

NO: R099

COUNCIL DATE: June 10, 2024

REGULAR COUNCIL

TO: **Mayor & Council**

DATE: **June 3, 2024**

FROM: **City Solicitor**

FILE: **2495-30**

SUBJECT: **Surrey Homelessness and Housing Society – 2024 Annual General Meeting**

RECOMMENDATION

The City Solicitor recommends that Council:

1. Receive this report for information;
2. Receive the Notice of Annual General Meeting (the “Notice”) for the Surrey Homelessness and Housing Society (the “Society”) 2024 Annual General Meeting (“AGM”) and Agenda, a copy of which is attached as Appendix “I” to this report;
3. Authorize the Assistant City Solicitor to represent the City of Surrey at the AGM; and
4. In its role as a member of the Society, confirm its support of the recommendations to the members as set out below and in the Notice of Annual General Meeting:
 - a) Approve the agenda;
 - b) Approve the minutes of June 27, 2023 Annual General Meeting;
 - c) Approve the financial statements of the Society for the year ended December 31, 2023;
 - d) Approve the appointment of directors; and
 - e) Approve amendments to the Bylaws of the Society.

INTENT

The purpose of this report is to seek Council endorsement for the City of Surrey to exercise its rights as a member of the Society in respect of the Society’s 2024 AGM.

BACKGROUND

The Society was incorporated on June 22, 2007, and its membership is set out in its Bylaws attached as Appendix “II”. Bylaw 2.1 specifies that the members of the Society shall be the City of Surrey, the General Manager, Social Infrastructure and Community Investment, the General Manager, Planning and Development, the General Manager, Finance plus up to one additional member appointed by Council. The structure of the Society is set out in Appendix “III”.

It is a requirement of the *Societies Act* that an annual general meeting be held not more than six months after the date of the financial year end of the Society. Given that the Society's financial year end is December 31st, the AGM must be held by June 30, 2024. To this end, the City has received a Notice that the AGM for the Society will be held on June 27, 2024, at 3:30 p.m.

DISCUSSION

Notice of Annual General Meeting

The agenda for the AGM is set out in the attached Notice (Appendix "I"). This Notice has been served on each Member. The business to be conducted at the AGM of the Society is stipulated in the *Societies Act* and the Society's Bylaws. The business as contained in the agenda on the Notice complies with these legal requirements. A quorum of three members is required to conduct the AGM.

Business at the Annual General Meeting

A series of recommended decisions are set out in the Notice. Each of these recommendations is considered reasonable in relation to the matter it addresses.

1. The directors of the Society have appointed the Assistant City Solicitor as Corporate Secretary of the Society and the City's General Manager, Finance as the Treasurer of the Society.
2. As the Assistant City Solicitor is currently the Corporate Secretary of the Society, it is recommended that the Assistant City Solicitor attend the AGM as Council's representative.
3. The financial statements for the Society for the period from January 1, 2023 to December 31, 2023 are included with the Notice. City staff has reviewed the statements and has no concerns.
4. There are currently 10 directors of the Society. Two of those directors were endorsed by Council and appointed earlier this year for terms to end at the 2025 AGM. The terms of the remaining 8 directors will expire at the 2024 AGM unless they are re-appointed by the members. The current directors are recommending to the members that those 8 individuals remain as directors. Each of these individuals has agreed to serve as a director if appointed for a one-year term.
5. Endorse housekeeping amendments to the Bylaws of the Surrey Homelessness and Housing Society as shown in Appendix "IV".

Legal Services Review

This report has been reviewed by Legal Services.

CONCLUSION

This report provides Council with the information required to allow the City of Surrey to exercise its rights as a member of the Society at the Society's 2024 AGM. Council is requested to approve the recommendations set out above.

Philip C.M. Huynh
City Solicitor

Appendix "I": Notice of Annual General Meeting
Appendix "II": Bylaws of the Society
Appendix "III": Current Members and Directors Chart
Appendix "IV": Proposed Bylaw Amendments



**NOTICE OF ANNUAL GENERAL
MEETING**

SURREY HOMELESSNESS AND HOUSING SOCIETY

June 27, 2024
Time: 3:30 PM
Surrey City Hall
13450 – 104 Avenue, Surrey, BC

Agenda

Item	Action	Responsibility
1. Agenda	Approve	Chair
2. Approval of Minutes of June 27, 2023 Annual General Meeting	Approve	K. Rayter Secretary
3. Financial Statements for Year ended December 31, 2023	Approve	K. Grewal, Treasurer
4. Report of Activities	Receive	Chair
5. Appointment of Directors	Approve	K. Rayter, Secretary
6. Amend Society Bylaws	Approve	K. Rayter, Secretary
7. Adjournment		

Item 2: Minutes of previous AGM

The minutes of the June 27, 2023 Annual General Meeting are attached.

