

NEWCOMERS' CLUB OF GREATER VICTORIA
Incorporated by the B.C. Registrar of Companies on June 4, 2013
Society Incorporation Number S-0061299

BYLAWS OF THE NEWCOMERS' CLUB OF GREATER VICTORIA
(Revised: Sept 23, 2019; June 4, 2020)

Here set out, in numbered clauses, are the bylaws providing for the matters referred to in section 11 of the Act.

Part 1 – Interpretation

- 1 In these bylaws:
 - “**Act**” means the *Societies Act* of British Columbia, as amended from time to time;
 - “**bylaws**” means these bylaws as amended from time to time;
 - “**directors**” means the directors of the society for the time being, and the directors and officers together form the executive committee of the society;
 - “**officers**” means the president, vice-president, secretary and treasurer of the society
 - “**registered address**” of a member means the member’s address as recorded in the register of members;
 - “**registered email address**” of a member means the member’s email address as recorded in the register of members; and
 - “**registered office**” of the society means the address of the secretary during her term of office, as filed annually with the registrar.
- 2 The definitions in the Act apply to these bylaws.
- 3 If there is a conflict between these bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Part 2 – Membership

- 4 The members of the Newcomers’ Club of Greater Victoria (NCGV) are those persons who have become members in accordance with these bylaws and have not ceased to be members.
- 5 Membership in the society is open to women who have been residents of the Greater Victoria Area for no longer than four years. Such a person may apply to the executive committee for membership and, on acceptance, is a member. At the discretion of the executive committee, consideration may be given to applicants with special circumstances who have been in the area longer than four years.
- 6 The length of membership is limited to four full consecutive years, where a membership year starts on September 1 and ends on August 31 of the following year. For members joining from September 1 to January 31, the four-year membership begins on the initial September 1. For members joining from February 1 to August 31, the four-year membership begins on the following September 1. The four-year consecutive membership calculation is to be applied to all new members as of July 1, 2016. All paid members as of June 30, 2016 will be grandfathered under the previous four-year

membership calculation rules. After their four-year membership, members will then be considered graduates.

Due to the consequences of the COVID-19 pandemic, all paid members as of August 31, 2020 will have the option to graduate at the end of their four-year term of membership, or to elect to renew their membership for an additional year.

- 7 Members in good standing are eligible to attend the society's general meetings and lunch meetings, and to participate in activity groups sponsored by the society.
- 8 Every member must uphold the constitution and comply with these bylaws.
- 9 Upon joining the society and on the annual renewal of membership, every member must comply with the membership terms and conditions, which include reading and agreeing with the contents of a liability waiver.

As a friendship club, members are expected to treat each other with respect and consideration, promote inclusion, respect the privacy of member information, and abide by the bylaws and procedures of the Newcomers' Club of Greater Victoria.

If approached with a complaint concerning a disagreement or problem with a member, or between members, members of the executive will address the complaint according to the conflict resolution process outlined in the *Procedures Manual*. Complaints will be handled in a confidential manner and will be discussed only with the parties involved in the conflict resolution process.

- 10 The society membership year is from September 1 to August 31 of the following year, with the membership fee for continuing members due by August 31 and for new members due upon application. The renewal period is from July 1 to August 31 in any given membership year.
- 11 The amount of the annual membership fee must be determined by the executive committee.
- 12 A person ceases to be a member of the society
 - (a) by reaching the end of her membership eligibility as per bylaw 6;
 - (b) by failing to pay her annual membership fee or failing to comply with the membership terms and conditions as per bylaw 9 by August 31 of a membership year;
 - (c) by delivering her resignation in writing to the membership coordinator or by mailing or delivering it to the registered office of the society; or
 - (d) on her death.
- 13 All members are in good standing except a member who has failed to comply with the membership terms and conditions as per bylaw 9 or has failed to pay any other subscription or debt due and owing by the member to the society including any charges incurred on her behalf for any reservation that is not cancelled prior to the time the society's representative has guaranteed the number attending, and the member is not in good standing so long as the debt remains unpaid.
- 14 A member who is not in good standing may not vote at a general meeting and may not participate in any society activity or luncheon until her membership is brought back into good standing.

Part 3 – Meetings of Members

- 15 The society holds informal lunch meetings from September to June, inclusive, at a time and place that the executive committee determines. These are social and informational meetings, and formal business by the membership is only conducted during an annual general or extraordinary general meeting.
- 16 The annual general meeting shall be held at the May lunch meeting.
- 17 The executive committee may, when they think fit, convene an extraordinary general meeting.
- 18
 - (1) Notice of a general meeting must be sent to members no later than 14 days prior to the general meeting.
 - (2) Notice of a general meeting must specify the place, day and hour of the meeting and, in case of special business, the nature of that business.
 - (3) 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 the meeting.

