



**Society of
Organized
Services**

District 69 Society of Organized Services
ANNUAL GENERAL MEETING

Monday, June 26, 2023

6:00 pm

at

SOS Community Services Centre
245 Hirst Avenue West, Parksville, BC

Business Meeting

Special Resolution

Changes to Bylaws (attached)

Election of Directors

Introduction of Candidates (attached)

Valid Membership Required for Voting

Refreshments

Please RSVP by June 16, 2023, to
Administration Office 250-248-2093 ext. 231

District 69 Society of Organized Services

PO Box 898, 245 Hirst Avenue West

Parksville, BC V9P 2G9

Email: sos@sosd69.com

www.sosd69.com

**NOTICE OF SPECIAL RESOLUTION OF
DISTRICT 69 SOCIETY OF ORGANIZED SERVICES
(the "Society")**

The following special resolutions will be proposed for approval at the annual general meeting of the members of the Society to be held on June 26, 2023.

Note that while this special resolution will be considered and approved at the members' meeting, they will not come into effect until the Society files a Bylaw Alteration Application with BC Registrar of Companies, which will occur as soon as practicable after the meeting. Until that time, the current bylaws will remain in effect.

Replacement of Bylaws

1. RESOLVED as a special resolution that the current Bylaws of the Society be deleted in their entirety and that the form of Bylaws attached hereto as Schedule A be adopted as the Bylaws of the Society in substitution for, and to the exclusion of, the existing Bylaws of the Society, with effect upon the electronic filing of a Bylaw Alteration Application with the BC Registrar of Companies; and
2. RESOLVED as an ordinary resolution that the solicitors for the Society, Norton Rose Fulbright Canada LLP, are hereby authorized to electronically file the Bylaw Alteration Application giving effect to the amendment approved herein.

Please see attached Schedule A for the proposed replacement bylaws.

Message from the Board Governance Committee:

The current Bylaws were approved by the Membership in June 2019.

The proposed amendments to the Bylaws to be approved at the 2023 AGM relate the following three categories:

1. Changes requested by BC Housing – BC Housing requires particular language be inserted in the Bylaws of any Society that receives funding through them.
2. General housekeeping changes - an amendment to the *Societies Act* of British Columbia (the "Act") has recently come into effect. The changes are largely to clarify certain requirements and processes under the Act. In light of this, the Bylaws were reviewed and some overall housekeeping updates have been made to ensure the Bylaws are flexible and aligned with the updated Act.
3. Changes to the Adjournment of General Meeting provision to adjust the language for greater clarity as recommended by the Governance Committee.

The Bylaw changes were reviewed by a lawyer specializing in non-profit bylaws. After completion of the review, the Board Governance Committee recommended to the Board of Directors that the revised Bylaws be presented for Membership approval at the AGM.

**BYLAWS
OF THE
DISTRICT 69 SOCIETY OF ORGANIZED SERVICES**

TABLE OF CONTENTS

1.	INTERPRETATION.....	1
1.1	Definitions.....	1
1.2	<i>Societies Act</i> Definitions	3
1.3	Plural and Singular Forms	3
2.	MEMBERSHIP	3
2.1	Admission to Membership	3
2.2	Classes of Membership	4
2.3	Transition of Membership	4
2.4	Application for Regular Membership.....	4
2.5	Life Membership	4
2.6	Membership not Transferable.....	4
2.7	Term of Membership.....	5
2.8	Renewal and Re-application of Membership	5
2.9	Cessation of Membership	5
3.	MEMBERSHIP RIGHTS AND OBLIGATIONS.....	5
3.1	Rights of Membership.....	5
3.2	Member not in Good Standing.....	6
3.3	Dues	6
3.4	Standing of Members.....	6
3.5	Compliance with Constitution, Bylaws and Policies.....	6
3.6	Expulsion of Member	6
3.7	No Distribution of Income to Members	7
4.	MEETINGS OF MEMBERS	7
4.1	Time and Place of General Meetings	7
4.2	Annual General Meetings	7
4.3	Extraordinary General Meeting.....	7
4.4	Calling of Extraordinary General Meeting.....	7
4.5	Notice of General Meeting	7
4.6	Contents of Notice	8
4.7	Omission of Notice.....	8
5.	PROCEEDINGS AT GENERAL MEETINGS.....	8
5.1	Business Required at Annual General Meeting.....	8

5.2	Electronic Participation in General Meetings	8
5.3	Quorum.....	9
5.4	Lack of Quorum	9
5.5	Chair	9
5.6	Alternate Chair.....	9
5.7	Adjournment	9
5.8	Notice of Adjournment	10
6.	VOTING BY MEMBERS	10
6.1	Ordinary Resolution Sufficient	10
6.2	Entitlement to Vote	10
6.3	Voting Methods.....	10
6.4	Voting by Proxy.....	10
7.	DIRECTORS	10
7.1	Management of Property and Affairs	10
7.2	Duties of Directors	10
7.3	Qualifications of Directors.....	11
7.4	Composition of Board	11
7.5	Invalidation of Acts.....	11
7.6	Election of Directors.....	11
7.7	Election by Acclamation.....	11
7.8	Election by Secret Ballot.....	12
7.9	Transition of Directors' Terms.....	12
7.10	Term of Directors	12
7.11	Consecutive Terms and Term Limits	13
7.12	Honorary Directors.....	13
7.13	Extension of Term to Maintain Minimum Number of Directors	13
7.14	Appointment to fill Vacancy	13
7.15	Removal of Director	13
7.16	Ceasing to be a Director	13
8.	POWERS AND RESPONSIBILITIES OF THE BOARD.....	14
8.1	Powers of Directors	14
8.2	Remuneration of Directors and Officers and Reimbursement of Expenses	14
8.3	Investment of Property and Standard of Care	14
8.4	Investment Advice	14
8.5	Delegation of Investment Authority to Agent	15
9.	PROCEEDINGS OF THE BOARD	15
9.1	Board Meetings.....	15

