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## **SOCIETY ACT**

### **CONSTITUTION**

1. The name of the society is the **Pacific AIDS Network Society**.
2. The purposes of the Society are:

To provide a network for communication, education and mutual support regarding HIV-related issues throughout British Columbia by providing training, workshops and conferences.
3. The purposes of the Society shall be carried out without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its purposes.
4. In the event of the winding up and dissolution of the Society, any of its funds and assets of the Society remaining after the satisfaction of its debts and liabilities, shall be paid, transferred or delivered to such one or more recognized charitable organizations or charitable foundations in British Columbia, concerned with social problems or having purposes similar to those of this Society, as shall be determined by resolution of a general meeting at the time of winding up and dissolution; and in the event that effect cannot be given to the foregoing provisions, then such funds and assets shall be paid, transferred or delivered to trustees on trust for a charitable purpose.
5. The terms of clauses 3 and 4 above and this clause shall be unalterable.

### **BYLAWS**

Bylaws of the Pacific AIDS Network Society.

Here set forth, in numbered clauses, are the bylaws providing for the matters referred to in Section 6 (1) of the *Society Act* and any other bylaws.

#### **Part 1 – Interpretation**

- 1.1 In these bylaws, unless the context otherwise requires,
  - (a) “**directors**” means the Directors of the Society for the time being;
  - (b) “**Society Act**” means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it;
  - (c) “**registered address**” of a member means the address of that person as recorded in the register of members.
  - (d) “**term**” means the time between the Annual General Meeting and the Annual General Meeting two years following.

- (e) “**officer term**” means the time between the first Executive meeting following an Annual General Meeting and the first Executive meeting immediately following the Annual General Meeting after the expiration of the term set within the bylaws.
- (f) “**society**” refers to the Blood Borne Service and Support Network Society.

1.2 The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.

1.3 Words importing the singular include the plural and vice versa.

## Part 2 – Membership

2.1 The members of the Society are the applicants for incorporation of the Society and those persons who have subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.

2.2 There shall be two classes of members:

- (i) voting members; and
- (ii) associate members.

2.3 (1) Any British Columbia organization (including a body corporate, agency, group or project) subscribing to the aims, purposes and bylaws of the Society and meeting such other criteria as may be adopted from time to time by special resolution of the members, may apply for membership in the Society and, upon acceptance by ordinary resolution of the members, shall become a voting member.

(2) Any organization (including a body corporate, agency, group or project) meeting the criteria for associate membership status adopted by the Society from time to time, may apply for associate membership and, upon acceptance by the ordinary resolution of the members, shall become an associate member.

2.4 Every member shall uphold the constitution and comply with these bylaws.

2.5 The amount of the annual membership dues (if any) for each class of members shall be determined at the annual general meeting or an extraordinary general meeting of the Society.

2.6 A member ceases to be a member of the Society:

- (a) by delivery of the member’s resignation in writing to the secretary of the Society or delivering it to the address of the Society,
- (b) on his or her death or, in the case of a body corporate or other organization, agency, group or project, on dissolution,
- (c) on being expelled, or

(d) on having been a member not in good standing for a period of 90 days.

- 2.7 All members are in good standing except a member who has failed to complete and return to the secretary or delivering to the address of the Society any annual membership renewal form adopted by the Society and pay the annual membership dues (if any).
- 2.8 (1) A member may be expelled by a special resolution of the members passed at a general meeting.
- (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason for the proposed expulsion.
- (3) The member who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

### **Part 3 – Meetings of Members**

- 3.1 General Meetings of the Society shall be held at such time and place, in accordance with the *Society Act*, as the Directors decide.
- 3.2 Every General Meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.
- 3.3 The Directors shall convene an Extraordinary General Meeting (to be known as the “Semi-Annual General Meeting”) not less than 120 days and not more than 240 days after each Annual General Meeting, and may, whenever they think fit, convene any other Extraordinary General Meetings.
- 3.4 (1) Notice of a General Meeting shall specify the place, the day and the hour of meeting, and, in case of special business, the general nature of that business.
- (2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 3.5 The Notice of General Meeting shall include the following:
- (a) minutes of any previous General Meetings which have not been approved by the members;
- (b) the text of any special resolutions to be presented to the members at the General Meeting, and, in addition to the Notice of General Meeting being given to the members in the manner set out in bylaw 10.1, it shall be made available to the members by web, facsimile and email (upon request), for a period of two weeks prior to the General Meeting.
- 3.6.1 The first Annual General Meeting of the Society shall be held not more than fifteen months after the date of incorporation and thereafter an Annual General Meeting shall be held at least once every calendar year.