Part 4 – Proceedings at General Meetings

- 19 The annual general meeting includes:
 - (1) the adoption of rules of order from time to time;
 - (2) the executive committee's report summarizing the year's activities;
 - (3) the consideration of financial statements, interim or otherwise;
 - (4) the proposed budget for the following year for approval of the members, including identification of membership fees;
 - (5) the election of directors;
 - (6) the appointment of an auditor, if required; and
 - (7) amendments to the constitution or these bylaws as proposed by the executive committee.
- 20 An extraordinary general meeting includes urgent business that cannot reasonably await the annual general meeting but normally does not include business usually conducted at the annual general meeting.
- 21
 - (1) A quorum is eight members present, or a greater number as the members may determine at a general meeting.
 - (2) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
 - (3) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 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, must be terminated, but in any other case, must stand adjourned and the business held over to the next duly constituted general meeting.
- 23 Subject to bylaw 24, the president of the society, the vice-president or, in the absence of both, one of the other directors present must preside as chair of a general meeting.

- 24 If at a general meeting,
- (1) there is no president, vice-president or other director present within 15 minutes after the time appointed for holding the meeting, or
 - (2) the president and all the other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.
- 25 (1) A resolution proposed at a general meeting must be seconded, and the chair of a meeting may move or propose a resolution.
- (2) In the case of a tie vote, the proposed resolution does not pass unless the chair chooses to cast a deciding vote but only if she has not already voted as a member.
- 26 (1) A member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting is by a show of hands, except in the case of contested positions in the election of directors in which case it is by secret ballot.
- (3) Voting by proxy is not permitted.

Part 5 – Officers and Directors

- 27 (1) The executive committee may exercise all the powers and do all the acts and things that the society may exercise and do, and that 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:
- (a) all laws affecting the society;
 - (b) these bylaws; and
 - (c) rules that are made from time to time by the society in a general meeting.
- (2) A rule, made by the society in a general meeting, does not invalidate a prior act of the executive committee that would have been valid if that rule had not been made.
- 28 (1) The president, vice-president, secretary, and treasurer are officers and directors of the society.
- (2) The following seven positions comprise the other directors of the society:
- (a) Membership Coordinator
 - (b) Associate Membership Coordinator
 - (c) Activities Coordinator
 - (d) Luncheon Coordinator
 - (e) News Editor
 - (f) Webmaster
 - (g) Associate Communications Coordinator
- (3) The executive committee may create and appoint members to other positions that they deem in the interests of the purposes of the society.
- 29 Directors elected at an annual general meeting assume office on July 1 and retire from office the following June 30.
- 30 (1) If a director resigns her office or otherwise ceases to hold office or a position is vacant for whatever reason, the directors remaining on the executive committee must appoint a

member as a director to fill the vacancy for the remainder of the term unless one is elected by the membership.

- (2) An act or proceeding of the executive committee is not invalid merely because of a vacancy.
- 31 (1) Any director who is unable to attend three consecutive meetings of the executive committee will be considered to have vacated that position. If a director is unable to attend an executive committee meeting in person, she may attend by electronic means such as Skype or Facetime.
- (2) The members may, by special resolution, remove a director before the expiration of her term of office and may elect a successor to complete the term of office.
- 32 A director must not be remunerated for being or acting as a director but may be reimbursed for expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

Part 6 – Proceedings of the Executive Committee

- 33 (1) The executive committee may meet at the places it thinks fit to conduct business, adjourn and otherwise regulate their meetings and proceedings.
- (2) The executive committee may from time to time set the quorum necessary to conduct its business and, unless so set, the quorum is a majority of the directors and officers then in office.
 - (3) The president is the chair of all meetings of the executive committee but, if at a meeting the president is not present, the vice-president must act as chair. If neither of these officers is present, the directors and officers present may choose one of their number to be the chair at that meeting.
 - (4) Two directors may at any time, and the secretary, on the request of two directors or officers, must, convene a meeting of the executive committee.
 - (5) At least 2 days' notice of an executive committee meeting must be given unless all the directors agree to a shorter notice period.
 - (6) The accidental omission to give notice of an executive committee meeting to a director does not invalidate proceedings at the meeting.
- 34 (1) Motions arising at a meeting of the executive committee or a committee of directors must be seconded, and the chair of a meeting may move or propose a resolution.
- (2) In the case of a tie vote, the proposed resolution does not pass unless the chair chooses to cast a deciding vote but only if she has not already voted as a director.
- 35 A resolution in writing, confirmed by all the directors and officers in writing or by email, and placed with the minutes of the executive committee, is as valid and effective as if regularly passed at a meeting of the executive committee.