9.2	Notice of Board Meetings	15
9.3	Participation by Electronic Means.....	15
9.4	Quorum.....	15
9.5	Director Conflict of Interest	15
9.6	Chair of Meetings.....	16
9.7	Alternate Chair	16
10.	OFFICERS	16
10.1	Officers.....	16
10.2	Election of Officers.....	16
10.3	Term of Office of Chair	17
10.4	Term of Office of Vice-Chair	17
10.5	Term of Office of Treasurer and Secretary	17
10.6	Removal of Officers	17
10.7	Replacement of Chair	17
10.8	Replacement of Vice-Chair, Secretary and Treasurer.....	18
10.9	Duties of Chair	18
10.10	Duties of Vice-Chair	18
10.11	Duties of Secretary	18
10.12	Duties of Treasurer	18
10.13	Absence of Secretary at Meeting.....	18
10.14	Combination of Offices of Secretary and Treasurer	18
11.	INDEMNIFICATION	19
11.1	Indemnification of Directors and Eligible Parties	19
11.2	Purchase of Insurance.....	19
12.	COMMITTEES	19
12.1	Creation and Delegation to Committees.....	19
12.2	Standing and Special Committees.....	19
12.3	Terms of Reference	19
12.4	Meetings	20
13.	EXECUTION OF INSTRUMENTS	20
13.1	No Seal.....	20
13.2	Execution of Instruments	20
14.	FINANCIAL MATTERS	20
14.1	Accounting Records.....	20
14.2	Borrowing Powers.....	20
14.3	Restrictions on Borrowing Powers.....	20
14.4	Audit Required	21

14.5	Appointment of Auditor at Annual General Meeting	21
14.6	Vacancy in Auditor	21
14.7	Removal of Auditor	21
14.8	Notice of Appointment	21
14.9	Auditor's Report	21
14.10	Participation in General Meetings	21
15.	NOTICE GENERALLY	21
15.1	Method of Giving Notice	21
15.2	When Notice Deemed to have been Received	22
15.3	Days to be Counted in Notice	22
16.	MISCELLANEOUS	22
16.1	Dissolution	22
16.2	Inspection of Documents and Records	22
16.3	Affordable Housing Purpose	23
16.4	Designated Society	23
17.	BYLAWS	24
17.1	Entitlement of Members to copy of Constitution and Bylaws	24
17.2	Special Resolution required to Alter Bylaws	24
17.3	Effective Date of Alteration	24
18.	PREVIOUSLY UNALTERABLE PROVISIONS	24
18.1	No Distribution of Income to Members	24
18.2	Dissolution	24
18.3	<i>Societies Act</i> Transitional Requirement	24

**BYLAWS
OF THE
DISTRICT 69 SOCIETY OF ORGANIZED SERVICES**

1. INTERPRETATION

1.1 Definitions

In these Bylaws and the Constitution of the Society, unless the context otherwise requires:

- (a) **“Act”** means the *Societies Act*, S.B.C. 2015, c. 18, as amended from time to time, and includes any successor legislation thereto;
- (b) **“Address of the Society”** means the registered office address of the Society on record from time to time with the Registrar;
- (c) **“Board”** means the Directors acting as authorized by Act, the Constitution and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
- (d) **“Board Resolution”** means:
 - (i) a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter:
 - (A) in person at a duly constituted meeting of the Board,
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person and by Electronic Means; or
 - (ii) a resolution that has been submitted to all Directors and consented to in writing by 2/3 of the Directors who would have been entitled to vote on the resolution at a meeting of the Board,and a Board Resolution approved by any of these methods is effective as though passed at a meeting of the Board;
- (e) **“Bylaws”** means the bylaws of the Society as filed with the Registrar;
- (f) **“Chair”** means the Person elected to the office of chair in accordance with these Bylaws;
- (g) **“Constitution”** means the constitution of the Society as filed with the Registrar;
- (h) **“Directors”** means those Persons who are, or who subsequently become, directors in accordance with these Bylaws and have not ceased to be directors;
- (i) **“Electronic Means”** means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:

- (i) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
 - (ii) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
- (j) **“General Meeting”** means each annual general meeting and any extraordinary general meetings of the Society, but does not include any gatherings of members for purposes other than the conduct of official business of the Society;
- (k) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- (l) **“Life Members”** means the Persons who have been accepted as Life Members by the Board in accordance with these Bylaws and who have not ceased to be Life Members;
- (m) **“Members”** means those Persons who are, or who subsequently become, members of the Society in accordance with these Bylaws and, in either case, have not ceased to be members;
- (n) **“mutatis mutandis”** means with the necessary changes having been made to ensure that the language makes sense in the context;
- (o) **“Ordinary Resolution”** means:
 - (i) a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote:
 - (A) in person at a duly constituted General Meeting, or
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
 - (ii) a resolution that has been submitted to the Members and consented to in writing by at least 2/3 of the voting Members,

and an Ordinary Resolution approved by any one or more of these methods is effective as though passed at a General Meeting of the Society;
- (p) **“Organization”** means an association, corporation, partnership or society;
- (q) **“Person”** means a natural person;
- (r) **“Registered Address”** of a Member or Director means the address of that Person as recorded in the register of Members or the register of Directors;

- (s) **“Registrar”** means the Registrar of Companies of the Province of British Columbia;
- (t) **“Regular Members”** means the Persons who have been accepted by the Board as Regular Members in accordance with these Bylaws and who have not ceased to be Regular Members;
- (u) **“Secretary”** means a Person elected to the office of secretary in accordance with these Bylaws;
- (v) **“Society”** means the “District 69 Society Of Organized Services”;
- (w) **“Special Resolution”** means:
 - (i) a resolution, of which the notice required by the Act and these Bylaws has been provided, passed by the majority of votes required by the Act cast in respect of the resolution by those Members entitled to vote:
 - (A) in person at a duly constituted General Meeting,
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
 - (ii) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a General Meeting,

and a Special Resolution approved by any one or more of these methods is effective as though passed at a General Meeting;
- (x) **“Treasurer”** means a Person elected to the office of treasurer in accordance with these Bylaws; and
- (y) **“Vice-Chair”** means a Person elected to the office of vice-chair in accordance with these Bylaws.

1.2 **Societies Act Definitions**

Except as otherwise provided, the definitions in the Act on the date these Bylaws become effective apply to these Bylaws and the Constitution.

1.3 **Plural and Singular Forms**

In these Bylaws, a word defined in the plural form includes the singular and vice-versa.

