

SOCIETY ACT

CONSTITUTION

I

1. The name of the Society is “SURREY FIRE FIGHTERS’ NUTRITIONAL SNACK PROGRAM SOCIETY”.

II

2. The purposes of the Society are:
 - (a) To relieve poverty by providing nutritional snacks to students in British Columbia School District #36
 - (b) To undertake activities ancillary and incidental to the attainment of the above-mentioned charitable purpose

The above purpose of the Society shall be carried out without purpose of gain for its members, and any profits of other accretions to the Society shall be used for promoting its purposes, and all of the above purposes shall be carried on an exclusively charitable basis. This clause was previously unalterable.

BYLAWS OF
SURREY FIRE FIGHTERS' NUTRITIONAL SNACK
PROGRAM

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 their address as recorded in the register of members.
- (2) The definitions in the *Society Act* on the date these Bylaws become effective apply to these Bylaws.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

PART 2 - MEMBERSHIP

3. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these Bylaws and, in either case, have not ceased to be members.
4. Members in continuous good standing of Surrey Fire Fighters Local 1271 of the International Association of Fire Fighters Association shall be members in the Society. Any persons interested in seeking membership outside of the Surrey Fire Fighters Local 1271 is permitted to do so by application made to the Board of Directors.

The Directors of the Society shall be empowered to bestow, from time to time, honorary membership in the Society upon such persons as may be nominated in writing for such membership by three members of the Society in good standing and on acceptance by the Directors shall become a honorary member. Honorary members shall be comprised of those members who have been offered membership in the Society in recognition of outstanding service to the Society or the community.

Honorary members of the Society will be members in name only, they shall not be entitled to vote at any meeting of the members of the Society, nor shall they be entitled to receive notice of or attend any meetings of the members of the Society.

5. Every member shall uphold the Constitution and comply with these Bylaws.
6. There shall be no dues for active members.
7. A person shall cease to be a member of the Society:
 - (a) by delivering his resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society;
 - (b) on his death or in the case of a corporation on dissolution;
 - (c) on being expelled; or
 - (d) on having been a member not in good standing for 12 consecutive months.
 - (e) when they are no longer an active member of the Surrey Fire Fighters Local 1271.
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 or reasons for the proposed expulsion.
 - (3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

PART 3 - DIRECTORS AND OFFICERS

SECTION 1. ELECTIONS

9. Nominations for the office of President, Vice-President, Secretary, Treasurer, and Registrar shall be received on even numbered years at the regular May meeting. All nominations must be submitted to the Society's Directors.

Should no nominations be received by the current Executive Board will be acclaimed.

- (1) The above noted elections may be by acclamation; otherwise it shall be secret by ballot.
 - (2) If no successor is elected, the person previously elected or appointed continues to hold office.
10. The secret ballot will be open for seven (7) days after the closing of the nominations.

SECTION 2. ELIGIBILITY

11. Only members who have been in good standing for at least two (2) years shall be eligible for office in the Executive of this Society.

SECTION 3. MAJORITY VOTE FOR ELECTION

12. A majority of all valid votes cast shall be necessary for election into all elected positions of this Society. If three candidates are nominated for the same position, none of whom receives a majority of votes on the first ballot, a runoff second election will be held between the two candidates having the highest votes. If more than three candidates are nominated for the same position, none of whom receives a majority of the votes on the first ballot, a runoff election will be held among the three candidates having the highest votes. If no candidate receives a majority vote in the runoff election, then a second runoff election will be held between the two candidates having the highest votes.

SECTION 4. PRESERVATION OF ELECTRONIC VOTING RECORDS

13. All records of an election of Executive officers shall be preserved for one (1) year by the Registrar.

SECTION 5. ROLES & RESPONSIBILITIES

14. (1) The Directors may exercise all the powers and do all the acts and things that 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 Society in general meeting, but subject, nevertheless, to:
 - (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 general meeting.
- (2) No rule, made by the Society in a general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.
15. The Society's Directors may at any time, and from time to time, appoint a member as a Director to fill a vacancy in the Directors.
16. (1) If a Society's Director resigns his/her office or otherwise ceases to hold office, the remaining Directors shall appoint a member to take the place of the former Director until the next even numbered May meeting.
 - (2) No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
17. The members may by special resolution remove a Director before the expiration of his/her term of office, and may elect a successor to complete the term of office.
18. No Director shall be remunerated for being or acting as a Director but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the Society.

PART 4 - PROCEEDINGS OF DIRECTORS

19. (1) The Directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
 - (2) The Directors 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 then in office.
 - (3) The President shall appoint a Chairman of all meetings.
 - (4) The President may at any time, convene a meeting of the Directors.

