



CONSTITUTION

BC Society • Societies Act

CERTIFIED COPY
Of a document filed with the
Province of British Columbia
Registrar of Companies

CAROL PREST

NAME OF SOCIETY: **CANADIAN BALANCE AND DIZZINESS DISORDERS SOCIETY**

Incorporation Number: S0040568

Business Number: 88345 7327 BC0001

Filed Date and Time: February 3, 2021 08:02 AM Pacific Time

The name of the Society is CANADIAN BALANCE AND DIZZINESS DISORDERS SOCIETY

The purposes of the Society are:

The society is organized to provide information and support for persons with balance, dizziness and all vestibular disorders and to develop awareness of the issues surrounding these disorders.




CAROL PREST

Bylaws of the BC Balance and Dizziness Disorders Society (the "Society")

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

"Act" means the *Societies Act* of British Columbia as amended from time to time;

"Board" means the directors of the Society;

"Bylaws" means these Bylaws as altered from time to time.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

PART 2 – MEMBERS

Application for membership

2.1 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

2.2 The Board may by ordinary resolution decline to accept a person for membership in the Society if in the discretion of the Board it is in the best interests of the Society.

Duties of members

2.2 Every member shall uphold the constitution of the Society and shall comply with these Bylaws.

Amount of membership dues

2.3 The amount of the annual membership dues shall be determined by the Board.

Classes of membership

2.4 The Society shall have the following classes of members: 2 classes of Voting Members and 2 classes of Non-Voting Members as described below:

Voting Members

2.4.1 The Society shall have the following classes of Voting Members:

Basic Member

2.4.1.1: Basic membership shall be open to anyone who supports the mission and goals of the Society and pays annual dues as set by the Board.

Honourary Life Member

2.4.1.2 Honourary Life Membership shall be conferred at the discretion of the Board.

Non-Voting Members

2.4.2 The Society shall have the following classes of Non-Voting Members:

Honourary Institutional Member

2.4.2.1 Honourary Institutional Membership shall be open to:

2.4.2.1.1 non-profit organizations who support people with balance, dizziness or related vestibular disorders and with whom the Society has a reciprocal relationship; and

2.4.2.1.2 support groups in Canada that meet or otherwise provide information or support to people with balance, dizziness and all related disorders.

Professional Member

2.4.2.2 Professional membership shall be open to:

health professionals practicing in Canada who have completed advanced studies, as determined by the Board, related to balance and dizziness disorders.

Honourary membership

2.5 Honourary membership is defined as membership in the Society without the requirement to pay annual dues.

Member not in good standing

- 2.6** A member is not in good standing if the member fails to pay the member's annual membership dues and the member is not in good standing for so long as those dues remain unpaid.

Voting member not in good standing may not vote

- 2.7** A Voting Member who is not in good standing:
- 2.7.1** may not vote at a general meeting, and
 - 2.7.2** is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership if member not in good standing

- 2.8** A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

- 3.1** A general meeting shall be held at the time and place the Board determines.

Date of annual general meeting

- 3.2** An annual general meeting shall be held in each calendar year and within 6 months of fiscal year end

Ordinary business at general meeting

- 3.3** At a general meeting, the following business is ordinary business:
- 3.3.1** adoption of rules of order;
 - 3.3.2** consideration of any financial statements of the Society presented to the meeting;
 - 3.3.3** consideration of the reports, if any, of the directors or auditor;
 - 3.3.4** election or appointment of directors;
 - 3.3.5** business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of a general meeting

3.4 Notice of a general meeting shall:

3.4.1 include the date, time and location of the meeting;

3.4.2 be given to all members, by postal delivery, email or other electronic means not less than 14 days before the meeting and not more than 60 days before the meeting.

3.4.3 state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

3.5 The following individual is entitled to preside as the chair of a general meeting:

3.5.1 the individual, if any, appointed by the Board to preside as the chair;

3.5.2 if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,

3.5.2.1 the president,

3.5.2.2 the vice-president, if the president is unable to preside as the chair, or

3.5.2.3 one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Quorum required

3.6 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, shall not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

3.7 The quorum for the transaction of business at a general meeting is 5 voting members.

Lack of quorum at commencement of meeting

3.8 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

3.8.1 in the case of a meeting convened on the requisition of members, the meeting is terminated, and

3.8.2 in any other case, the meeting stands adjourned, to a date, time and location to be communicated to all members, by postal delivery or email, not less than

14 days before the continuation of the adjourned meeting and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

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

Adjournments by chair

3.10 The chair of a general meeting may, or, if so directed by the voting members at the meeting, shall adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Order of business at general meeting

3.11 The order of business at a general meeting is as follows:

3.11.1 elect an individual to chair the meeting, if necessary;

3.11.2 determine that there is a quorum;

3.11.3 approve the agenda;

3.11.4 approve the minutes from the last general meeting;

3.11.5 deal with unfinished business from the last general meeting;

3.11.6 if the meeting is an annual general meeting,

3.11.6.1 receive the directors' report on the financial statements of the Society for the previous financial year,

3.11.6.2 receive any other reports of directors' activities and decisions since the previous annual general meeting,

3.11.6.3 elect or appoint directors, and

3.11.6.4 appoint a Financial Review Committee;

3.11.7 deal with new business, including any matters about which notice has been given to the members in the notice of meeting;

3.11.8 terminate the meeting.

3.12 Members' proposals

Members proposals for consideration at a general meeting shall be presented in writing and:

3.12.1 include the signatures of not less than 2 voting members;

3.12.2 be expressed in 200 words or less;

3.12.3 be received at least 7 days before notice of meeting is sent; and

3.12.4 be added to the agenda unless the same proposal was considered in either of the previous 2 calendar years before the current one.