2. **MEMBERSHIP**

2.1 **Admission to Membership**

Membership in the Society will be restricted to:

- (a) those Persons and Organizations who are Members in good standing on the date these Bylaws come into force; and
- (b) those Persons and Organizations whose subsequent application for admission as a Member has been accepted by the Directors;

provided, in each case, that such Person or Organization has not ceased to be a Member pursuant to Bylaw 2.7.

2.2 Classes of Membership

There will be two classes of voting membership, being Regular Members and Life Members.

2.3 Transition of Membership

On the date these Bylaws come into force:

- (a) each Person who is a Regular Member of the Society in good standing will continue as a Regular Member until the conclusion of the current term of membership, unless sooner ceasing;
- (b) each Person who is a Life Member of the Society in good standing will continue as a Life Member, unless sooner ceasing; and
- (c) each Person who is a member of the Society not in good standing will be deemed to have resigned from membership effective that date.

2.4 Application for Regular Membership

A Person or an Organization may apply to the Board in writing to become a Regular Member and on acceptance by the Board will be a Regular Member.

An application for membership or renewal of membership must include the payment of applicable membership dues, if any.

An Organization that is accepted as a Regular Member must designate in writing delivered to the Address of the Society, a Person to exercise the rights of membership on behalf of the Organization.

The Board may, by Board Resolution, accept, postpone or refuse an application for membership. A Person becomes a Regular Member on the date of the Board Resolution or such later date as specified therein.

2.5 Life Membership

From the date these Bylaws come into force, all new Members must become Regular Members. For clarity, existing Life Members in good standing will continue as Life Members but new Life Memberships will not be available.

2.6 Membership not Transferable

Membership is not transferable.

2.7 Term of Membership

Once accepted as a Regular Member, a Person continues as a Regular Member for a term of five (5) years, which term will expire at the conclusion of the annual general meeting that occurs during the fifth year (or portion thereof) of the Regular Member's term, unless sooner ceasing.

Life Members are Members for an indefinite term.

2.8 Renewal and Re-application of Membership

A Regular Member who continues to be eligible may renew his or her membership prior to its expiry in such manner as may be determined by the Board from time to time.

A Person whose membership has expired or otherwise ceased other than by expulsion and who remains eligible may re-apply for membership after its expiry in accordance with Bylaw 2.4.

A Person who was expelled from membership may, unless prohibited by the terms of the expulsion, re-apply for membership in accordance with the terms of the expulsion resolution, provided that if the expulsion resolution provided no restrictions related to reapplication, the Person may reapply for membership after one (1) year from the date of expulsion.

Reapplications for membership are subject to acceptance by the Board.

2.9 Cessation of Membership

A Person or an Organization will immediately cease to be a Member:

- (a) upon the date which is the later of the date of delivering his or her or its resignation in writing to the Secretary or to the Address of the Society and the effective date of the resignation stated thereon;
- (b) in the case of a Regular Member, upon the expiry of his or her term;
- (c) upon the date which is sixty (60) days from the date on which such Member ceases to be in good standing;
- (d) in the case of a Life Member, upon the Society's receipt of a returned notice of annual general meeting that was undelivered to a Life Member due to such Life Member's failure to advise the Society in writing of a change to his, her or its Registered Address;
- (e) upon his, her or its expulsion; or
- (f) upon his or her death or, in the case of an Organization, dissolution.

3. MEMBERSHIP RIGHTS AND OBLIGATIONS

3.1 Rights of Membership

A Member in good standing has the following rights of membership:

- (a) to receive notice of, and to attend, all General Meetings;

- (b) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (c) to exercise a vote on matters for determination at General Meetings;
- (d) to be eligible to be nominated to stand for election as a Director or officer of the Society; and
- (e) to participate in the programs and initiatives of the Society, in accordance with such criteria as may be determined by the Board from time to time.

3.2 Member not in Good Standing

A Member who is not in good standing has the right to receive notice of, and to attend, all General Meetings, and the right to participate in programs or initiatives of the Society (subject to eligibility) but is suspended from all of the other rights set out in Bylaw 3.1 for so long as he or she remains not in good standing.

3.3 Dues

The Board will, by Board Resolution, determine the dues payable by Members from time to time and in the absence of such determination by the Board, dues are deemed to be nil.

3.4 Standing of Members

All Members are deemed to be in good standing except:

- (a) a Member who has failed to pay such membership dues as are determined by the Board, if any, when due and owing and such Member is not in good standing so long as such amount remains unpaid; and
- (b) a Member who has been suspended by the Society.

3.5 Compliance with Constitution, Bylaws and Policies

Every Member will, at all times:

- (a) uphold the Constitution and comply with these Bylaws, the Regulations and the policies of the Society in effect from time to time;
- (b) abide by such codes of conduct and ethics adopted by the Society; and
- (c) further and not hinder the purposes, aims and objects of the Society.

3.6 Expulsion of Member

A Member may be expelled or suspended by a Special Resolution.

Notice of a Special Resolution to expel or suspend a Member will be provided to all Members and will be accompanied by a brief statement of the reasons for the proposed expulsion or suspension.

The Member who is the subject of the proposed expulsion or suspension will be provided an opportunity to respond to the statement of reasons at or before the time the Special Resolution for expulsion or suspension is considered by the Members.

3.7 No Distribution of Income to Members

No part of the income of the Society will be payable to, or otherwise available for the personal benefit of, any Member and any income, profits or other accretions to the Society will be used in promoting the purposes of the Society.

4. MEETINGS OF MEMBERS

4.1 Time and Place of General Meetings

The General Meetings of the Society will be held at such time and place, in accordance with the Act, as the Board decides.

4.2 Annual General Meetings

An annual general meeting will be held at least once in every calendar year and in accordance with the Act.

4.3 Extraordinary General Meeting

Every General Meeting other than an annual general meeting is an extraordinary general meeting.

4.4 Calling of Extraordinary General Meeting

The Society will convene an extraordinary general meeting by providing notice in accordance with the Act and these Bylaws in any of the following circumstances:

- (a) at the call of the Chair;
- (b) when resolved by Board Resolution; or
- (c) when such a meeting is requisitioned by the Members in accordance with the Act.

4.5 Notice of General Meeting

The Society will provide notice of every General Meeting to each Member as follows:

- (a) by e-mail sent to the address provided by each Member who has provided the Society with an e-mail address not less than fourteen (14) days and not more than sixty (60) days prior to the date of the General Meeting; and
- (b) by posting notice of the General Meeting on the Society's website for Members, for at least twenty-one (21) days immediately prior to the date of the General Meeting.

