and personal property of the Society by way of security, and any action from time to time taken by the directors under this paragraph shall not require approval or confirmation by the voting members.
- 96. The board in its discretion may submit any contract, act or transaction for approval, ratification or confirmation at any annual general meeting of the members or at any general meeting of the members called for the purpose of considering the same and any

contract, act or transaction that may be approved, ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless a different or additional requirement is imposed by the *Society Act* or these bylaws) shall be as valid and as binding upon the Society and upon all the members as though it had been approved, ratified and confirmed by every member of the Society.

97. Subject to the provisions of the *Society Act*, no director or officer for the time being of the Society shall be liable for the acts, neglects or defaults of any other director or officer or employee of the Society or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the directors for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Society shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any funds or property of the Society shall be lodged or deposited, or for any other loss, damage or misfortune whatsoever which may happen in the execution duties of his or her respective office or trust or in relation thereto, unless all or any of the same shall happen by or through the wilful act, default or neglect of such director or officer.
98. The Society shall, to the full extent permitted by the *Society Act*, indemnify and hold harmless, every person heretofore, now or hereafter serving as a director, officer or agent of the Society and his or her heirs and legal representatives.
99. Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by the Society prior to the final disposition thereof in the discretion of the board and upon receipt of an undertaking satisfactory in form and amount to the board by or on behalf of the recipient to repay such amount unless it is ultimately determined that he or she is entitled to indemnification hereunder.
100. The Society shall apply to the Court for any approval of the Court that may be required to make the indemnity herein effective and enforceable. Each director and officer of the Society on being elected or appointed shall be deemed to have contracted with the Society upon the terms of the foregoing indemnity.
101. The failure of a director or officer of the Society to comply with the provisions of the *Society Act* or of the constitution or these bylaws shall not invalidate any indemnity to which he or she is entitled under this Part XIV.
102. The Society may purchase and maintain insurance for the benefit of any or all directors, officers, employees or agents against personal liability incurred by any such person as a director, officer, employee or agent.

PART XV – BYLAWS

103. These bylaws may only be amended by special resolution of the members.

104. A copy of these bylaws and the Constitution of the Society shall be available for inspection by any director or member of the Society at business offices of the Society during normal business hours.

**PART XVI – PROVISIONS FROM THE
SOCIETY’S PRE-TRANSITION CONSTITUTION**

1. The operations of the Society are to be primarily carried on in the City of Abbotsford and environs, as the City shall exist, as delineated from time to time, pursuant to the provisions of the *Local Government Act* and the Letters Patent of the City of Abbotsford as thereafter or hereafter amended.
2. On the winding-up or dissolution of the Society, after all debts of the Society are paid or adequately provided for, the assets of the Society then remaining shall be transferred and delivered to such charitable institutions, trusts or foundations as the members may determine by ordinary resolution. This provision was previously unalterable.
3. 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 in furtherance of its purposes. This provision was previously unalterable.