

**General Meeting of the
Slocan Valley Seniors' Housing Society**
April 27th, 2017
Passmore Lodge

Call to order at 7:10 pm by Vice President Paul Wilkinson

Paul gave an update on the Slocan Housing Project, and recognized the work of Eric Clough who has stepped down from the board of directors since he is the design architect for the project. Paul explained that we are working closely with the Village of Slocan, BC Housing and others to work through many details to try to make the project a reality.

Moved by Sam Simpson, seconded by Mabel Kabatoff that the agenda for the business of the meeting be accepted. CARRIED

Penny Tees presented the proposed amendments to the constitution and bylaws, explained that the changes arise from the transition to the new Societies Act, requirements from BC Housing for the Slocan Project, and from our own needs as a society.

Moved by Penny Tees, seconded by Ruth Hackett, that the proposed amendments be approved as presented. CARRIED UNANIMOUSLY.

Meeting adjourned at 7:32.

**Proposed Constitution and Bylaw Amendments
For the General Meeting April 27, 2017**

Recommendation from the Board of Directors:

That the following Constitution and Bylaw amendments be approved by special resolution.

NOTE: Italicized text is for explanation only, and not part of the amendments.

Constitution

That section 2(a) be amended to read:

To operate exclusively as a non-profit Society to provide and maintain geared-to-income residential accommodation and/or related services in the Slocan Valley and area, in order to assist and support **low and moderate income** seniors in need of affordable, appropriate, adequate or accessible housing *(BC Housing requirement)*

Bylaws

That the reference to the Society Act in the pre-statement and section 1.03 be amended to read: **Societies Act** *(housekeeping change)*

That new clauses be added to 2.05 to read:

2.05 (f) notwithstanding other sections of these bylaws, members must have been members in good standing thirty (30) days prior to a meeting to vote or stand for election to the Board of Directors.

2.05 (g) If a member renews her/his membership within thirty (30) days of it lapsing, that member shall be considered a member in good standing and may vote and run for the Board of Directors.

(allows time for the board to approve new memberships, in accordance with an earlier provision requiring approval)

That section 3.01b be amended to read:

Thereafter, the Annual General Meeting of the members of the Society shall be held **once in each calendar year and no later than six (6) months** after the end of each fiscal year, with proper notice being given. The business to be conducted at the Annual General Meeting shall include but not be limited to:

- election of directors
- report from and appointment of the Society's auditor

and any other reports as the Board of Directors decides from the executive committee, officers, and any standing or special committees of the Society.

(the calendar year is a change in the Act and is required by BC Housing; the 6 months gives us time for the auditor's report to come in)

That section 4.03b(v) be amended to read:

upon a resolution that the director be removed from office being passed by two-thirds (2/3) of the votes cast at a general meeting for which at least **fourteen (14)** days notice, with proper notice being given, including the intention to propose such a resolution;
(brings the notice time in line with the requirements in section 3.02 Notice of Meeting)

That section 4.05a be amended to read:

Notice as to the time and place of all meetings of the Board of Directors of the Society and an agenda of the business to be transacted shall be given to each director by mailing, [emailing or other electronic means](#) or delivering the same to the last address shown for them on the records of the Society at least **three (3)** days before the holding of the meeting.

(changes notice time from 7 to 3 days to be compliant with current practice)

That section 4.08a be amended to read:

Directors may not be remunerated in any capacity, however directors may be reimbursed for necessary and reasonable expenses incurred while acting on behalf of the society.

The Society will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing management commission.

(required by BC Housing)

That a new section be added to read:

ARTICLE XII – PREVIOUS CONSTITUITON PROVISIONS

Note: In accordance with the Section 245 of the Societies Act, SBC 2015, c. 18 and Societies Regulation 18, the following provisions may not be altered or deleted without the prior written consent of the Government of British Columbia Minister(s) therein identified.

12.01 The Directors and Officers shall serve without remuneration, and the Directors shall not receive, directly or indirectly, any profits from their position as Directors but may be paid expenses incurred by them in the performance of their duties. **This provision was previously unalterable.**

12.02 The Society shall be carried on without purpose of gain for its member(s), and no part of any income of the Society shall be payable or otherwise available for the personal benefit of the member(s) thereof, and any profits or other accretions to the Society shall be used for promoting its purposes. **This provision was previously unalterable.**

12.03 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, wages, and after payment of any other debts of the Society, shall be distributed to a charitable organization (s) in Canada, which shall be designated by the Board of Directors. **This provision was previously unalterable.**

(required for transition)

That a new section be added to read:

ARTICLE XIII – AFFORDABLE HOUSING PURPOSE

The Society will not alter or delete the affordable housing purpose set out in paragraph 2(a) of its constitution without first obtaining the written consent of the British Columbia Housing Management Commission.

(required by BC Housing)

That the following sections be updated to include email by amending to read:

1.00d(i) a resolution passed in a general meeting where a majority of not less than 75% of the votes of those members of a Society who, being entitled to do so, vote in person
- of which not less than 14 days' notice in writing specifying the intention to propose the resolution as a special resolution has been given directly, **by email or other electronic means**, or mailed to their registered address
-if every member entitled to attend and vote at the meeting so agrees, at a meeting of which less than 14 days' notice has been given

2.07(a) by withdrawing from membership by delivering **or emailing** a written resignation to the secretary of the Society or by mailing, **emailing** or delivering it to the address of the Society;

4.03b(vi) for reasons of failure to perform the duties of a director of the Society, by a resolution passed by at least two-thirds (2/3) of the votes cast at a meeting of the Board of Directors for which at least seven (7) days notice specifying the intention to propose such a resolution has been given to each director by mailing, **emailing** or delivering the same to the last address as is shown for them on the records of the Society;