If necessary in the Board's discretion, the Society may send notice of a General Meeting to one or more Members either personally, by delivery, courier or by mail posted to such Member's

Registered Address, or, where the member has provided a fax number or e-mail address, by fax or e-mail, respectively. For greater clarity, where the Board so determines to send notice of a General Meeting to a Member in manner described immediately above, notice must be sent at least fourteen (14) days and not more than sixty (60) days prior to the date of the General Meeting.

4.6 Contents of Notice

Notice of a General Meeting will specify the date, time and, if applicable, location of the meeting and will include the text of every Special Resolution to be proposed or considered at that meeting.

If the Board has determined to hold a General Meeting to include participation by Electronic Means, the notice of that meeting must contain instructions for attending and participating in the meeting by Electronic Means, including instructions for voting.

4.7 Omission of Notice

The accidental omission to give notice of a General Meeting to a Member, or the non-receipt of notice by a Member, does not invalidate proceedings at that meeting.

5. PROCEEDINGS AT GENERAL MEETINGS

5.1 Business Required at Annual General Meeting

The following business is required to be conducted at each annual general meeting of the Society:

- (a) the adoption of an agenda;
- (b) the approval of the minutes of the previous annual general meeting and any extraordinary general meetings held since the previous annual general meeting;
- (c) consideration of the financial statements and the report of the auditor thereon, if any;
- (d) the election of Directors, as necessary; and
- (e) any other business required by the Act or these Bylaws to be conducted at the annual general meeting.

The annual general meeting may include other business as determined by the Board in its discretion.

5.2 Electronic Participation in General Meetings

The Board may determine, in its discretion, to hold any General Meeting in whole or in part by Electronic Means, so as to allow some or all Members to participate in the meeting remotely.

Where a General Meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the

meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

Persons participating by permitted Electronic Means are deemed to be present at the General Meeting.

5.3 Quorum

A quorum at a General Meeting is the lesser of ten percent (10%) of the Members or seven (7) Members in good standing on the date of the General Meeting. No business, other than the election of a Person to chair the meeting and the adjournment or termination of the meeting, will be conducted at a General Meeting at a time when a quorum is not present. If at any time during a General Meeting there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.

5.4 Lack of Quorum

If within thirty (30) minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, will be terminated, but in any other case it will stand adjourned to the next day, 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 for the meeting, the Members present will constitute a quorum and the meeting may proceed.

5.5 Chair

The Chair (or, in the absence or inability of the Chair, the Vice-Chair) will, subject to a Board Resolution appointing another Person, preside as chair at all General Meetings.

If at any General Meeting the Chair, Vice-Chair and such alternate Person appointed by a Board Resolution, if any, are not present within fifteen (15) minutes after the time appointed for the meeting, the Directors present may choose one of their number to preside as chair at that meeting.

5.6 Alternate Chair

If a Person presiding as chair of a General Meeting wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Members present at such meeting, he or she may preside as chair.

5.7 Adjournment

A General Meeting may be adjourned from time to time and from place to place, but only the business left unfinished at the adjourned meeting is to be transacted when the adjourned meeting is reconvened.

5.8 Notice of Adjournment

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 more than fourteen (14) days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

6. VOTING BY MEMBERS

6.1 Ordinary Resolution Sufficient

Unless the Act, these Bylaws or adopted rules of order provide otherwise, every issue for determination by a vote of the Members will be decided by an Ordinary Resolution.

6.2 Entitlement to Vote

Each Member in good standing is entitled to one (1) vote on matters for determination by the Members, whether at a General Meeting or otherwise. No other Person or entity is entitled to a vote on matters for determination by the Members.

6.3 Voting Methods

Voting by Members may occur by any one or more of the following methods, in the discretion of the Board:

- (a) by show of hands or voting cards;
- (b) by written ballot; or
- (c) by vote conducted by Electronic Means.

Where a vote is to be conducted by show of hands or voting cards, and prior to the question being put to a vote, a number of Members equal to not less than 10% of the votes present may request a secret ballot, and where so requested the vote in question will then be conducted by written ballot or other means whereby the tallied votes can be presented anonymously in such a way that it is impossible for the assembly to discern how a given Member voted.

6.4 Voting by Proxy

Voting by proxy is not permitted.

7. DIRECTORS

7.1 Management of Property and Affairs

The Board will have the authority and responsibility to manage, or supervise the management of, the property and the affairs of the Society.

7.2 Duties of Directors

Pursuant to the Act, every Director will:

- (a) act honestly and in good faith with a view to the best interests of the Society;

- (b) respect the confidentiality of all Society matters and business conducted by the Board;
- (c) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances; and
- (d) act in accordance with Act and the regulations thereunder.

7.3 Qualifications of Directors

Pursuant to the Act, a Person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if he or she:

- (a) is less than 18 years of age;
- (b) has been found by any court, in Canada or elsewhere, to be incapable of managing his or her own affairs and has not since been found by a court to be capable again;
- (c) is an undischarged bankrupt; or
- (d) has been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, all in accordance with the Act.

7.4 Composition of Board

The Board will be composed of a minimum of eight (8) and a maximum of eleven (11) Directors, each of whom will be elected or appointed in accordance with these Bylaws.

7.5 Invalidation of Acts

No act or proceeding of the Board is invalid by reason only of there being less than the required number of Directors in office.

7.6 Election of Directors

Directors will normally be elected by the Members at a General Meeting and will take office commencing at the close of such meeting. Directors may be elected by Ordinary Resolution outside of a General Meeting where the Board determines appropriate in its discretion.

All nominations must be in writing and submitted to the Secretary or the Address of the Society in advance of an election, in accordance with such procedures and deadlines as may be established by Board policy. Nominations will not be permitted from the floor at a General Meeting.

7.7 Election by Acclamation

In elections where the number of eligible nominees at the close of the nomination period established by the Board pursuant to Bylaw 7.6 is equal to or less than the number of positions for Directors that will become vacant at the close of the next annual general meeting, then the eligible nominees are deemed to be elected by acclamation and no vote will be required.