Recommendation: That the members approve the Minutes of the 2023 Annual General Meeting as attached.

Item 3: Financial Statements and Report of Auditor

The directors of the Society have established December 31 as the Society's year end. The financial statements for the period January 1, 2023 to December 31, 2023 are attached. No auditor report has been prepared, as the members decided at the 2011 AGM to waive the requirement for an auditor for the Society until such time as the City of Surrey is no longer the controlling member of the Society.

Recommendation: That the members accept the report of the Treasurer for the period January 1, 2023 to December 31, 2023.

Item 4: Report of Activities

The Chair will give a report of the activities of the Society since the last Annual General Meeting.

Recommendation: That the members receive the report.

Item 5: Appointment of Directors

There are currently 10 directors of the Society.

Two of the directors were appointed to the Board by the members earlier this year for a term expiring at the end of the 2025 Society AGM:

Jen Temple

Hanne Madsen

Those two individuals do not require re-appointment as directors of the Society.

The terms of the remaining 8 individuals currently serving as directors will expire at the end of the 2024 Society AGM.

Recommendation: That the members re-appoint the following persons as directors of the Society until the 2025 AGM:

Pardeep Kooner, City Councillor
Jim Bennett
Archie Johnston
Nasima Nastoh

Rob Stutt, City Councillor
Sherry Grewal
Brian Macgregor
David Pel

Item 6: Amend Bylaws

A housekeeping amendment is recommended to reflect the current title of one of the City Representative members, the General Manager, Social Infrastructure and Community Investment. That position is currently referred to in the Bylaws under the former title of General Manager, Community Services.

Recommendation: Delete the words "the General Manager, Community Services" from clause (d) in Bylaw 2.1 and replacing them with the words "the General Manager, Social Infrastructure and Community Investment."

A second housekeeping amendment is recommended to correct a cross reference error in the Bylaws as follows:

Recommendation: Delete the reference to clause (d) in Bylaw 2.4(a) and replace it with a reference to clause (e).

Item 7: Adjournment

**SURREY HOMELESSNESS AND HOUSING SOCIETY
ANNUAL GENERAL MEETING**

June 27, 2023
1:00PM
Via Video Conference

MINUTES

Members in Attendance:

City of Surrey as represented by Kelly Rayter, Assistant City Solicitor, Secretary
Kam Grewal, General Manager, Finance, City of Surrey, Treasurer
Don Luymes, General Manager, Planning and Development, City of Surrey
Terry Waterhouse, General Manager, Community Services, City of Surrey

Members Absent:

None

Present by Invitation:

Derek Lai, Financial Reporting & Treasury Manager, City of Surrey
Aileen Murphy, Manager, Housing & Social Development, City of Surrey
Karandeep Pandher, Manager Treasury Operations, City of Surrey

By agreement of the members, the meeting was chaired by Terry Waterhouse.

1. Agenda

Agenda as circulated was amended by adding a new Item 6 – Communication to Members/Directors – and approved.

2. Approval of Minutes of June 30, 2022 Annual General Meeting

Resolved: That the members approve the minutes of the June 30, 2022 annual general meeting as circulated.

3. Financial Statements for the Year Ended December 31, 2022

The unaudited financial statements for the period January 1, 2022 to December 31, 2022 were presented by the Financial Reporting & Treasury Manager, Derek Lai, City of Surrey, on behalf of the Treasurer, a copy of which are attached to these minutes.

Resolved: That the members accept the report of the Treasurer as presented for the period January 1, 2022 to December 31, 2022.

4. Report of Directors to Members

The 2022 Annual Report to Members prepared by Vancity Community Foundation (VCF), a copy of which is attached to these minutes, was provided to the members.

Resolved: That the members receive the annual report to the members.

5. Confirmation of Directors

The following individuals were appointed as directors of the Society by the members earlier in 2023 for a term expiring at the 2024 Society AGM.

