

CONSTITUTION OF MAPLE RIDGE/PITT MEADOWS COMMUNITY SERVICES

Name

I. The name of the Society is **MAPLE RIDGE/PITT MEADOWS COMMUNITY SERVICES.**

Purposes

2. The purposes of the Society are:

(a) To establish or acquire by purchase, gift, transfer, lease or otherwise, and to maintain and operate on a non-profit basis facilities and funding for providing to the Maple Ridge-Pitt Meadows community and to neighboring communities, services of a charitable and/or educational nature, including the provision of affordable housing for low or low to moderate income persons in need.

(b) To carry on any activities related to the provision of specialized services which, in the opinion of the Board of the Society, may be justified by the facilities, personnel, funds, or other requirements that are, or can be made, available; and

(c) In association with the provisions of clauses 2(a) and 2(b) above, to co-operate with and, where possible, provide services to other community facilities or organizations concerned with the general health and welfare of the Maple Ridge-Pitt Meadows community and neighboring communities.

BYLAWS OF MAPLE RIDGE/PITT MEADO\VS COMMUNITY SERVICES

PART 1- INTERPRETATION

I.I In these bylaws and the constitution of the Society, unless the context otherwise requires:

(a) "address of the Society" means the address of the Society as filed from time to time with the Registrar in the Notice of Address;

(b) "Board" means the directors acting as authorized by the constitution and these bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;

(c) "Board resolution" means:

(i) a resolution passed at a meeting of the Board by a simple majority of the votes cast by those directors entitled to vote at such a meeting; or

(ii) a resolution that has been submitted to all of the directors and consented to in writing by 75% of the directors who would have been entitled to vote on it in person at a meeting of the Board;

(d) "bylaws" means the bylaws of the Society as filed in the office of the Registrar;

(e) "Chairperson" means a person elected to the office of Chairperson in accordance with these bylaws;

(t) "constitution" means the constitution of the Society as filed in the office of the Registrar;

(g) "directors" means those persons who have become directors in accordance with these bylaws and have not ceased to be directors, and a "director" means any one of them;

(h) "Executive Director" means a senior manager engaged by the Society to operate and manage the business and activities of the Society;

(i) "members" means those persons who have become members in accordance with these bylaws and have not ceased to be members, and a "member" means any one of them;

U) "Nominating Committee" means the nominating committee constituted by the directors in accordance with these bylaws;

(k) "ordinary resolution" means:

(i) a resolution passed at a general meeting of the Society by a simple majority of the votes cast by those members entitled to vote at such meeting; or

(ii) a resolution that has been submitted to all of the members and consented to in writing by two-thirds of the members who would have been entitled to vote on it in person at a general meeting of the Society.

(l) "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;

(m) "Registrar" means the Registrar of Companies of the Province of British Columbia;

(n) "relative" means, in relation to another person, an immediate family member, and, for greater certainty, includes a grandparent, parent, sibling, child, grandchild, spouse, and step-relative;

(o) "Secretary" means a person elected to the office of Secretary in accordance with these bylaws;

(p) "Society" means **MAPLE RIDGE/PITT MEADOWS COMMUNITY SERVICES**;

(q) "Societies Act" means the *Societies Act*, SBC 2015, c 18, as amended from time to time;

(r) "special resolution" means:

(i) a resolution passed at a general meeting of the Society by a majority of not less than two-thirds of the votes cast by those members entitled to vote at such meeting; or

(ii) a resolution consented to in writing by every member who would have been entitled to vote in person at a general meeting of the Society;

(s) "Treasurer" means a person elected to the office of Treasurer in accordance with these bylaws; and

(t) "Vice-Chairperson" means a person elected to the office of Vice-Chairperson in accordance with these bylaws.

1.2 Except where they conflict with the definitions contained in these bylaws, the definitions in the *Societies Act* on the date these bylaws become effective apply to these bylaws and the constitution.