20. (1) The Directors may delegate any, but not all, of their powers to committees consisting of at least one of the Society's Directors.
 - (2) A committee so formed in the exercise of the powers so delegated shall conform to the Constitution and Bylaws of the Society, and any rules imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.
 - (3) A committee shall elect a Chairman of its meetings; but if no Chairman is elected, or if at a meeting the Chairman is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee shall choose one of their members to be Chairman of the meeting.
 - (4) The members of a committee may meet and adjourn as they think proper.
21. For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of members, 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 constituted, if a quorum of the Directors is present.
22. (1) Questions arising at a meeting of the Directors and committee of Directors shall be decided by a majority of votes.
 - (2) In case of an equality of votes, the Chairman does not have a second or casting vote.
23. No resolution proposed at a meeting of Directors or committee of Directors need be seconded and the President may move or propose a resolution.
24. 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 5 - DUTIES OF OFFICERS

25. (1) The President shall preside at all meetings of the Society and of the Directors.
- (2) The President is the Chief Executive Officer of the Society and shall supervise the other Officers in the execution of their duties.
26. The Vice President shall carry out the duties of the President during his absence.
27. All Chairmen (of the Society and Committees) shall:
- (d) conduct the correspondence of the Society or Committee;
 - (e) issue notices of meetings of the Society, Directors or Committees;
 - (f) keep minutes of all meetings of the Society, Directors or Committees;
 - (g) have custody of all records and documents of the Society or Committee except those required to be kept by the Treasurer;
 - (h) have custody of the common seal of the Society; and
28. The Treasurer shall:
- (i) keep the financial records, including books of account, necessary to comply with the *Society Act*;
 - (j) render financial statements to the Directors, members and others when required.
29. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary of the meeting.
30. The Registrar shall maintain a register of members and records as to all votes.

PART 6 - MEETINGS OF MEMBERS

31. General meetings of the Society shall be held at the time and place, in accordance with the *Society Act*, that the Directors decide.
32. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
33. The Directors may, when they think fit, convene an extraordinary general meeting.
34. (1) Notice of a general meeting shall specify the place, day and 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.
35. The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

PART 7 - PROCEEDINGS AT GENERAL MEETINGS

36. Special business is:
- (k) all business at an extraordinary general meeting except the adoption of rules of order; and
 - (l) all business transacted at an annual general meeting, except,
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the Directors;
 - (iv) the report of the Auditor, if any;
 - (v) the election of Directors;
 - (vi) the appointment of the Auditor, if required; and
 - (vii) the other business that, 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.
37. (1) No business, other than the election of a Chairman 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 three members present or a greater number that the members may determine at a general meeting.
38. 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 present constitute a quorum.

39. The President of the Society, the Vice President, in the absence of the Chairman, shall preside as Chairman of a general meeting.

40. If at a general meeting:

(m) there is no President, Vice President or other person present within 15 minutes after the time appointed for holding the meeting; or

(n) the President and all the other Directors present are unwilling to act as Chairman;

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

41. (1) 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.

(2) 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.

(3) Except as provided in this Bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

42. (1) No resolution proposed at a meeting need be seconded and the President of a meeting may move or propose a resolution.

(2) In case of an equality of votes, the Chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.

43. (1) A member in good standing present at a meeting of members is entitled to one vote.

(2) Voting is by show of hands.

(3) Voting by proxy is not permitted.

PART 8 - SEAL

44. The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
45. 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 President and Secretary.

PART 9 - BORROWING

46. 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 the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.
47. No debenture shall be issued without the sanction of a special resolution.

PART 10 - AUDITOR

48. This Part applies only where the Society is required or has resolved to have an Auditor.
49. The first Auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of the Auditor.
50. At each annual general meeting the Society shall appoint an Auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.
51. An Auditor may be removed by ordinary resolution.
52. An Auditor shall be promptly informed in writing of appointment or removal.
53. No Director and no employee of the Society shall be Auditor.
54. The Auditor may attend general meetings.

PART 11 - NOTICES TO MEMBERS

55. A notice may be given to a member either personally or by mail to him/her at his registered address.
56. 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 the notice was properly addressed and put in a Canadian post office receptacle.

57. (1) Notice of a general meeting shall be made available to:
- (o) every member shown on the register of members on the day notice is given; and
 - (p) the Auditor, if Part 10 applies.
- (2) No other person is entitled to receive a notice of general meeting.

PART 12 – DISSOLUTION OF SOCIETY

58. 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 or organizations promoting the same purpose 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 organization referred to in this paragraph which shall be a charitable organization or charity recognized by the Department of National Revenue as being qualified as such under the provisions of the *Income Tax Act* of Canada from time to time in effect. This clause was previously unalterable.
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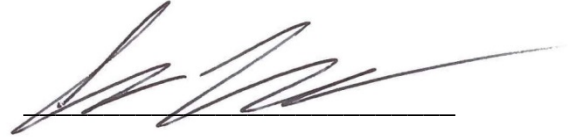
PART 13 - BYLAWS

59. On being admitted to membership, each member is entitled to and the Society shall give them access to the Constitution and Bylaws of the Society.
60. These Bylaws shall not be altered or added to except by special resolution.
61. The Society may establish and maintain one or more branch societies with the powers, not exceeding the powers of the Society that the Society confers.

Dated this 25th day of May, 2022



Dylan Van Rooyen, Vice President



Saverio, President