Pardeep Kooner, City Councillor
Rob Stutt, City Councillor
Jim Bennett
Sherry Grewal
Archie Johnston
Brian Macgregor
Nasima Nastoh

No further action is required.

6. Communications to Members/Directors

Information was provided to the members regarding the VCF presentation and its proposal to the Society for fees and services.

The members confirmed that they should remain neutral in the Society's discussions with VCF about its fee and services proposal. City staff will inform the General Managers, as needed, of any developments.

The Board will ask for and receive additional information from VCF and will make decisions regarding the day to day operations of the Society. Directors on the Board have a fiduciary obligation to the Society, while members of the Society do not.

It is important to remember that the Board is not a Committee of Council or the City even though two City Councillors serve on the Board of the Society.

A discussion took place reconfirming why the administrative and staffing functions of the Society are not carried out by City staff.

7. Adjournment

The meeting was adjourned at 1:56 pm.

Surrey Homelessness and Housing Society

Financial Statements (Unaudited)

Year Ended December 31, 2023

Surrey Homelessness and Housing Society
Statement of Financial Position

As at December 31, 2023, with comparative figures for 2022

	Surrey Homelessness and Housing Fund (According to GAAP)		Registered Charity Information Return (According to Canada Revenue Agency)	
	2023	2022	2023	2022
FINANCIAL ASSETS				
Cash and cash equivalents	\$ 216,971	\$ 455,940	\$ -	\$ -
Accounts receivable	-	-	-	-
Investments	8,610,434	8,343,816	-	-
Prepaid Expenses	-	-	-	-
	<u>8,827,405</u>	<u>8,799,756</u>	<u>-</u>	<u>0</u>
LIABILITIES AND SURPLUS				
Accounts payable	394,819	208,355	-	-
Surplus	8,432,586	8,591,401	-	0
	<u>8,827,405</u>	<u>8,799,756</u>	<u>-</u>	<u>0</u>
	<u>\$ 8,827,405</u>	<u>\$ 8,799,756</u>	<u>\$ -</u>	<u>\$ -</u>

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**Surrey Homelessness and Housing Society
Statement of Financial Activities**

Year Ended December 31, 2023, with comparative figures for 2022

	Surrey Homelessness and Housing Fund (According to GAAP)		Registered Charity Information Return (According to Canada Revenue Agency)	
	2023	2022	2023	2022
REVENUE				
Grants/Donations	\$ 27,774	\$ 25,817	\$ 57,167	\$ 40,819
Interest revenue	248,102	87,709	-	-
	<u>275,876</u>	<u>113,526</u>	<u>57,167</u>	<u>40,819</u>
EXPENDITURES				
Administrative fees	119,824	120,100	-	-
Grants	699,868	756,817	-	-
Marketing	615	19,905	14,842	19,791
Services - consulting/professional	122,748	26,895	41,108	27,473
Supplies, materials and sundry	3,418	1,066	1,217	1,458
Training and professional development	-	-	-	-
	<u>946,472</u>	<u>924,783</u>	<u>57,167</u>	<u>48,722</u>
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES	(670,596)	(811,258)	-	(7,903)
GAIN (LOSS) ON INVESTMENTS	511,781	6,241,189	0	0
SURPLUS, BEGINNING OF YEAR	8,591,401	3,161,469	(0)	7,903
SURPLUS, END OF YEAR	<u>\$ 8,432,586</u>	<u>\$ 8,591,401</u>	<u>-\$ 0</u>	<u>-\$ 0</u>

Surrey Homelessness and Housing Society
Statement of Cash flows

Year Ended December 31, 2023, with comparative figures for 2022

	Surrey Homelessness and Housing Fund (According to GAAP)		Registered Charity Information Return (According to Canada Revenue Agency)	
	2023	2022	2023	2022
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES	\$ (158,815)	\$ 5,429,932	\$ -	\$ (7,903)
CASH IN NON-CASH OPERATING WORKING CAPITAL:				
Accounts receivable	-	250,000	-	-
Investments	(266,618)	(5,243,476)	-	-
Accounts payable	186,464	19,484	-	-
Prepaid expenses	-	-	-	7,903
CHANGE IN CASH	(238,969)	455,940	-	-
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	455,940	-	-	-
CASH AND CASH EQUIVALENTS, END OF YEAR	\$ 216,971	\$ 455,940	\$ -	\$ -