- 3.7
- (1) No General Meeting shall be convened unless it has been preceded by a meeting of the those authorized representatives of the voting members who are self-disclosed as being HIV-positive (such a meeting to be known as the “HIV-positive Forum”), which meeting had been adjourned not more than 24 hours prior to the call to order of the General Meeting.
  - (2) Persons who are self-disclosed as being HIV-positive may attend a HIV-positive Forum and all such persons shall have voice and vote except on the election of directors.
  - (3) Persons who are not self-disclosed as HIV-positive may attend a HIV-positive Forum only if their request has received the unanimous consent of the self-disclosed HIV-positive persons present at the HIV-positive Forum.
  - (4) Every HIV-positive Forum shall be chaired by a Director who is self-disclosed as HIV-positive, chosen by the Directors.
  - (5) An HIV-positive Forum may consider and conduct such business as it determines, excepting only that reasonable efforts will be made by the participants to arrive at decisions unanimously and, where unanimity is not possible, no resolution will be deemed approved which is not supported by 75% of the self-disclosed HIV-positive participants present.
  - (6) All matters considered at an HIV-positive Forum, with the disposition (if any) of those matters, shall be reported to the next General Meeting by an authorized representative of a voting member who participated in the HIV-positive Forum and who was selected by the participants in the HIV-positive Forum.
  - (7) Notice of the time and place for an HIV-positive Forum shall accompany the Notice of General Meeting which is to take place following the HIV-positive Forum.

## **Part 4 – Proceedings at General Meetings**

- 4.1 Special business is:
- (a) all business at an Extraordinary General Meeting (other than a Semi-Annual General Meeting) except the adoption of Rules of Order; and
  - (b) all business that is transacted at an Annual General Meeting or Semi-Annual General Meeting except:
    - (i) the adoption of Rules of Order;
    - (ii) the consideration of the financial statements;
    - (iii) the consideration of the report from the HIV-positive Forum
    - (iv) the report of the Directors;
    - (v) the report of the Auditor, if any;
    - (vi) the appointment of an Auditor, if required;
    - (vii) the election of Directors; and
    - (viii) such other business as under these bylaws ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

- 4.2 (1) No business, other than the election of a Chairperson and the adjournment or termination of the meeting, shall be conducted at a General Meeting at a time when a quorum is not present.
- (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.
- (3) A quorum is 30% of the voting members in good standing present (or such greater number as the members may determine at a General Meeting) and at least one third of voting members present being self-disclosed as being HIV-positive.
- 4.3 If within thirty minutes from the time appointed for a members' meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time, via teleconference, and if, at the adjourned meeting, a quorum is not present within thirty minutes from the time appointed for the meeting, the members present shall constitute a quorum.
- 4.4 Subject to By-law 4.5, the Chairperson of the Society, Vice-Chairperson or, in the absence of both, one of the other Directors present shall preside as Chairperson of a General Meeting.
- 4.5 If at a General Meeting,
- (a) there is no Chairperson, Vice-Chairperson or any other Director present within fifteen minutes after the time appointed for holding the meeting, or
- (b) the Chairperson and all the other Directors present are unwilling to act as Chairperson, the members shall choose one of their number to be Chairperson.
- 4.6 (a) 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.
- (b) When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- (c) Except as provided in this by-law, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned General Meeting.
- 4.7 (a) No resolution proposed at a meeting need be seconded and the Chairperson of a meeting may move or propose a resolution.
- (b) In case of an equality of votes, the Chairperson shall not have a casting or second vote in addition to the vote to which he or she may be entitled as a member and the proposed resolution shall not pass.
- 4.8(1) A voting member may vote by its authorized representative, who is entitled to speak and vote and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the Society.

(2) A voting member may have two authorized representatives if at least one of them is self-disclosed as being HIV-positive.

(3) A voting member in good standing present at a meeting of members is entitled to only one vote, regardless of whether the voting member has one or two authorized representatives.

(4) An associate member present at a meeting is entitled to participate in debate but is not entitled to a vote.

(5) Voting is by show of hands, unless the members decide otherwise.

(6) Voting by proxy is not permitted.

4.9 (a) The Chairperson, Vice-Chairperson, Secretary, Treasurer and one or more other persons appointed upon incorporation or, as determined by the members, shall be the Officers of the Society.

(b) An Officer must be a Director and ceases to be an Officer when he or she ceases to be a Director.