PART 2 - MEMBERSHIP

- 2.1 The members of the Society are the voting members in good standing as at the date these bylaws become effective, and those persons who subsequently become members, in accordance with these bylaws and who, in either case, have not ceased to be members as provided for in these bylaws.
- 2.2 The directors shall possess the sole power to admit members to the Society. An applicant for membership shall be admitted to membership in the Society by the affirmative vote of a majority of those directors who are present at a meeting of directors at which a quorum is present and acting throughout. An application for membership or renewal of membership shall include the payment of the membership dues, if any.
- 2.3 Membership in the Society shall be limited to individuals who have reached the age of majority and who are committed to furthering the purposes, basis and principles of the Society set out in its constitution and these bylaws.
- 2.4 A person who is currently an employee of the Society or has been an employee of the Society within the last two years is not eligible for membership in the Society. Any member of the Society who becomes an employee of the Society while a member shall immediately cease to be a member of the Society.
- 2.5 Upon acceptance as a member, a person's membership shall continue for a term of up to one year, which term shall expire at the conclusion of the next following annual general meeting.
- 2.6 The amount of the membership dues for each fiscal year or part thereof or other fees payable by the members shall be determined by the directors from time to time.
- 2.7 A person shall cease to be a member of the Society:

- (a) upon the date which is the later of the date of delivering their resignation in writing to the Secretary of the Society or to the address of the Society and the effective date of the resignation stated therein;
- (b) upon becoming an employee of the Society;
- (c) on their death;
- (d) on being expelled pursuant to section 2.8; or
- (e) on having been a member not in good standing for 90 days.

2.8 The Board may expel, suspend or otherwise discipline any member for non-payment of dues or other fees payable pursuant to section 2.6 or for conduct, which in the discretion of the Board, is improper or unbecoming for a member of the Society, or is likely to endanger the interests, purposes or reputation of the Society or is in violation of the basis and principles set out in the constitution of the Society or is in breach of these bylaws, but the Board may not expel, suspend or otherwise discipline any member until the member has received a notice of the proposed expulsion, suspension or other disciplinary measures which shall set out the reasons therefore and until the member has been given an opportunity to be heard by the directors before the proposed expulsion, suspension or other disciplinary measures are put to a vote.

2.9 All members are in good standing except a member who:

(a) has failed to pay their current annual membership dues or any other subscription or debt due and owing by them to the Society, and the member is not in good standing so long as the debt remains unpaid;

(b) has initiated a legal or administrative proceeding against the Society, and the member is not in good standing so long as the proceeding remains outstanding; or

(c) is under suspension or discipline pursuant to section 2.8.

2.10 Any member who ceases to be a member of the Society forfeits all rights, claims, privileges or interest arising from membership in the Society.

2.11 The membership of a person in the Society is not transferable.

PART 3-MEETINGS OF MEMBERS

3.1 The general meetings of the Society shall be held at such time and place, in accordance with the *Societies Act*, as the Board shall decide.

3.2 Every general meeting other than an annual general meeting is an extraordinary general meeting.

3.3 The Board may, whenever it thinks fit, or shall, if so requested by 10% of the voting members of the Society, convene an extraordinary general meeting.

3.4 The Society shall give not less than 14 days written notice of a general meeting to its members entitled to receive notice; but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.

3.5 Notice of a general meeting shall specify the place, the day and the hour of the meeting.

3.6 The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate the proceedings at that meeting.

3.7 7 An annual general meeting shall be held at least once in every calendar year.

PART 4- PROCEEDINGS AT GENERAL MEETINGS

4.1 No business, other than the election of a person to chair the meeting and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

4.2 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4.3 A quorum at a general meeting is three members in good standing.

4.4 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members in good standing who are present shall constitute a quorum.

4.5 The Chairperson, the Vice-Chairperson or in the absence of both, one of the other officers present, shall preside as chairperson of a general meeting.

4.6 If at a general meeting:

(a) there is no Chairperson, Vice-Chairperson or other officer present within 15 minutes after the time appointed for holding the meeting; or

(b) the Chairperson and all other directors present are unwilling to act as chairperson,

the members present shall choose one of their number to be chairperson.

4.7 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.8 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 ten days, in which case notice of the adjourned meeting shall be given as in the case of the original meeting.

- 4.9 All resolutions proposed at a meeting must be seconded and the chairperson of a meeting may move or propose a resolution.
- 4.10 Any issue at a general meeting which is not required by these bylaws or the *Societies Act* to be decided by a special resolution shall be decided by an ordinary resolution.
- 4.11 A member in good standing present at a meeting of members is entitled to one vote.
- 4.12 The person chairing a general meeting may vote but, if the person does so and the result is a tie, shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.
- 4.13 Voting is by show of hands recorded by the secretary of the meeting, except that, at the request of a majority of the members present at the meeting, a secret vote by written ballot shall be required.
- 4.14 Voting by proxy is not permitted.
- 4.15 Except where otherwise provided by the Society or these bylaws, all matters of procedure at any meeting of the Society shall be decided in accordance with Robert's Rules of Order, as revised from time to time.