Methods of voting

3.13 At a general meeting, voting shall be by a show of hands, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting shall be by a secret ballot.

Announcement of result

3.14 The chair of a general meeting shall announce the outcome of each vote and that outcome shall be recorded in the minutes of the meeting.

Proxy voting not permitted

3.15 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.16 A matter to be decided at a general meeting shall be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

PART 4 – DIRECTORS

Number of directors on Board

4.1 The Society shall have no fewer than 3 and no more than 9 directors.

Terms of office

4.2 Directors shall be elected for a 2-year term and may stand for re-election for unlimited additional terms.

Election of directors

- 4.3 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors shall elect or appoint the Board.

Composition of the Board

- 4.4 The Board shall be composed of members of the Society in good standing.

Directors may fill casual vacancy on Board

- 4.5 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

- 4.5 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

PART 5 – DIRECTORS' MEETINGS

Calling directors' meeting

- 5.1 A directors' meeting may be called by the president or by any 2 other directors.

Notice of directors' meeting

- 5.2 At least 2 days' notice of a directors' meeting shall be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

- 5.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors' meetings

- 5.4 The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

- 5.5 The quorum for the transaction of business at a directors' meeting is over half of the directors.

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

6.1 Directors shall be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

6.1.1 president;

6.1.2 vice-president;

6.1.3 secretary;

6.1.4 treasurer.

Directors at large

6.3 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Role of president

6.4 The president is the chair of the Board, assures the integrity of the Board's process, may make reasonable interpretations of Board policies respecting governance process, and may represent the Board and the Society to outside parties.

Role of vice-president

6.5 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

6.6 The secretary is responsible for doing, or making the necessary arrangements for, the following:

6.6.1 issuing notices of general meetings and directors' meetings;

6.6.2 taking minutes of general meetings, directors' meetings and Advisory Committee meetings;

6.6.3 keeping the records of the Society in accordance with the Act;

6.6.4 conducting the correspondence of the Board;

6.6.5 filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

6.7 In the absence of the secretary from a meeting, the Board shall appoint another individual to act as secretary at the meeting.

Role of treasurer

6.8 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- 6.8.1** receiving and banking monies collected from the members or other sources;
- 6.8.2** keeping accounting records in respect of the Society's financial transactions;
- 6.8.3** preparing the Society's financial statements;
- 6.8.4** making the Society's filings respecting taxes.
- 6.8.5** endeavouring to ensure that the financial condition of the Society is not put into fiscal jeopardy or does not compromise Society priorities.

Executive Committee

6.9 The Board shall establish an Executive Committee consisting of the president, vice-president, secretary and the treasurer (the Executive Committee Members).

Responsibilities of Executive Committee

6.9.1 The Executive Committee shall be responsible for:

- 6.9.1.1** carrying out emergency and unusual business between Board meetings; reporting to the Board on actions taken between Board meetings;
- 6.9.1.2** reporting to the Board on actions taken between Board meetings; and
- 6.9.1.3** carrying out other duties as assigned by the Board.

Calling Executive Committee meetings

6.9.2 Executive meetings shall be called by the president or on the request of any 2 other Executive Committee Members. They shall request the President in writing to call a meeting and state the business of the meeting.

PART 7 – SIGNING AUTHORITY

Signing authority

7.1 A contract or other record to be signed by the Society shall be signed on behalf of the Society:

- 7.1.1 by the president, together with one other director;
- 7.1.2 if the president is unable to provide a signature, by the vice-president together with one other director;
- 7.1.3 if the president and vice-president are both unable to provide signatures, by any 2 other directors; or
- 7.1.4 in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

PART 8 – COMMITTEES

8.1 Standing Committees

Advisory Committee

- 8.1.1 The Board shall appoint an Advisory Committee to provide advice and counsel to the Board and shall appoint worthy individuals to it and determine the terms of each appointment.
 - 8.1.1.1 The Board shall determine the size and composition and specific duties of the Advisory Committee.
 - 8.1.1.2 The president shall chair the Advisory Committee.
 - 8.1.1.3 The Advisory Committee shall not have any power to direct the acts or operations of the Society.
 - 8.1.1.4 The Advisory Committee may hold meetings at such time and place as is determined by the Board.
 - 8.1.1.5 Advisory Committee members do not need to be members of the Society.

Financial Review Committee

- 8.2.1 The Board shall appoint a Financial Review Committee to review such reports as necessary as stated in 6.8 of the Bylaws and to review financial reports prior to transfer of books to the new treasurer.
 - 8.2.1.1 The Board shall determine the size and composition of the Financial Review Committee.
 - 8.2.1.2 The treasurer shall chair the Financial Review Committee.

8.2.1.3 The Financial Review Committee may hold meetings at such time and place as is determined by the Board.

8.2.2.3 Financial Review Committee members shall not be members of the Society.

8.3 Other Committees

8.3.1 The president may also appoint other standing or ad hoc committees as deemed appropriate.

8.3.2 The Board may appoint any person with deemed knowledge, skills or experience relevant to the purpose of the committee.

PART 9 – INSPECTION OF SOCIETY RECORDS

Inspection of records

- 9.1** A member of the Society may, without charge, inspect a record the Society is required to keep under section 20 (1) [*records to be kept*] of the Act.
- 9.2** The Board may impose reasonable notice and times for inspection of a record by a member.
- 9.3** Inspection of the following records may be restricted to members of the Board:
- 9.3.1** directors' meeting minutes;
 - 9.3.2** directors' resolutions in writing; and
 - 9.3.3** reasonable accounting records for all fiscal years, including record of each transaction materially affecting the financial position of the Society.

PART 10 –BYLAWS

- 10.1** These Bylaws shall be posted on the Society's website.
- 10.2** These Bylaws shall not be altered or added to except by special resolution.