7.8 Election by Secret Ballot

In elections where there are more eligible nominees than vacant positions for Directors at the close of the nomination period established by the Board pursuant to Bylaw 7.6, election will be by secret ballot and the following rules apply:

- (a) the secret ballot may be conducted by written ballot or Electronic Means, either at or prior to the annual general meeting, all at the discretion of the Board;
- (b) ballots will be sent or otherwise made accessible to all Members in good standing;
- (c) each ballot will include the name of each eligible nominee and the number of vacancies to be filled;
- (d) no Member will vote for more Directors than the number of vacant positions. Any ballot will be deemed to be void if it records votes for more nominees than there are vacant positions;
- (e) ballots will be counted following the close of the election period by scrutineers appointed by the Board;
- (f) nominees will be deemed to be elected in order of those nominees receiving the most votes;
- (g) in the event of a tie between two (2) or more eligible nominees for the final vacant position, the scrutineers will place one (1) ballot marked for each tied nominee into a suitable container and the Chair will draw one (1) ballot from the container at random, and the selected nominee will be elected to the final vacant position; and
- (h) the results of an election by secret ballot will be announced to all Members following the counting of the ballots.

7.9 Transition of Directors' Terms

Each Person who is a Director on the date these Bylaws come into force will continue as a Director for the remaining term to which he or she was elected, unless sooner ceasing in accordance with these Bylaws.

Any previous terms served by Directors prior to these Bylaws coming into force will be counted towards the term limits set out below.

7.10 Term of Directors

The term of office of Directors will normally be two (2) years. However, the Board may by Board Resolution determine that some or all vacant Directors' positions will have a term of less than two (2) years, the length of such term to be determined by the Directors in their discretion.

For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the annual general meeting at which such Director was elected. If, however, the Director was elected at an extraordinary general meeting his or her term of office

will be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting.

7.11 Consecutive Terms and Term Limits

Directors may be elected for up to eight (8) consecutive years, by any combination of terms. A Person who has served as a Director for eight (8) consecutive years may not be re-elected for at least one (1) year following the expiry of his or her latest term.

7.12 Honorary Directors

A Person who has served as a Director for ten (10) or more years may be designated by Board Resolution as an “honorary director” in recognition of his or her service. An honorary director may receive notice of and attend meetings of the Board but cannot vote at such meetings.

7.13 Extension of Term to Maintain Minimum Number of Directors

Every Director serving a term of office will retire from office at the close of the annual general meeting in the year in which his or her term expires, provided that if insufficient successors are elected and the result is that the number of Directors would fall below eight (8), the Person or Persons previously elected as Directors may, if they consent, continue to hold office, and the term of such Director or Directors is deemed to be extended, until such time as successor Directors are elected.

7.14 Appointment to fill Vacancy

If a Director ceases to hold office before the expiry of his or her term, the Board, by Board Resolution, may appoint a Member qualified in accordance with Bylaw 7.3 to fill the resulting vacancy.

The position occupied by an appointed replacement Director will become available for election at the next annual general meeting and each such appointed replacement Director will continue in office until the conclusion of the next annual general meeting unless sooner ceasing to be a Director. The appointed replacement Director may run for the vacant position.

The period during which a Person serves as an appointed replacement Director does not count toward the term limits set out above.

7.15 Removal of Director

The Members may remove a Director before the expiration of such Director’s term of office by Special Resolution and may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director’s term.

7.16 Ceasing to be a Director

A Person will immediately and automatically cease to be a Director:

- (a) upon the date which is the later of:

- (i) the date of delivering his or her resignation in writing to the Chair or to the Address of the Society; and
- (ii) the effective date of the resignation stated therein;
- (b) upon the expiry of his or her term, unless re-elected;
- (c) upon the date such Person is no longer qualified pursuant to Bylaw 7.3;
- (d) upon his or her removal; or
- (e) upon his or her death.

8. POWERS AND RESPONSIBILITIES OF THE BOARD

8.1 Powers of Directors

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 nevertheless subject to the provisions of:

- (a) all laws affecting the Society; and
- (b) these Bylaws and the Constitution.

Without limiting the generality of the foregoing, the Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Society. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Society in furtherance of the purposes of the Society.

8.2 Remuneration of Directors and Officers and Reimbursement of Expenses

Directors will 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.

8.3 Investment of Property and Standard of Care

If the Board is required to invest funds on behalf of the Society, the Board may invest the property of the Society in any form of property or security in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Society.

8.4 Investment Advice

The Directors may obtain advice with respect to the investment of the property of the Society and may rely on such advice if a prudent investor would rely upon the advice in comparable circumstances.

8.5 Delegation of Investment Authority to Agent

The Directors may delegate to a stockbroker, investment dealer, or investment counsel the degree of authority with respect to the investment of the Society's property that a prudent investor might delegate in accordance with ordinary business practice.

9. PROCEEDINGS OF THE BOARD

9.1 Board Meetings

Meetings of the Board may be held at any time and place determined by the Board.

9.2 Notice of Board Meetings

Meetings of the Board may be held at any time and place determined by the Board provided that two (2) days' notice of such meeting will be sent to each Director and honorary director.

However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting was decided or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary.

9.3 Participation by Electronic Means

The Board may determine, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means, so as to allow some or all parties to participate in the meeting remotely.

Where a meeting of the Board is conducted by Electronic Means, the Society must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting.

9.4 Quorum

The Board may from time to time fix the quorum necessary to transact business and, unless so fixed, the quorum will be a majority of the Directors.

9.5 Director Conflict of Interest

A Director who knows or reasonably ought to know that they have a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Society, or a matter for consideration by the Directors:

- (a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
- (b) will disclose fully and promptly the nature and extent of his or her interest in the contract, transaction or matter;
- (c) is not entitled to vote on the contract, transaction or matter;
- (d) will absent him or herself from the meeting or portion thereof:

- (i) at which the contract, transaction or matter is discussed, unless requested by the Board (by consensus or majority vote) to remain to provide relevant information; and
- (ii) in any case, during the vote on the contract, transaction or matter; and
- (e) refrain from any action intended to influence the discussion or vote.

The Board may establish further policies governing conflicts of interest of Directors and others, provided that such policies must not contradict the Act or these Bylaws.

9.6 Chair of Meetings

The Chair (or, in the absence or inability of the Chair, the Vice-Chair) will preside as chair at all meetings of the Board.

