



**THE BLOOM GROUP**

Community. Services. Together.

# **THE BLOOM GROUP COMMUNITY SERVICES SOCIETY**

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## **CONSTITUTION**

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## **Constitution**

1. The name of the Society is “The Bloom Group Community Services Society.”
2. The purposes of the Society are:
  - a. To support vulnerable adult individuals and families by providing housing, health and social services to those in need;
  - b. To work cooperatively with other groups and organizations to provide these services;
  - c. To establish and administer emergency, residential, supported, and affordable housing for vulnerable adult populations who are homeless, or at risk of homelessness, including: seniors, individuals with disabilities, women and their children, and / or low and moderate income households;
  - d. To establish and administer palliative health services for individuals and families living with serious, chronic, or terminal illnesses;
  - e. To establish and administer financial management and other social services that promote the independence of vulnerable individuals and families;
  - f. To do everything incidental and necessary to support the foregoing purposes.



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## **BYLAWS**

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## **Article 1 - MEMBERSHIP**

Terms under which a person may be admitted to The Bloom Group Community Services Society (hereafter the Society):

- 1.1** There shall be the following classes of members:
  - a. Individual members - who shall be entitled to vote at meetings of members of the Society.
  - b. Honorary members - who shall be non-voting members of the Society.
- 1.2** Any person interested in the aims of the Society may apply for membership in the Society as an individual member by applying to the Secretary of the Board. The Secretary shall then forward the names of all applicants to the Board. The Board may nominate a person who has shown a lasting and significant interest in the work of the Society as an Honorary member. Election of Honorary members shall be by ordinary resolution at a meeting of the members of the Society.
- 1.3** The Board of Directors has the discretion to accept or reject any application for individual membership in the Society.
- 1.4** No person shall be eligible for membership if:
  - a. that person is an employee of the Society; or
  - b. is under the age of 19 years.

### **Rights of Members:**

- 1.5** Honorary members shall be entitled to speak at any meeting of the members of the Society.

### **Duties of Members:**

- 1.6** It is the duty of each member, in order to remain in good standing in the Society, to comply with the Bylaws of the Society.

### **Annual Dues:**

- 1.7** Each individual member shall pay annual dues, the amount of which shall be set by the members at the Annual General Meeting of the Society. Failure to pay such annual dues shall result in the loss of good standing of the member.

## **Article II - TERMINATION OF MEMBERSHIP**

### **Conditions under which membership in the Society ceases:**

- 2.1** Any member who desires to withdraw from membership in the Society may notify the Board of Directors.
- 2.2** Any person ceases to be a member of the Society on death or on having been a member not in good standing for twelve consecutive months.

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**Conditions under which a Member may be expelled from the Society:**

- 2.3** Any member may be expelled from the Society by a Special Resolution of the members passed in a General Meeting called for that purpose.
- 2.4** At a meeting described in Article II, clause 2.3, a member or their representative has the right to speak on behalf of the member.

**Article III - MEETINGS OF MEMBERSHIP****Month of Annual General Meeting:**

- 3.1** The Annual General Meeting is to be held during the month of September in each year at a place within the Province of British Columbia and on a date to be fixed by the Board of Directors.

**Notice of General and Special Meetings:**

- 3.2** Every notice of Annual, General, or Special Meeting of the Society shall state the nature of the business of the meeting and such notice will be given to every member by mail fourteen days before such Annual, General or Special meeting.
- 3.3** The Board of Directors, upon written request of 10% of the voting membership, may call a Special Meeting of the Society for any purpose.
- 3.4** The rules of procedure at any Annual, General, or Special meeting shall be determined by the Board of Directors.

**Quorum for General and Special Meetings:**

- 3.5** A quorum for the transaction of business at any Annual, General or Special meeting of the Society shall be 10% of the membership as they appear on the membership lists, but in no case less than five members.

**Voting Rights of Members:**

- 3.6** An individual member of the Society can vote at any meeting of the members of the Society provided that a person has been an individual member in good standing for at least 30 days prior to a meeting of the Society.

**Article 4 - DIRECTORS AND OFFICERS****Directors:**

- 4.1** The Board of Directors shall not be less than five (5) nor greater than fifteen (15) in number and may include:
- a. a priest of St. James' Anglican Church, Vancouver to be nominated for election by the Rector of that Church; and,
  - b. a representative nominated for election by the Anglican Diocese of New Westminster.

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**Appointment of Directors:**

- 4.2** Directors of the Society must be members of the Society in good standing and shall be elected by the members of the Society at the Annual General Meeting. An election of Directors may be by acclamation; otherwise it shall be by ballot.
- 4.3** Any vacancy in the Directors may be filled by appointment by the Directors. A Director so appointed shall only hold office only until the adjournment of the next Annual General Meeting of the Society, but shall be eligible, subject to Section 4.2, for nomination as a candidate for election at that meeting for a full term as a Director.
- 4.4** The length of term of office for a Director shall be two (2) years.
- 4.5** The term of office of each Director shall commence at the conclusion of the first Annual General Meeting held following the election or appointment of such Director and shall terminate at the conclusion of the Annual General Meeting which coincides with the completion of such Director's term.
- 4.6** Subject to Section 4.7, no Director shall serve for more than three (3) consecutive full two (2) year terms, but shall again be eligible for election as a Director at the Annual Meeting held in the year following the year in which he/she ceased to be a Director.
- 4.7** A Director may be elected by the members of the Society to serve a fourth consecutive term, such term being of no more than one (1) year in length.
- 4.8** The Society shall adhere to a policy of inclusiveness in the appointment of Directors. However, this policy will in no way restrict the Society in identifying specific skills, abilities and qualifications needed by the Society, nor in selecting the best qualified persons to be Directors of the Society.