PART 5 - DIRECTORS

- 5.1 The Board may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the members in general meeting, but subject, nevertheless, to the provisions of:
- (a) all laws affecting the Society;
 - (b) these bylaws; and
 - (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in a general meeting.
- 5.2 No rule made by the Society in a general meeting invalidates a prior act of the Board that would have been valid if that rule had not been made.
- 5.3 The property and affairs of the Society shall be managed by the Board.
- 5.4 The number of directors shall be such number, not being less than 3 or greater than 11 as may be determined from time to time by the directors. No act or proceeding of the Board is invalid by reason only of there being fewer than the prescribed number of directors in office.

- 5.5 Directors shall be elected by the members at a general meeting and shall take office commencing at the close of such meeting.
- 5.6 Elections for directors shall normally be held at the annual general meeting and the term of office of elected directors shall normally be two years.
- 5.7 Directors may be elected to a maximum of three consecutive two-year terms and thereafter must take a minimum of two years away from active service as a director before being eligible for election as a director.
- 5.8 Any member of the Society who is eligible to vote may put forward to the Nominating Committee, at any time, the names of potential nominees for directors, and the Nominating Committee and the Executive Director shall assess the potential nominee in accordance with the procedures established by the Board from time to time. Nominations from the floor shall not be permitted.
- 5.9 A person may stand for election as a director only if the person has been nominated by the Nominating Committee and, in addition to the qualifications set out in the *Societies Act*, meets the following qualifications:
- (a) the person is not a relative of a current director of the Society;
 - (b) the person is not an employee of the Society; and
 - (c) the person has not been an employee of the Society within the last two years.
- 5.10 In elections where there are more candidates than vacant positions for directors, election shall be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates shall be deemed to be elected in order of those candidates receiving the most votes.
- 5.11 No member shall vote for more directors than the number of vacant positions for directors. Any ballot on which more names are voted for than there are vacant positions shall be deemed to be void.
- 5.12 Each director shall be required to wholeheartedly accept and adopt all of the principles set out in the constitution and bylaws of the Society.
- 5.13 Every director serving a term of office shall retire from office at the close of the annual general meeting in the year in which the director's term expires; but if no successor is elected and the result is that the number of directors would fall below three, the person previously elected as director shall continue to hold office until such time as successors directors are elected.
- 5.14 The members may by special resolution remove a director before the expiration of their term of office, and may elect a successor to complete the term of office, but no director shall be removed until the director has been given notice of the proposed action and an opportunity to be heard by the members at a general meeting.

5.15 Notwithstanding the foregoing bylaws, if a director ceases to hold office during the director's term for any reason other than removal by a resolution of the members, the Board may appoint a person as a replacement director to take the place of such director until the next annual general meeting.

5.16 No act or proceeding of the Board is invalid by reason only of there being fewer than the prescribed number of directors in office.

5.17 A person shall cease to be a director of the Society:

(a) upon the date which is the later of the date of delivering their resignation in writing to the Secretary of the Society or to the address of the Society and the effective date of resignation stated therein;

(b) upon becoming an employee of the Society;

(c) upon their death; or

(d) upon being removed by a special resolution.

5.18 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.

5.19 No director or relative of a director may be employed by or bid or enter into a contract with the Society for a period of two years following the expiry of the term of office of the director.

PART 6- PROCEEDINGS OF THE BOARD

6.1 A meeting of the Board may be held at any time and place determined by the Board.

6.2 The Board may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors in office at the time when the meeting convenes.

6.3 The Chairperson shall chair all meetings of the Board, but if at any Board meeting the Chairperson is not present within 30 minutes after the time appointed for the meeting, the Vice-Chairperson shall act as chairperson; but if neither is present the directors present may choose one of their number to chair that meeting.

- 6.4 If the person presiding as chairperson of a meeting of the Board wants to step down as chairperson for all or part of that meeting, the person may designate an alternate to chair such meeting or portion thereof, and upon such designated alternative receiving the consent of a majority of the directors present at such meeting, the designated alternative may preside as chairperson.
- 6.5 Any three directors may at any time, and the Secretary on the request of any three directors shall, convene a meeting of the Board.
- 6.6 For the purposes of the first meeting of the Board held immediately following the election of a director or directors at an annual or other general meeting, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be properly constituted.
- 6.7 Resolutions proposed at a meeting of the Board must be seconded and the person chairing a meeting may move or propose a resolution.
- 6.8 Any issue at a meeting of the Board which is not required by these bylaws or the *Societies Act* to be decided by a resolution requiring more than a simple majority shall be decided by a Board resolution.
- 6.9 The person chairing a meeting may vote but, if the person does so and the result is a tie, shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.
- 6.10 Voting shall be by show of hands recorded by the secretary of the meeting except that, at the request of any one director, a secret vote by written ballot shall be required.
- 6.11 A Board resolution in writing which has been deposited with the Secretary is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such Board resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with minutes of the proceedings of the Board and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.
- 6.12 Unless otherwise determined by the Board, the Executive Director shall attend all meetings of the Board.