If at any meeting of the Board the Chair, Vice-Chair and such alternate Person appointed by a Board Resolution, if any, are not present within fifteen (15) minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Directors present may choose one of their number to chair that meeting.

9.7 Alternate Chair

If the Person presiding as chair of a meeting of the Board wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Directors present at such meeting, he or she may preside as chair.

10. OFFICERS

10.1 Officers

The officers of the Society are the Chair, Vice-Chair, Secretary and Treasurer, together with such other offices, if any, as the Board, in its discretion, may create. The above required officers must be Directors.

The Board may, by Board Resolution, create and remove such other offices of the Society as it deems necessary and determine the duties and responsibilities of all officers.

10.2 Election of Officers

At each meeting of the Board immediately following an annual general meeting, the Board will elect the Secretary and the Treasurer and may elect the Vice-Chair if the term of the incumbent Vice-Chair has concluded.

The Director serving as the Vice-Chair will, at the conclusion of his or her term and provided that he or she consents, automatically become the Chair. Notwithstanding the foregoing, if:

- (a) an incumbent Vice-Chair is unwilling to serve as Chair upon the conclusion of his or her term; or

(b) the office of Vice-Chair is vacant,
then the Board will elect the Chair.

10.3 Term of Office of Chair

Subject to Bylaw 10.7, the term of office of the Chair will be two (2) years, commencing on the date the Director becomes the Chair in accordance with Bylaw 10.2 and continuing until the conclusion of the annual general meeting that occurs during the second year (or portion thereof) of the Chair's term. A Director may only serve as Chair for a single two (2) year term as calculated above and, at the conclusion of such term, he or she will immediately cease to be Chair.

10.4 Term of Office of Vice-Chair

Subject to Bylaw 10.7, the term of office of the Vice-Chair will be two (2) years, commencing on the date the Director becomes the Vice-Chair in accordance with Bylaw 10.2 and continuing until the conclusion of the annual general meeting that occurs during the second year (or portion thereof) of the Vice-Chair's term. A Director may only serve as Vice-Chair for a single two (2) year term as calculated above and at the conclusion of such term he or she will cease to be Vice-Chair, and, if he or she consents, will immediately become the new Chair.

10.5 Term of Office of Treasurer and Secretary

The term of office for each of the Treasurer and Secretary will be one (1) year, commencing on the date the Director is elected to that office in accordance with Bylaw 10.2 and continuing until the first meeting of the Board held after the next following annual general meeting. A Director may be elected as an Treasurer and/or Secretary for consecutive terms.

10.6 Removal of Officers

A Person may be removed as an officer by Board Resolution.

10.7 Replacement of Chair

Should the Chair for any reason be unable to complete his or her term, the Director serving as the current Vice-Chair will cease to be Vice-Chair and automatically become the replacement Chair. The Board will then elect a Director to serve as a replacement Vice-Chair, and both will serve until the first Board meeting following the next annual general meeting.

A Director serving as either the replacement Chair or the replacement Vice-Chair may be elected to continue in such position at the Board meeting following the next annual general meeting, and if so, the time served as either the replacement Chair or the replacement Vice-Chair will not be counted towards the applicable term limits set out in Bylaw 10.3 and 10.4 above.

10.8 Replacement of Vice-Chair, Secretary and Treasurer

Should either of the Vice-Chair, the Secretary or the Treasurer be unable to complete his or her term, the Board will elect a replacement to serve until the first Board meeting following the next annual general meeting.

10.9 Duties of Chair

The Chair will supervise the other officers in the execution of their duties and will preside at all meetings of the Society and of the Board.

10.10 Duties of Vice-Chair

The Vice-Chair will assist the Chair in the performance of his or her duties and will, in the absence of the Chair, perform those duties. The Vice-Chair will also perform such additional duties as may be assigned by the Board.

10.11 Duties of Secretary

The Secretary will be responsible for making the necessary arrangements for:

- (a) the issuance of notices of meetings of the Society and the Board;
- (b) the keeping of minutes of all meetings of the Society and the Board;
- (c) the custody of all records and documents of the Society, except those required to be kept by the Treasurer;
- (d) the maintenance of the register of Members; and
- (e) the conduct of the correspondence of the Society.

10.12 Duties of Treasurer

The Treasurer will be responsible for making the necessary arrangements for:

- (a) the keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the Act and the *Income Tax Act*; and
- (b) the rendering of financial statements to the Directors, Members and others, when required.

10.13 Absence of Secretary at Meeting

If the Secretary is absent from any General Meeting or meeting of the Board, the Directors present will appoint another Person to act as secretary at that meeting.

10.14 Combination of Offices of Secretary and Treasurer

The offices of Secretary and Treasurer may be held by one Person who will be known as the Secretary-Treasurer.

11. INDEMNIFICATION

11.1 Indemnification of Directors and Eligible Parties

To the extent permitted by the Act, each Director and eligible party (as defined by the Act) will be indemnified by the Society against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Person by reason of his or her holding or having held authority within the Society:

- (a) is or may be joined as a party to such legal proceeding or investigative action; or
- (b) is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

11.2 Purchase of Insurance

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.

12. COMMITTEES

12.1 Creation and Delegation to Committees

The Board may create such standing and special committees, working groups or task forces as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by a Board Resolution.

The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors as it thinks fit.

12.2 Standing and Special Committees

Unless specifically designated as a standing committee, a committee is deemed to be a special committee and any special committee so created must be created for a specified time period only.

A special committee will automatically be dissolved upon the earlier of the following:

- (a) the completion of the specified time period; or
- (b) the completion of the task for which it was created.

12.3 Terms of Reference

In the event the Board decides to create a committee, it must establish Terms of Reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the Terms of Reference or otherwise, and will report every act or thing done in exercise of those powers at the next

meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

12.4 Meetings

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed *mutatis mutandis* by the rules set out in these Bylaws governing proceedings of the Board.

13. EXECUTION OF INSTRUMENTS

13.1 No Seal

The Society may have a corporate seal but will not use the seal for the purpose executing documents.

13.2 Execution of Instruments

Contracts, documents or instruments in writing requiring the signature of the Society may be signed as follows:

- (a) by the Chair, together with one other director, or
- (b) in the event that the Chair is unavailable to provide a signature, by any two Directors

and all contracts, documents and instruments in writing so signed will be binding upon the Society without any further authorization or formality.