Part 7 – Committees

- 36 (1) The executive committee may delegate any, but not all, of their powers to committees consisting of a director, directors or members as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the executive committee, and must report every act or thing done in exercise

of those powers to the earliest meeting of the executive committee held after the act or thing has been done.

- 37 The executive committee shall appoint at least the following two committees annually:
- (1) The nominating committee, which must consist of a chair and at least two other members of the society, shall:
 - (a) collect nominations from the general membership;
 - (b) present a slate of nominations with at least one candidate for each director position; and
 - (c) preside over the election and introduction of directors at the annual general meeting.
 - (2) The program committee, which must consist of the vice-president as chair and at least three other members of the society, shall
 - (a) canvass members for lunch program suggestions;
 - (b) plan and implement the speaker's program for the year; and
 - (c) do such other things as necessary to provide an interesting and informative program of speakers for the members.
- 38 If the executive committee does not appoint a chair of a committee, a committee must elect a chair of its meetings. But if no chair is elected or, if at a meeting the chair is not present, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
- 39 The members of a committee may meet and adjourn as they think proper.

Part 8 – Duties of Officers

- 40 The president:
- (1) presides at all meetings of the society and of the executive committee unless bylaws 33(3) or 41 apply;
 - (2) issues notices of meetings of the society and executive committee; and
 - (3) is the chief executive officer of the society and supervises the other officers and directors in the execution of their duties.
- 41 The vice-president must carry out the duties of the president during the president's absence. The vice-president also serves as the chair of the program committee.
- 42 The secretary must:
- (1) conduct the correspondence of the society;
 - (2) keep the minutes of all meetings of the society and of the executive committee;
 - (3) have custody of all records and documents of the society except the membership register and records, which shall be kept by the membership coordinator, and those required to be kept by the treasurer; and
 - (4) have custody of the common seal of the society, if one is provided.
- 43 The treasurer must:
- (1) keep the financial records, including books of account, necessary to comply with the Act;
 - (2) render financial statements to the executive committee, members and others when required; and

- (3) prepare for the executive committee an annual budget plan for recommendation to the members at the annual general meeting, including identification of the proposed annual membership fee.

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

Part 9 – Seal

45 The executive committee may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

46 The common seal must be affixed only when authorized by a resolution of the executive committee.

Part 10 – Financial and Signing Authority

47 The fiscal year shall be from July 1 to June 30.

48 The members may by special resolution, restrict the borrowing powers of the executive committee, but a restriction imposed expires at the next annual general meeting.

49 A contract or a financial or other record to be signed by the society must be signed on behalf of the society:

- (1) by the president, together with one other officer; or
- (2) if the president is unable to provide a signature, by the vice-president together with one other officer.

Part 11 – Auditor

50 This Part applies only if the society is required or has resolved to have an auditor.

51 The first auditor must be appointed by the executive committee.

52 At each subsequent annual general meeting the society must appoint an auditor to hold office until the auditor is re-appointed or a successor appointed at the next annual general meeting.

53 An auditor may be removed by ordinary resolution.

54 An auditor must be promptly informed in writing of the auditor's appointment or removal.

55 A director or employee of the society must not be its auditor.

56 The auditor may attend general meetings.

Part 12 – Notices to Members

- 57 As provided for in bylaw 18(1), notice may be given to a member, either personally or by mail to the member at the member's registered address or electronically by email to the member's registered email address.
- 58 A notice sent by mail is deemed to have been given on the fifth day following the day on which the notice was mailed, and a notice sent by email is deemed to have been given on the third day following the day on which it was sent.
- 59 (1) Notice of a general meeting must be given to
- (a) every member shown in the register of members on the day notice is given, and
 - (b) the auditor, if Part 10 applies.
- (2) No other person is entitled to receive a notice of a general meeting.

Part 13 – Privacy

- 60 The list of members is available for the private use and benefit of members only and is not to be used by the society or by any member for the purposes of sales or soliciting.

Part 14 – Bylaws

- 61 On being admitted to membership, each member is entitled, and the society must give the member access without charge, to a copy of the constitution and bylaws of the society.
- 62 These Bylaws must not be altered or added to except by special resolution passed at a general meeting by a majority of not less than two-thirds of the voting members present. Notice of such a proposed resolution must be given to members not less than 14 days prior to the general meeting.