**Duties and Powers of the Directors:**

- 4.9** The Management and the Administration of the affairs of the Society shall be vested in the Directors. In addition to the powers and authority given by the Bylaws or otherwise expressly confirmed upon them, the Directors may exercise all such powers of the Society and do all such acts on its behalf as are by the Society Act or any of these Bylaws required to be exercised or done by the Society at a General or Special meeting. The Directors have the full power to make such rules and regulations as are not inconsistent with the Constitution of the Society and these Bylaws.

The Directors may appoint a person, committee, or board to manage any part of the program of the Society. Any such person, committee or board shall be appointed for such term and will report to the Directors as the Directors decide.

**Directors Meetings:**

- 4.10** The Directors shall decide their own procedure and quorum.
- 4.11** A resolution in writing signed by all the Directors personally shall be valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.

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**Directors Remuneration:**

**4.12** 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 Section without first obtaining the written consent of the British Columbia Housing Management Commission.

**Removal of Directors:**

**4.13** The members of the Society 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.

**Officers of the Society:**

**4.14** The Officers of the Society shall consist of the President, the Vice President, the Secretary, the Treasurer, plus other such officers as may be determined at a meeting of the members of the Society.

**Election of Officers:**

**4.15** The Officers of the Society shall be elected for a term of one year by the Directors from among the Directors at the first meeting of the Directors next following the meeting of the members at which the Directors are elected.

**Duties and Powers of Officers:**

**4.16** The President shall;

- a. be the chief officer of the Society; and
- b. preside at all meetings of the Society and the Board, and shall have the powers and duties generally pertaining to this office subject to any restrictions therein imposed by the Board. The president shall be a member, ex officio, of all committees except the nominating committee.

**4.17** The Vice-President shall carry out the duties of the President in his or her absence.

**4.18** The Secretary shall ensure that the following functions are performed;

- a. conduct the correspondence of the Society;
- b. issue notices of meetings of the Society and Directors;
- c. keep minutes of all meetings of the Society and Directors;
- d. have custody of all records and documents of the Society except those required to be kept by the Treasurer; and
- e. maintain the register of members.

**4.19** The Treasurer shall:

- a. keep the financial records, including books of account, necessary to comply with the Society Act;
- b. render financial statements to the Directors, members and others when

required; and

- c. have custody of the common seal of the Society.

**Officers Remuneration:**

**4.20** Officers of the Society shall receive no remuneration for the performance of their duties.

**Article V - COMMITTEES**

- 5.1** There shall be an Executive Committee consisting of the President, Vice-President, Secretary and Treasurer. Subject to the control of the Board, the Executive Committee shall have the power to transact all business of the Society in the interim between meetings of the Board.
- 5.2** There shall be a Nominating Committee consisting of three (3) members of the Society. The Executive Committee shall appoint the Members of the Nominating Committee at least three months prior to the Annual General Meeting.
- 5.3** The Board may create additional committees from time to time whenever it is deemed necessary or desirable. Such committees shall limit their activities to the purposes for which they are appointed and shall have no power to act unless specifically conferred by resolution of the Board. Upon completion of the task for which it is appointed, such a committee shall be dissolved by the Board.

**Article VI - ROLE OF THE EXECUTIVE DIRECTOR**

- 6.1** The Executive Director is the person charged with the administration of the programs of the Society and shall report directly to the Board and/or the Chief Officer of the Society.

**Article VII - BORROWING POWERS**

- 7.1** The Society shall have the power to borrow or raise or secure the payment of money in such manner as the Society shall think fit and, without limiting the foregoing, the Society may issue debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Society's present or future property, and to purchase, redeem or pay off any such security. No debenture shall be issued without the sanction of a Special Resolution passed at a meeting of the members of the Society.

**Article VIII - AUDITS OF THE ACCOUNTS OF THE SOCIETY**

- 8.1** The Directors shall present to the members of the Society at the Annual General Meeting the report of the Society's auditor including a financial statement of the receipts and disbursements of the Society during the preceding fiscal year. The said financial statement shall be signed by two or more members of the Directors or by the Society auditor.
- 8.2** At each Annual General Meeting the Society shall appoint an auditor to hold office until the next Annual General Meeting.



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**Article IX - THE SEAL****Custody of the Seal:**

**9.1** The Seal of the Society shall be kept in the custody of the Treasurer.

**Affixing the Seal:**

**9.2** The Seal of the Society shall not be affixed to any document or instrument unless authorized by the Directors.

**Article X - INSPECTION OF RECORDS OF THE SOCIETY**

**10.1** The books and records of the Society shall be open to inspection by all Society members and any member who wishes to make such an inspection shall apply in writing to the Secretary.