The Board will have power from time to time by Board Resolution to appoint any officer or officers, or any Person or Persons, on behalf of the Society either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

14. FINANCIAL MATTERS

14.1 Accounting Records

The Society will maintain such financial and accounting records and books of account as are required by the Act and applicable laws.

14.2 Borrowing Powers

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, including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

14.3 Restrictions on Borrowing Powers

The Members may by Ordinary Resolution restrict the borrowing powers of the Board.

14.4 Audit Required

The Society is required to be audited and will annually appoint an external auditor with the qualifications required by the Act and will comply with the relevant provisions of the Act and this Part.

14.5 Appointment of Auditor at Annual General Meeting

An auditor will be appointed at an annual general meeting, to hold office until such auditor is reappointed at a subsequent annual general meeting or a successor is appointed in accordance with the procedures set out in the Act.

14.6 Vacancy in Auditor

Except as provided in Bylaw 14.7, the Board will fill any vacancy occurring in the office of auditor and an auditor so appointed will hold office until the next annual general meeting.

14.7 Removal of Auditor

An auditor may be removed and replaced by Ordinary Resolution in accordance with the procedures set out in the Act.

14.8 Notice of Appointment

An auditor will be promptly informed in writing of such appointment or removal.

14.9 Auditor's Report

The auditor must prepare a report on the financial statements of the Society in accordance with the requirements of the Act and applicable law.

14.10 Participation in General Meetings

The auditor is entitled in respect of a General Meeting to:

- (a) receive every notice relating to the meeting to which a Member is entitled;
- (b) attend the meeting; and
- (c) to be heard at the meeting on any part of the business of the meeting that deals with the auditor's duties or function.

An auditor who is present at a General Meeting at which the financial statements are considered must answer questions concerning those financial statements, the auditor's report and any other matter relating to the auditor's duties or function.

15. NOTICE GENERALLY

15.1 Method of Giving Notice

Except as otherwise provided in these Bylaws, a notice may be given to a Member or a Director either personally, by delivery, courier or by mail posted to such Person's Registered Address,

or, where the member has provided a fax number or electronic mail address, by fax or electronic mail, respectively.

15.2 When Notice Deemed to have been Received

A notice sent by mail will be deemed to have been given on the day following that on which the notice was 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, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice will only be effective when actually received.

Any notice delivered personally, by delivery or courier, facsimile, or electronic mail will be deemed to have been given on the day it was so delivered or sent.

15.3 Days to be Counted in Notice

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 and the day on which the event for which notice is given will not be counted in the number of days required.

16. MISCELLANEOUS

16.1 Dissolution

Upon the winding-up or dissolution of the Society, any funds and property remaining after the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution, including the remuneration of the liquidator, and the payment to employees of the Society of any arrears of salaries or wages, and after payment of any debts of the Society, will be distributed to such "qualified donees" as defined by the *Income Tax Act* as are designated by Ordinary Resolution. Any funds or property remaining received for specific purposes will, wherever possible, be distributed to "qualified donees" carrying on work of a similar nature to such specific purposes.

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

16.2 Inspection of Documents and Records

The documents and records of the Society, including the financial and accounting records and the minutes of General Meetings, committee meetings and meetings of the Board, will be open to the inspection of any Director at reasonable times and on reasonable notice.

A Member in good standing is entitled, upon providing not less than fourteen (14) days' notice in writing to the Society, to examine any of the following documents and records of the Society at the Address of the Society during the Society's normal business hours:

- (a) the Constitution and these Bylaws, and any amendments thereto;

- (b) the statement of directors and registered office of the Society;
- (c) minutes of any General Meeting, including the text of each resolution passed at the meeting;
- (d) resolutions of the Members in writing, if any;
- (e) annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;
- (f) the register of Directors;
- (g) the register of Members;
- (h) the Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;
- (i) copies of orders made by a court, tribunal or government body in respect of the Society;
- (j) the written consents of Directors to act as such and the written resignations of Directors; and
- (k) the disclosure of a Director or of a senior manager regarding a conflict of interest.

Except as expressly provided by statute or at law, a Member will not be entitled or have the right to examine or inspect any other document or record of the Society. However, subject to such policies as the Board may establish, a Member in good standing may request, in writing delivered to the Address of the Society, to examine any other document or record of the Society and the Board may allow the Member to examine the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

Copies of documents to which a Member is allowed to examine may be provided on request by the Member for a fee to be determined by the Board, provided such fee does not exceed the limits prescribed by the Act.

16.3 Affordable Housing Purpose

The Society will not alter or delete the purpose set out in paragraph 1 of its Constitution without first obtaining the written consent of the British Columbia Housing Management Commission. The Society will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.

16.4 Designated Society

The Society is a Designated Society under Section 245 of the Act and will not alter or delete any provision identified as a previously unalterable provision without the prior written consent of the Government of British Columbia Minister(s) as identified in Societies Regulation 18.

17. BYLAWS

17.1 Entitlement of Members to copy of Constitution and Bylaws

On being admitted to membership, each Member is entitled to, and upon request the Society will provide him or her with, access to a copy of the Constitution and these Bylaws.

17.2 Special Resolution required to Alter Bylaws

These Bylaws will not be altered except by Special Resolution.

17.3 Effective Date of Alteration

Any alteration to the Bylaws or Constitution will take effect on the date notice of the alteration is filed with the Registrar in accordance with the Act.