T.K. SPARKS

BYLAWS

PART 1 – INTERPRETATION

- 1.1 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) "appointed director" means a person appointed in accordance with these bylaws as an appointed director or appointed as a replacement director for an appointed director;
 - (c) "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;
 - (d) "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 meeting; or
 - (ii) a resolution that has been submitted to all of the directors and consented to in writing by two-thirds of the directors who would have been entitled to vote on it in person at a meeting of the Board;
 - (e) "bylaws" means the bylaws of the Society as filed in the Office of the Registrar;
 - (f) "City" means the City of Surrey;
 - (g) "City Representatives" means those persons holding from time to time the offices or appointments listed in Bylaw 2.1;
 - (h) "constitution" means the constitution of the Society as filed in the Office of the Registrar;
 - (i) "Council" means the City Council of the City of Surrey;
 - (j) "directors" means only those persons who have become either appointed, elected, founding or replacement directors in accordance with these bylaws and have not ceased to be directors, and a "director" means any one of them;
 - (k) "elected director" means a person elected as an elected director in accordance with these bylaws or elected or appointed as a replacement director for an elected director;
 - (l) "founding director" means a person whose name is included in the List of First Directors filed with the Registrar at the time of incorporation;
 - (m) "*Income Tax Act*" means the *Income Tax Act* (Canada) as amended from time to time;

- (n) "members" means 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, and a "member" means any one of them;
- (o) "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 in person or by proxy at such meeting; or
 - (ii) a resolution that has been submitted to all of the members and consented to in writing by 75% of the members who would have been entitled to vote in person or by proxy at a general meeting of the Society;
- (p) "President" means a director appointed to the office of President in accordance with these bylaws but such office holder may, with the approval of a Board resolution, use the title Chair, Chairperson, Chairwoman or Chairman in substitution for, or in addition to, the title "President";
- (q) "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;
- (r) "Registrar" means the Registrar of Companies of the Province of British Columbia;
- (s) "Society" means the Surrey Homelessness and Housing Society, a society incorporated under the laws of British Columbia;
- (t) "*Society Act*" means the *Society Act* (British Columbia) as amended from time to time;
- (u) "special resolution" means:
 - (i) a resolution passed at a general meeting of the Society by a majority of not less than 75% of the votes cast by those members entitled to vote in person or by proxy at such meeting; or
 - (ii) a resolution consented to in writing by every member who would have been entitled to vote in person or by proxy at a general meeting of the Society.

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

PART 2 – MEMBERSHIP

2.1 The first members of the Society shall be the applicants for incorporation and those persons named on the List of First Directors filed with the Registrar at the time of incorporation. Following incorporation, applicants who are not City Representatives shall cease as members, and the Society membership, from incorporation forward, shall consist only of the following:

- (a) the City;
- (b) the General Manager, Planning and Development, of the City;
- (c) the General Manager, Finance, of the City;
- (d) the General Manager, Community Services; and
- (e) up to one (1) member to be appointed by Council.

All City Representatives immediately become members of the Society upon being elected or appointed as City Representatives in accordance with these bylaws.

2.2 There shall be no annual membership dues.

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

2.4 A person shall immediately cease to be a member of the Society:

- (a) upon the expiration or cessation of his or her position or term as a City Representative, and in the case of a member appointed by Council under Bylaw 2.1(d) on the basis that the person is a director of the Society, upon the expiration or cessation of his or her position or term as a director;
- (b) upon the date which is the later of the date of delivering his or her 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;
- (c) upon his or her death; or
- (d) upon being removed.

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

2.6 A member may be removed by ordinary resolution.

2.7 All members are always in good standing.

2.8 The criteria for Society membership shall be reviewed every three years from the date of incorporation.

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 *Society Act*, as the directors shall decide.
- 3.2 Notice of a general meeting shall specify the place, the day and the hour of the meeting.
- 3.3 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 proceedings at that meeting.
- 3.4 The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation, and thereafter 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.
- 3.5 Every general meeting other than an annual general meeting is an extraordinary general meeting.
- 3.6 The directors may, whenever they think fit, convene an extraordinary general meeting.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

- 4.1 Special business is:
 - (a) all business at an extraordinary general meeting except the adoption of rules of order; and
 - (b) all business that is transacted at an annual general meeting, except:
 - (i) the adoption of rules of order;
 - (ii) consideration of the financial statements;
 - (iii) consideration of the report of the directors;
 - (iv) consideration of the report of the auditor;
 - (v) the election or appointment of directors;
 - (vi) the appointment of the auditor; and
 - (vii) such other business that, under these bylaws or any governing statutes, ought to be transacted at an annual general meeting, or business which is

brought under consideration by the report of the directors if the report was issued with the notice of the meeting.