PART 7- COMMITTEES

- 7.1 The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of directors, members or other persons as it thinks fit.

- 7.2 A committee, in the exercise of the powers delegated to it, shall conform to any rules that may from time to time be imposed by the Board, and shall 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 directs.
- 7.3 The members of a committee may meet and adjourn as they think proper and meetings of committees shall be governed, with any necessary changes, by the rules set out in these bylaws governing proceedings of the Board.
- 7.4 There shall be a Nominating Committee consisting of all of the directors. A majority of the members of the Nominating Committee shall constitute a quorum. The responsibility of the Nominating Committee shall include recruiting directors who reflect the mission and goals of the Society and the diversity of the community, assessing the qualifications of candidates for election as directors and nominating a list of directors for election by the members of the Society. The Nominating Committee shall ratify its report containing its nominees for the position of director at least 30 days prior to the annual general meeting of the Society.
- 7.5 The Board may create such standing and special committees, ad hoc committees or task forces as may from time to time be required. Any such committee shall limit its activities to the purpose or purposes for which it is appointed, and shall have no powers except those specifically conferred by a Board resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee shall automatically be dissolved.

PART 8- DUTIES OF OFFICERS

- 8.1 At the first meeting of the Board held after an annual general meeting, the Board shall elect from among the directors a Chairperson, Vice-Chairperson, Secretary, and Treasurer and such other officers as the directors may deem appropriate who each shall hold office until the first meeting of the Board held after the next following annual general meeting.
- 8.2 A vacancy occurring in the office of an officer shall be filled for the unexpired term by the directors. The Board may remove officers by a resolution passed at a meeting of the Board by two-thirds majority vote of the directors present.
- 8.3 The Chairperson shall preside as chairperson at all meetings of the Society and the Board. The Chairperson shall supervise the other officers in the execution of their duties and shall be a member of all committees.
- 8.4 The Vice-Chairperson shall, in the absence of the Chairperson, possess all of the powers and perform all of the duties of the Chairperson. The Vice-Chairperson shall have such other duties and powers as the Board may specify.

8.5 The Secretary shall 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;
- (d) the maintenance of the register of members; and
- (e) the conduct of the correspondence of the Society.

8.6 The Treasurer shall 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 *Societies Act* and the *Income Tax Act*;
- (b) the control of all securities and funds of the Society;
- (c) the preparation of the annual report, in writing, showing the financial condition of the Society and the results of the yearly operation of its facilities and activities; and
- (b) the rendering of financial statements to the directors, members and others when required.

8.7 If the Secretary is absent from any meeting of the Society or the Board, the directors present shall appoint another person to act as secretary at that meeting.

8.8 The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.

PART 9- BORROWING AND EXPENDITURES

9.1 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.

PART 10-AUDITOR

10.1 This part applies only where the Society is required or has resolved to have an auditor.

10.2 The first auditor shall be appointee\ by the directors who shall also fill all vacancies occurring in the office of auditor.

10.3 At each annual general meeting the Society shall appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting in accordance with the procedures set out in the *Societies Act*.

10.4 An auditor may be removed by ordinary resolution in accordance with the procedures set out in the *Societies Act*.

10.5 An auditor shall be promptly informed in writing of appointment or removal.

10.6 No director, officer or employee of the Society shall be auditor.

10.7 The auditor may attend general meetings.

PART 11- NOTICES

11.1 A notice may be given to a member, either personally or by mail or by electronic mail or by facsimile to the member at the member's registered address or the member's e-mail address or facsimile number, as recorded in the Society's records.

11.2 A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by either electronic mail or facsimile shall be deemed to have been given on the date of transmission.

11.3 Notice of a general meeting shall be given only to:

- (a) every member shown on the register of members on the day notice is given, and
- (b) the auditor, if an auditor is appointed under these bylaws.