18. PREVIOUSLY UNALTERABLE PROVISIONS

18.1 No Distribution of Income to Members

No part of the income of the Society shall be payable or otherwise available for the personal benefit of the proprietor(s), member(s) and/or shareholder(s) thereof. ***This clause was previously unalterable.***

18.2 Dissolution

Upon dissolution of the Society and after payment of all debts and liabilities, the remaining property of the Society shall be distributed or disposed of, as determined by the Board of Directors to charitable organizations or to organizations the objects of which are beneficial to the community. ***This clause was previously unalterable.***

18.3 Societies Act Transitional Requirement

The Board of Directors, in determining the charitable organization as noted above in Clause 5, shall be restricted to those organizations registered under the provisions of the Income Tax Act. ***This clause was previously unalterable.***

DISTRICT 69 SOCIETY OF ORGANIZED SERVICES

ANNUAL GENERAL MEETING – JUNE 26, 2023 BOARD OF DIRECTORS - INTRODUCTION OF NOMINEES

**The following Members have indicated their willingness to
serve on the SOS Board of Directors**

Brandon Charlesworth, on the Board of Directors since June 2021

Brandon was raised most of his life in the Comox Valley. After graduating from Highland Secondary School, Brandon moved to Nanaimo where he completed his Bachelor of Business Administration (BBA) – Accounting Concentration. Following graduation, he moved to Vancouver to continue his career where he went on to complete his Certified General Accountant (CGA) designation. His wife Marni and himself moved back to Vancouver Island in 2016. He is a partner at Robbins & Company, CPA's and likes to remain connected to the community as much as possible. Outside of work, he enjoys spending time outdoors with Marni and their son Nolan. Likes to remain active with Golf, Hockey & Fishing. An active member of the Rotary Club of Nanaimo Oceanside he finds time to give back to the local community as much as possible. He is thrilled at the opportunity to work with the SOS and continue to serve our community.

Dawn House, on the Board of Directors since June 2021

Several decades have passed since I lived in Errington and managed a Children's Summer Day Camp at the Errington Hall. I returned to the Oceanside area in 2017 along with my husband and both our mothers. In the intervening period I practiced law, primarily in Victoria for the Ministry of the Attorney General after a couple of years in general practice in Smithers. I have served on several boards in the past including the Oak Bay Police Board and the South Vancouver Island Family Planning Society. Currently I volunteer as a public member on the Quality Assurance Committee of the College of Occupational Therapists as well more recently as an Ad-Hoc member of the Strategy, Vision and Values Committee of the SOS. I am also on the Executive of the Women's Club at Pheasant Glen Golf Resort and am the incoming President of the Mount Arrowsmith Rhododendron Society. I am very happy to be able to call this beautiful area home and I look forward to continuing to work with the SOS in serving our community.

Andrew Lane, New Nominee

I was born in Yorkshire in the UK and came to Canada as a teenager in 1965. Our family settled in Calgary – Mum loved the Rockies, cowboys and wheat fields – and I went to the University of Calgary and received a Bachelors degree in Political Science and History. I joined the Department of Manpower and Immigration in Calgary as a Manpower Counsellor. After a couple of years in that role, and a short stint in France to practice my French, my wife and I moved to Frobisher Bay, now known as Iqaluit in Nunavut, as the Manager of a small Canada Employment Centre. From then on, until my retirement in 2007, I was a Manager or Director of Human Resource of Canada Centres in several locations across BC. As part of my workplace responsibilities I was the initial co-chair of the Victoria Homelessness Committee and worked with government at all levels as well as social agencies in kickstarting efforts to address homelessness in Victoria. I also worked closely with Aboriginal organizations on Vancouver Island and in the NWT to support their efforts to provide training and employment for their constituents. Being most comfortable in small towns I moved to Pender Island when I retired. Having more free time I joined the Royal Canadian Marine Search and Rescue unit as a volunteer and trained to become a coxswain of a fast rescue craft. I joined the local Canadian Legion and volunteered at social events such as meat draws and community dinners. I was also very active with the local community theatre. My partner and I moved from Pender Island to Victoria in 2019 but realized quickly that we preferred the small town lifestyle and we moved to Qualicum Beach in 2022.

Moira Rosser, New Nominee

Originally from Toronto, Moira Rosser and her Vancouver-born husband relocated to Qualicum Beach in September 2020, escaping the big city during the pandemic. Moira retired in May 2022 from a long career in marketing communications. The last 24 years of her career were focused on financial services marketing. Prior to that, she worked for a small marketing research firm, for a non-profit organization in the environmental field, and in broadcast news and cable television. She was a founding board member of a wonderful Toronto choir that she still misses. She is proud to be a board member of the North Island Wildlife Recovery Association, and a member of 100+ Women Who Care Oceanside. She and her husband spend their personal time expanding their vocal jazz standards repertoire (Moira sings, her husband plays guitar). She feels blessed to be able to live in the beautiful Oceanside area and is looking forward to applying her skills and experience to assist the SOS.

Paul Ruffell, on the Board of Directors since June 2017

I was born and raised in the UK and received my engineering degree from the University of Portsmouth in 1977. I moved to Canada in 1981 to work in the Arctic and worked there for more than a decade. Since then, I began to progressively manage larger portions of our company, starting with the Alberta operations and ending as President and CEO from 2001 to 2014, through its largest period of growth and eventual acquisition in 2010. From 2014 to 2016, I led a Canadian Infrastructure group of 3,500 staff across Canada. I have served on several Boards, both private and public. I like to think that my time as a Consulting Engineer has taught me to be a critical thinker who is focused on solutions. From my time serving on Boards, I learned how a Board can be successful and how to work with people. During my six years on the SOS Board, I have seen us make several changes to help the Board be more effective in its governance role, to radically improve our fundraising ability and of course to pivot to meet the challenges of the Pandemic. I look forward to the challenges that the next two years will bring. I am married and living in Qualicum Beach. We moved to Vancouver Island seven years ago to enjoy the outdoors, put down roots into the community and make it our home. We both volunteer with SOS.

Bonnie Wallis, on the Board of Directors October 2017-June 2021, and since October 2022

Bonnie relocated to Parksville in 1990 with her family. She earned her accounting degree in 2003 and has an accounting office in Parkville. Bonnie has enjoyed volunteering with a number of local organizations, usually as Treasurer, and was appointed to the SOS Board in 2017. Her daughter and family lives in Comox and she has two lovely little granddaughters with whom she enjoys playing with. She also enjoys swimming, hiking and yoga.

***The following members were elected at the 2022 AGM
and will continue to serve on the Board of Directors:***

Mike Cochrane, on the Board of Directors since June 2021

Karen Corkery, on the Board of Directors since June 2022

Sally Hamel, on the Board of Directors since June 2022

Andrea Manson, on the Board of Directors since June 2021

Only Members in Good Standing can be nominated and are eligible to vote.

*All nominations must be in writing and submitted to the Board Secretary
in advance of an election.*

There are no nominations from the floor.

Staff is not eligible for Board nomination, or voting.