- 4.2 A quorum at a general meeting is the greater of one-third of the members or three members present.
- 4.3 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.
- 4.4 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.
- 4.5 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 shall constitute a quorum.
- 4.6 The President, or, in his or her absence, one of the other directors present, shall chair all general meetings; but if at any general meeting the President or any other director is not present within 15 minutes after the time appointed for the general meeting, or all request that they not chair the meeting, the members present may choose one of their members to chair that general meeting.
- 4.7 If a person presiding as chair of a general meeting wants to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the members present at such meeting, he or she may preside as chair.
- 4.8 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.
- 4.9 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 14 days, in which case notice of the adjourned meeting shall be given as in the case of the original meeting.
- 4.10 Any issue at a general meeting which is not required by these bylaws or the *Society Act* to be decided by a special resolution shall be decided by an ordinary resolution.
- 4.11 A member in good standing is entitled to one vote.
- 4.12 A member chairing a general meeting may vote but, if he or she 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 No resolution proposed at a general meeting need be seconded and the person chairing such a meeting may move or propose a resolution.
- 4.14 Voting shall be by show of hands or voice vote recorded by the secretary of the meeting, unless if any two members present at the meeting make a request for a secret vote, a secret vote by written ballot shall be required.
- 4.15 Voting by proxy is permitted.
- 4.16 A resolution in writing which is identified as an ordinary resolution and has been submitted to all the members and signed by a minimum of 75% of the members who would have been entitled to vote on it in person or by proxy at a general meeting of the Society is as valid and effectual as an ordinary resolution as if it had been passed at a meeting of members duly called and constituted and shall be deemed to be an ordinary resolution. Such a resolution may be in two or more counterparts which together shall be deemed to constitute one ordinary resolution in writing. Such ordinary resolution shall be filed with minutes of the proceedings of the members and shall be effective on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.
- 4.17 A resolution in writing which is identified as a special resolution and has been signed by all the members who would have been entitled to vote on it in person or by proxy at a general meeting of the Society is as valid and effectual as a special resolution as if it had been passed at a meeting of members duly called and constituted. Such a resolution may be in two or more counterparts which together shall be deemed to constitute one special resolution in writing. Such special resolution shall be filed with minutes of the proceedings of the members and filed with the Registrar 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 and shall take effect on the date it is accepted by the Registrar.

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 general meeting.
- 5.2 No rule made by the Society in 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 the affairs of the Society shall be managed by the Board.
- 5.4 Every director shall subscribe to and support the purposes of the Society. No person shall be a director of the Society unless duly elected or appointed a director in accordance with these bylaws and shall cease to be a director if notice of a change in directors is not filed with the Registrar in compliance with the *Society Act* within 60 days of such election or appointment.
- 5.5 The number of directors shall be between three and twelve or such other number, not being less than three, as may be determined from time to time by ordinary resolution and at least one director shall be a member of City Council.
- 5.6 The persons whose names are listed in the List of First Directors filed with the Registrar at the time of incorporation shall be the founding directors of the Society and each shall continue as a director of the Society without a specific term until such time as he or she dies or resigns in writing or is removed by ordinary resolution of the members.
- 5.7 Elected directors shall be elected by the members at a general meeting and shall take office commencing at the close of such meeting. The term of office of elected directors shall be determined by ordinary resolution.
- 5.8 For purposes of calculating the duration of an elected director's term of office, the term shall be deemed to commence at the close of the annual general meeting in which such director was elected. If the director was elected at an extraordinary general meeting, for purposes of calculating the term of office, such term shall be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting.
- 5.9 In elections where there are more candidates than vacant positions for directors, candidates shall be deemed to be elected in order of those candidates receiving the most votes.
- 5.10 No member shall vote for more directors than the number of vacant positions for elected directors. Any ballot on which more names are voted for than there are vacant positions shall be deemed to be void.
- 5.11 The members may, from time to time, appoint up to a maximum of two additional directors, to be known as appointed directors, for such terms of office as determined by the members.
- 5.12 A person need not be a member of the Society or a City Representative to be eligible to be a director of the Society.
- 5.13 A majority of the directors shall be resident or employed in the City of Surrey.
- 5.14 Every director shall retire from office at the close of the annual general meeting in the year in which his or her term expires.