(c) The number of Directors shall be twelve.

(d) The Directors elected at each Annual General Meeting (or Extraordinary General Meeting at which any elections are to be held) and the HIV-positive forums shall be elected in accordance with the following rules:

(i) Each voting member shall be deemed to be associated with one of the six Health Authorities of British Columbia, being the Health Authority from which the voting member has received the most funding during the three fiscal years preceding the General Meeting and, if no funds were received from any Health Authority during that period, with the Regional Health Authority having jurisdiction over the area in which the voting member's registered address is located.

(ii) The authorized representatives of voting members associated with each Health Authority shall elect one of their number as a Director.

(iii) The authorized representatives of voting members associated with each Health Authority and who are self-disclosed as being HIV-positive shall elect one of their number as a Director at the HIV-positive Forum immediately preceding the annual general meeting.

4.10 (a) Directors shall be elected for a two-year term and must retire from office at the second Annual General Meeting after their election, when their successors shall be elected.

(b) Notwithstanding bylaw 4.10 (a), at the first Annual General Meeting following the adoption of this bylaw, one half of the Directors elected pursuant to bylaw 4.9 (d) (ii),

chosen by lot or agreement, shall serve for a term of one year only and shall retire from office at the next Annual General Meeting.

(c) Notwithstanding bylaw 4.10 (a), at the first Annual General Meeting following the adoption of this bylaw, those Directors elected pursuant to bylaw 4.9 (d) (iii) who are associated with the same Health Authorities as those Directors who were chosen by lot or agreement pursuant to bylaw 4.10 (b) to serve for a term of two years, shall serve for a term of one year only and shall retire at the next Annual General Meeting.

(d) Any Director retiring from office at an Annual General Meeting shall be eligible to stand for re-election at that Annual General Meeting.

(e) Election procedures at the Annual General Meeting shall be determined by the members present.

(f) A Director must be an authorized representative of a voting member of the Society.

(i) Should a Director cease being an authorized representative of the voting member of the Society they represented at the time of their most recent election pursuant to By-law 4.9(d) or appointment pursuant to By-law 4.11, that Director shall cease being a Director of the Society at the convening of the Annual General Meeting first occurring after receipt by the Secretary of notice, given by the voting member of the Society in accordance with By-law 10.2, that the Director has ceased being one of its authorized representatives. Nothing in this By-law shall be construed so as to prevent the former Director seeking election as a Director at that or a subsequent Annual General Meeting, or once again being appointed as a Director, after their ceasing to be a Director.

(g) The Officers shall be elected by the Directors at the first meeting of the Directors following the Annual General Meeting and in the manner approved by the Directors.

(h) The Society may employ a manager or contractor, in which case the manager or contractor of the Society may serve as an ex-officio member of the Board of Directors, with voice but no vote in its proceedings.

4.11 (a) The Directors may at any time appoint an authorized representative of a voting member to fill any vacancy in the Directors, provided the person so appointed must be eligible to have been elected to the vacancy pursuant to the provisions of bylaw 4.9 (d) (ii).

(b) A Director appointed under bylaw 4.11 (a) holds office until the next General Meeting when an election shall be held to fill the remaining term (if any) of the Director he or she replaced.

(c) The Directors may at any time appoint a Director to fill any Officer vacancy.

(d) An Officer appointed under bylaw 4.11 (c) shall serve the unexpired Officer term of the Officer he or she is replacing.

- 4.12 (a) If a Director or Officer ceases to hold office, the remaining Directors shall appoint a replacement in accordance with these By-Laws.
- (b) No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
- 4.13 The members may, by special resolution, remove a Director before the expiration of his office, and may elect a successor to serve to the next annual meeting.
- 4.14 No Director or Officer shall be remunerated for being, or acting as, a Director or Officer, but a Director or Officer may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

## **Part 5 – Proceedings of Directors**

- 5.1 (a) The Directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (b) The Directors may, from time to time, fix the quorum necessary for the transaction of business and, unless so fixed, the quorum shall be a majority of the Directors then in office.
- (c) The Chairperson shall be Chairperson of all meetings of the Directors, unless the Directors decide otherwise.
- (d) A Director may at any time, and the Secretary, on the request of a Director, shall, convene a meeting of the Directors.
- 5.2 (a) Each and every standing committee established by the Board of Directors shall have among its members not less than one Society Director who shall, unless otherwise provided in the terms of reference established for the standing committee by the Board, chair the committee and, regardless, each standing committee shall be chaired by the authorized representative of a voting member.
- (b) The Directors may delegate any, but not all, of their responsibilities to committees consisting of such persons as they think fit, and may name these committees.
- (c) A committee so formed in the exercise of the responsibilities so delegated shall conform to any rules that may from time to time be imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the Directors.
- 5.3 Subject to the directions of the Directors, the committee shall determine its own procedures.
- 5.4 The members of a committee may meet and adjourn as they think proper.
- 5.5 A newly appointed or elected Director or Directors shall be notified of the first meeting of the Directors following their appointment or election but failure to notify such new Directors shall not

void the meeting, if a quorum is present.