Upon receipt of such an application, the Secretary shall forthwith bring the same to the attention of the Board or the Executive Committee who shall cause said books and records to be made available for inspection at such time and place as is reasonably convenient to everyone concerned, not later than one week from the day on which the Secretary received the said application. The provisions of this Bylaw shall apply only to:

- a. records related to financial transactions of the Society; and
- b. the minutes of all meetings of the Society but excluding:
  - (i) the minutes of all meetings of the Board;
  - (ii) any matters concerning the condition of a resident or a client; and
  - (iii) any matters concerning staff that are deemed to be confidential by the Board.

**Article XI - ALTERING THE CONSTITUTION AND BYLAWS**

**11.1** The Bylaws of the Society shall be amended at any Annual, General or Special meeting by a Special Resolution of the members.

**11.2** Notice of any proposed amendment of the Bylaws shall be given in writing to the members fourteen days in advance of the meeting at which they are intended to be considered.

**11.3** The Society will not alter or delete the purpose set out in paragraph (c) of its Constitution and the Society will not alter or delete this Section without first obtaining the written consent of the British Columbia Housing Management Commission.

**Article XII - MOTIONS**

**12.1** Any ordinary resolution or motion shall be deemed passed if a majority of the members present and voting vote in favour of such a resolution or motion.

**12.2** A Special Resolution requires adoption by not less than three-quarters of the votes of the members of the Society present and voting.

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## **Article XIII - PREVIOUS CONSTITUTION PROVISIONS**

- 13.1** The operation of the Society will be carried on chiefly in the City of Vancouver, in the Province of British Columbia.
- 13.2** The Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its objects. This provision was previously unalterable.
- 13.3** In the event of winding up or dissolution of the society: funds and assets of the society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations concerned with the social problems of organizations promoting the same objects of this society, as may be determined by the members of the society at the time of winding up or dissolution, and if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organizations; provided that such organization referred to in this paragraph shall be a charitable organization, a charitable corporation, or a charitable trust recognized by the Department of National Revenue of Canada as being qualified as such under the provisions of the *Income Tax Act* of Canada from time to time in effect. This provision was previously unalterable.
- 13.4** The Directors shall serve without remuneration, and the Directors shall not receive, directly or indirectly, any profits from their position as Directors but may be paid expenses incurred by them in the performance of their duties. This provision was previously unalterable.
- 13.5** No part of any income of the Society shall be payable or otherwise available for the personal benefit of the member(s) thereof. This provision was previously unalterable.
- 13.6** That the purposes of the Society are exclusively charitable. This provision was previously unalterable.
- 13.7** Clauses 4, 5, 6, 7, 8 and 9 [now 13.2 through 13.7] are unalterable in accordance with Section 22 of the *Societies Act* of British Columbia. This provision was previously unalterable.
- 13.8** Notwithstanding clause 5 of this Constitution, in the event of the winding up or dissolution of the Society the funds and assets of the Society, after the satisfaction of its debts and liabilities, shall be delivered as set out in clause 5 provided that the funds and assets shall only be delivered to a "Qualified Donee" as defined in paragraph 149.1(1) of the *Income Tax Act* of Canada as amended from time to time. This clause is unalterable in accordance with Section 22 of the *Societies Act* of British Columbia. This provision was previously unalterable.

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## **Article XIV - REPORTING SOCIETY PROVISIONS**

### **Auditor**

**14.1** The Society must have an auditor.

### **Requirements for changing auditor**

**14.2** At an annual general meeting, a resolution appointing an auditor, other than the incumbent auditor, must not be proposed unless

- (a) the incumbent auditor has declined reappointment, or
- (b) at least 14 days' written notice of the proposed resolution has been given to
  - (i) all persons entitled to receive notice of the meeting, and
  - (ii) the incumbent auditor.

### **Comparative financial statements**

**14.3** The financial statements of the Society must be prepared as comparative financial statements relating separately to

- (a) the period determined under section 35 (2) of the *Societies Act*, and
- (b) the preceding period, if any, in relation to which financial statements for the Society were prepared.

### **Exception to requirement for comparative financial statements**

**14.4** Despite Reporting Society Provision 3, the financial statements of the Society may deal with only the period determined under section 35 (2) of the *Societies Act* if the reason for doing so is set out in the financial statements.

### **Providing financial statements and auditor's report to auditor and members**

**14.5** At least 10 days before the date of each annual general meeting, the Society must send to the auditor and to each member a copy of

- (a) the financial statements that are to be presented at the meeting, and
- (b) the auditor's report, as defined in section 1 of the *Societies Act*, on those financial statements.

### **Providing financial statements and auditor's report to security holder**

**14.6** The Society, on request of a person holding a bond, debenture, note or other evidence of debt obligation, whether secured or unsecured, of the Society, must send to the person a copy of the Society's latest financial statements and a copy of the auditor's report, as defined in section 1 of the *Societies Act*, on those financial statements.