- 5.15 The members may by ordinary resolution remove a director before the expiration of such director's term of office and may elect or appoint a person as a replacement director and determine the term of such replacement director.
- 5.16 Notwithstanding the foregoing bylaws, if a director ceases to hold office during his or her term for any reason other than removal as aforesaid, the Board may appoint a person as a replacement director to take the place of such director until the next annual general meeting.
- 5.17 No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of directors in office.
- 5.18 A person shall immediately cease to be a director of the Society:
- (a) upon delivering his or her resignation in writing to the Secretary of the Society or to the address of the Society;
 - (b) upon his or her death;
 - (c) upon the expiration of the term currently determined stipulating the length of time for which he or she is to serve as a director;
 - (d) upon being removed as a director by the members; or
 - (e) in the case of a director appointed by Council on the basis that the person is a member of City Council, upon the expiration or cessation of his or her position or term as a member of City Council.
- 5.19 Notwithstanding the foregoing bylaws, if no successor is elected or appointed to replace a person who ceases to be a director and the result is that the number of directors falls below eleven, then the remaining directors shall have the power to manage the affairs of the society and exercise all of the powers of the Board until the vacancy in the Board has been filled.
- 5.20 A director shall not be remunerated for services rendered in his or her capacity as a director.
- 5.21 A director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged on the affairs of the Society.
- 5.22 A director may hold any office in the Society (other than auditor) in conjunction with his or her office of director for the period and on such terms as the Board determines. Subject to the *Society Act*, no director shall be disqualified by such office from contracting with the Society.
- 5.23 The Society shall have the power to make expenditures and loans whether or not secured or interest bearing for the purpose of furthering the purposes of the Society. The Society shall also have the power to enter into trust arrangements or contracts for the purpose of discharging obligations or conditions either imposed by a person donating, bequeathing,

advancing or lending funds or property to the Society, or assumed by the Society in expectation of such donations, bequests, advances or loans. Such arrangements or contracts shall be in accordance with the terms and conditions that the Board may prescribe.

- 5.24 The Board shall take such steps as it deems necessary to enable the Society to receive donations, bequests, funds, property, trusts, contracts, agreements and benefits for the purpose of furthering the purposes of the Society. The Board in its sole and absolute discretion may refuse to accept any donation, bequest, trust, loan, contract or property.
- 5.25 In investing the funds of the Society, the Board shall not be limited to securities and investments in which trustees are authorized by law to invest, but may make any investments which in its opinion are prudent. In determining whether an investment is prudent, the Board may consider the extent to which an investment furthers purposes and funding of the Society in addition to issues of pure economic return. Subject to the provisions of the *Society Act*, a director shall not be liable for any loss which may result from any such investment.

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, provided that 5 days' notice of such meeting shall be sent in writing to each director. However, no formal notice shall be necessary if all directors were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary of the Society.
- 6.2 The Board may from time to time fix the quorum necessary to transact business, and in no instance may the number necessary for a quorum be less than a majority of the Board.
- 6.3 The President shall chair all meetings of the Board; but if at any meeting the President is not present within 15 minutes after the time appointed for the meeting, or the President requests that he or she not chair that meeting, the directors present may choose one of their number to chair that meeting.
- 6.4 If the person presiding as chair of a meeting of the Board wants to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the directors present at such meeting, he or she may preside as chair.
- 6.5 The President may at any time, and the Secretary on the request of a director shall, convene a meeting of the Board.
- 6.6 For the purposes of the first meeting of the Board held immediately following the appointment or election of a director or directors at a general meeting, or for the purposes of a meeting of the Board at which a director is appointed to fill a vacancy in the Board, 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 No resolution proposed at a meeting of the Board must be seconded. 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 *Society Act* to be decided by a resolution requiring more than a simple majority shall be decided by a Board resolution.
- 6.9 A director chairing a meeting may vote but, if he or she does so and the result is a tie, he or she 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 or voice vote 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 effective 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 A director who contemplates being or is temporarily absent from Canada may, by letter or facsimile, send or deliver to the address of the Society a waiver of notice of any meeting of the Board for a period not longer than one year and may, at any time, withdraw the waiver in like manner. Until the waiver is withdrawn:
- (a) no notice of meetings of the Board need be sent to that director; and
 - (b) any and all meetings of the Board, notice of which has not been given to that director shall, if a quorum is present, be valid and effective.