5.6 A Director, who may be absent temporarily from British Columbia, may send or deliver to the address of the society a waiver of notice, which may be by letter, email, facsimile, telegram, telex, or cable, of any meeting of the Directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn:

(a) No notice of meetings of Directors shall be sent to that Director; and

(b) Any and all meetings of the Directors of the Society, notice of which has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective.

5.7 (a) Questions arising at any meeting of the Directors and committee of Directors shall be decided by a majority of votes.

(b) In case of an equality of votes the Chairperson does not have a second or casting vote.

5.8 No resolution proposed at a meeting of Directors or committee of Directors need be seconded, and the Chairperson of a meeting may move or propose a resolution.

5.9 A resolution in writing, signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.

## **Part 6 - Duties of Officers**

6.1 (a) The Chairperson shall preside at all meetings of the Society and of the Directors, unless the members or Directors decide otherwise.

(b) The Chairperson is the chief Executive Director of the Society.

6.2 The Vice-Chairperson shall carry out the duties of the Chairperson during his or her absence.

6.3 The Secretary shall:

(a) Conduct the correspondence of the Society;

(b) Issue notice of meetings of the Society and of Directors;

(c) Keep minutes of all meetings of the Society and of Directors;

(d) Have custody of all records and documents of the Society except those required to be kept by the Treasurer

(e) Have custody of the common seal of the Society; and

(f) Maintain the register of members and a record of the authorized representative(s) of each voting member.

6.4 The Treasurer shall:

(a) Keep such financial records, including books of account, as are necessary to comply with the Society Act; and

(b) Render financial statements to the Directors, members and others when required.

6.5 (a) The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.

(b) Other Officers, if any, shall perform such duties as the members may decide.

(c) The Directors, or members, may add additional duties to any Director or Officer or transfer duties among Directors or Officers.

6.6 In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at that meeting.

## **Part 7 - Seal**

7.1 The Directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of it.

7.2 The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution or, if no persons are prescribed, in the presence of the Chairperson and Secretary or Chairperson and Secretary-Treasurer.

## **Part 8 - Borrowing**

8.1 In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner they decide and in particular, but without limiting the generality of the foregoing, by the issue of debentures.

8.2 No debenture shall be issued without the sanction of a special resolution.

8.3 The members may, by special resolution, restrict the borrowing power of the Directors but a restriction so imposed expires at the next Annual General Meeting.

## **Part 9 - Auditor**

9.1 This part applies only where the Society is required, or has resolved, to have an Auditor.

9.2 The first Auditor shall be appointed by the Directors.

- 9.3 At each Annual General Meeting the Society shall appoint an Auditor to hold office until he or she is re-elected or his or her successor is elected at the next Annual General Meeting.
- 9.4 An Auditor may be removed by ordinary resolution.
- 9.5 An Auditor shall be informed forthwith, in writing, of appointment or removal.
- 9.6 No Director and no employee of the Society shall be Auditor.
- 9.7 The Auditor may attend general meetings.

## **Part 10 - Notice to Members**

- 10.1A notice may be given to a member either personally or by mail or by email to the member at the member's registered address.
- 10.2 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.
- 10.3 (a) Notice of a General Meeting shall be given to:
- i) Every member shown on the register of members on the day notice is given; and
  - ii) The Auditor, if Part 9 applies.
- (b) No other person is entitled to receive a notice of a General Meeting.

## **Part 11 - By-laws**

- 11.1 After being admitted, a member is entitled to a copy of the Constitution and By-laws upon request.
- 11.2 These By-laws shall not be altered or added to except by special resolution.

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Original Constitution and By-Laws filed on July 18, 2003 (date of incorporation).

By-Laws subsequently amended May 27, 2005.

Certificate of Change of Name of Society filed on June 09, 2005.

By-Laws subsequently amended October 20, 2006.

Constitution subsequently amended October 28, 2009.

Updated/Amalgamated July 20, 2010.