PART 12 - INDEMNIFICATION

12.1 Subject to the provisions of the *Societies Act*, every member of the Board or officer who has properly undertaken or is about to undertake any liability on behalf of the Society or any society controlled by it and their heirs, executors, administrators or personal representatives respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Society, from and against:

- (a) all costs, charges, and expenses whatsoever which such member of the Board or officer actually and reasonably sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against them, or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by them, in or about the execution of the duties of their office or in respect of any such liability; and
- (b) all other costs, charges, and expenses which the member of the Board or officer actually and reasonably sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as

are occasioned by their own willful neglect or default, provided that:

(c) the member of the Board or officer acted honestly and in good faith with a view to the best interests of the Society; and

(d) in the case of criminal or administrative proceedings, the member of the Board or officer had reasonable grounds for believing that their conduct was lawful.

12.2 The Society shall purchase and maintain insurance for the benefit of any or all directors or officers against personal liability incurred by any such person as a director or officer.

PART 13-DISPUTE RESOLUTION

13.1 Should the Society and a member or director of the Society not be able to resolve a claim or controversy arising out of these bylaws, or in respect of any legal relationship associated with it or from it, through consultation and negotiation in the spirit of mutual friendship and cooperation, any party may initiate mediated negotiation. All disputes remaining unsettled after mediation shall be referred to and finally resolved by arbitration in accordance with the *Arbitration Act*, RSBC 1995, c 55.

13.2 The place of mediation and arbitration shall be mutually agreed by the Society and the member or director. In the absence of agreement regarding the place of mediation and arbitration, the place of mediation and arbitration shall be Maple Ridge, British Columbia. Both parties shall share the fee of the mediator and arbitrator equally.

13.3 The Society and the members and directors of the Society shall use their best efforts to conduct any dispute resolution procedures herein as efficiently and cost-effectively as possible. Notwithstanding this provision, either party may obtain a temporary injunction to enforce or preserve its rights or restrain any further violation or threatened violation of any restrictions or agreements contained herein for which monetary damages are not an adequate remedy until such rights can be pursued through arbitration.

PART 14- MISCELLANEOUS

14.1 Subject to the *Societies Act*, the directors shall from time to time in their discretion determine whether and to what extent and at what times and places and under what conditions or regulations the documents of the Society, including the books of account and minutes of the meetings of the Board, shall be open to the inspection of members of the Society not being directors. In the absence of such determination by the directors, the books of account, the minutes of the meetings of the Board and consent resolutions of the Board shall not be open to inspection by any member of the Society not being a director.

14.2 Any meeting of the Society, the Board or any committee may also be held, or any member, director or member of a committee may participate in any meeting of the Society, the Board or any committee, by conference call or similar communication equipment or device so long as all the members, directors or persons participating in the meeting can hear and respond to one another. All such members, directors or persons so participating in any such meeting shall be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing bylaws, shall be entitled to vote by a voice vote recorded by the secretary of such meeting.

14.3 The Society shall have the right to subscribe to, become a member of and cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Society's purposes.

PART IS-PREVIOUSLY UNALTERABLE PROVISIONS

15.1 The following provisions under this Part were previously unalterable.

15.2 No member of the Board of Directors shall be paid any remuneration for services rendered to the society or the facility, but may be paid his reasonable expenses in acting as a Director. This provision was previously unalterable.

15.3 The Society is to be carried on without pecuniary gain to its members and any profits or other accretions to the Society are to be used in promoting its objects. If, upon the winding up or dissolution of the Society, there remains after the satisfaction of all its debts and liabilities any property whatsoever, that property shall not be paid to or distributed among the members, but shall be given or transferred to some other charitable Canadian Organization or Organizations having objects similar to the objects of the Society, and which shall prohibit the distribution of its or their income and property amongst it or their members in a manner similar to that contained herein. Such organization or organizations shall be determined by a majority of members attending the first meeting called by the Liquidator on the winding up or dissolution of the Society. This provision was previously unalterable.

15.4 On an ad hoc basis, the board may contract with board members to provide services when, in the opinion of the board, such services may be provided for the best combination of services for the fees offered. The Director concerned shall absent himself from all discussion and votes concerning such contracts. This provision was previously unalterable.

15.5 Clauses 3, 4, and 5 of this constitution", including this clause, are unalterable. This provision was previously unalterable.

PART 16-BYLA\VS

16.1 On being admitted to membership, each member is entitled to and upon request the Society shall provide the member with a copy of the constitution and bylaws of the Society.

16.2 These bylaws shall not be altered or added to except by resolution of the Board sanctioned by a special resolution.

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

Dated October 25, 2017.

'Clauses 3, 4 and 5 of the Society's constitution are now sections 15.2, 15.3 and 15.4 of these bylaws.