PART 7 - COMMITTEES

- 7.1 The Board may create such standing and special committees as may from time to time be required which may be in whole or in part composed of directors as the Board thinks fit. The Board may delegate any, but not all, of its power to such committees and 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 the Board. 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.
- 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 *mutatis mutandis* by the rules set out in these bylaws governing proceedings of the Board.

PART 8 - DUTIES OF OFFICERS

- 8.1 The members shall by ordinary resolution appoint from among the directors a President who shall hold office for the term specified in the ordinary resolution and in the event that no term is specified, until the first meeting of the Board held after the next following annual general meeting unless he or she is removed from the office of President pursuant to Bylaw 8.3. The President shall be responsible for chairing meetings of the Board.
- 8.2 The Board shall appoint a Secretary and Treasurer and may, subject to Bylaw 8.1, appoint and remove such other officers of the Society as it deems necessary and determine the duties, responsibilities, term and remuneration, if any, of all officers.
- 8.3 A person other than the President may be removed as an officer by a Board resolution. A person may only be removed from the office of President by a resolution, complying with the provisions of the ordinary resolution appointing such person President, passed at a meeting of the members by a majority of not less than 70% of the members present.
- 8.4 Should the President or any other officer for any reason not be able to complete his or her term, the Board shall elect or appoint a replacement without delay.
- 8.5 The Secretary shall be responsible for making the necessary arrangements for:
- (a) the issuance of notices of meetings of the Board;
 - (b) the keeping of minutes of all meetings of the Board;
 - (c) the custody of all records and documents of the Society except those required to be kept by the Treasurer;
 - (d) the custody of the common seal of the Society;
 - (e) the maintenance of the register of directors; and
 - (f) 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, including books of account, as are necessary to comply with the *Society Act*; 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 Board, the directors present shall appoint another person to act as secretary at that meeting.
- 8.8 A person may be appointed to two or more of the offices of the Society at any one time.

PART 9 - SEAL

- 9.1 The Board may provide a common seal for the Society and it shall have power from time to time to destroy a seal and substitute a new seal in its place.
- 9.2 The common seal shall be affixed only when authorized by a resolution of the Board, and then only in the presence of the persons prescribed in the resolution or, if no persons are prescribed, in the presence of any two directors.

PART 10 - BORROWING AND INVESTMENTS

- 10.1 The Board may from time to time on behalf of and in the name of the Society:
- (a) raise and borrow money in such manner and amounts, on such security, or without security, from such sources and upon such terms and conditions as they think fit;
 - (b) guarantee the repayment of money by any other person or corporation or the performance of any obligation of any other person or corporation; and
 - (c) incur, or secure the payment or repayment of or the performance of, any indebtedness or obligation in such manner and upon such terms and conditions in all respects as the Board thinks fit, and, without limiting the generality of the foregoing, by the issue of bonds, notes, income bond, perpetual or redeemable debentures or any mortgage, charge or other security whether specific or floating, on the undertaking or on the whole or any part of the property and assets (both present and future) of the Society or indebtedness or other obligation of the Society, provided, however, that no debenture shall be issued by the Society without first being authorized by special resolution.
- 10.2 The Society may invest and deal with the monies and assets of the Society not immediately required by the Society in such manner as the Board may from time to time determine. In investing the funds of the Society, the Board shall not be limited to securities and investments in which trustees are authorized by law to invest, but may make any investments which in its opinion are prudent. In determining whether an investment is prudent, the Board may consider the extent to which an investment furthers purposes and funding of the Society in addition to issues of pure economic return. Subject to the provisions of the *Society Act*, a director shall not be liable for any loss which may result from any such investment.

- 10.3 Notwithstanding the generality of the foregoing, the Society may invest in real and personal property, shares, bonds, debentures and other securities and evidences of indebtedness and obligations issued or guaranteed by any individual or entity (regardless of any relationship which might exist between the individual or entity and the Society) and in evidences of any interest in respect of any such real and personal property, share, bonds debentures and other securities and evidence of indebtedness and obligations and the Society may invest and lend money at interest on the security of real or personal property or without security and may change or alter any investments, and while the Society is the holder or owner thereof the Board may, on behalf of the Society, exercise all rights, powers and privileges of ownership, including all voting rights, if any, with respect thereto. The Society shall be authorized to invest in "non-qualified investments" as defined in the *Income Tax Act*.
- 10.4 The Board shall be entitled, in its discretion, to hold and deposit the funds and other assets of the Society in one or more accounts, whether co-mingled with other funds and assets or not, in such manner as the Board in its discretion may determine from time to time.

PART 11 - AUDITOR

- 11.1 This Part applies only where the Society is required or has resolved to have an auditor.
- 11.2 The first auditor shall be appointed by the Board which shall also fill any vacancy occurring in the office of auditor.
- 11.3 At each annual general meeting, the Society shall appoint an auditor to hold office until he or she is re-appointed or his or her successor is appointed at the next following annual general meeting.
- 11.4 An auditor may be removed by ordinary resolution.
- 11.5 An auditor shall be promptly informed in writing of his or her appointment or removal.
- 11.6 The auditor may attend general meetings.

PART 12 - NOTICES

- 12.1 Notice of a general meeting shall be given to:
- (a) every person shown on the register of members as a member on the day the notice is given; and
 - (b) the auditor.

No other person is entitled to be given notice of a general meeting.

- 12.2 A notice may be given to a member or a director either personally (by delivery or facsimile) or by first class mail posted to such person's registered address.
- 12.3 A notice sent by mail shall be deemed to have been given on the second day following that on which the notice was posted. In proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if there shall be, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails, then such notice shall only be effective when actually received. Any notice delivered by hand or sent by facsimile, shall be deemed to have been given on the day it was so delivered or sent.
- 12.4 If a number of days notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given shall not, but the day on which the event for which notice is given shall, be counted in the number of days required.

PART 13 - MISCELLANEOUS

- 13.1 The rules governing when notice is deemed to have been given set out in these bylaws shall apply *mutatis mutandis* to determine when a Board resolution shall be deemed to have been submitted to all of the directors and when an ordinary resolution shall be deemed to have been submitted to all of the members.
- 13.2 Subject to an order of the Registrar pursuant to Section 38 of the *Society Act* stating that the Society is a "reporting society" as defined under the *Society Act*, the Society shall be deemed not to be a "reporting society".

PART 14 - INDEMNIFICATION

- 14.1 Subject to the provisions of the *Society Act*, each director or officer of the Society shall be indemnified by the Society against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been an officer or director of the Society, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duty as an officer or director. "Derelict" shall mean grossly negligent, criminally negligent or intentionally engaged in tortious conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Society.
- 14.2 Subject to the provisions of the *Society Act*, the Board is authorized from time to time to give indemnities to any director or other person who has undertaken or is about to undertake any liability on behalf of the Society or any Society or corporation controlled by it, and to secure such director or other person against loss by mortgage and charge on the whole or any part of the real and personal property of the Society by way of security,

and any action from time to time taken by the directors under this paragraph shall not require approval or confirmation by the members.

- 14.3 The Board in its discretion may submit any contract, act or transaction for approval, ratification or confirmation at any annual general meeting or at any extraordinary general meeting of the members called for the purpose of considering the same and any contract, act or transaction that may be approved, ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the *Society Act* or these bylaws) shall be as valid and as binding upon the Society and upon all the members as though it had been approved, ratified and confirmed by every member of the Society.
- 14.4 Subject to the provisions of the *Society Act*, no director or officer for the time being of the Society shall be liable for the acts, neglects or defaults of any other director or officer of the Society or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the directors for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Society shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any funds or property of the Society shall be lodged or deposited, or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto, unless all or any of the same shall happen by or through the wilful act, default or neglect of such director or officer.
- 14.5 The Society shall, to the full extent permitted by the *Society Act*, indemnify and hold harmless, every person heretofore, now or hereafter serving as a director or officer of the Society and his or her heirs and legal representatives.
- 14.6 Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by the Society prior to the final disposition thereof in the discretion of the Board and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that he or she is entitled to indemnification hereunder.
- 14.7 The Society shall apply to the Court for any approval of the Court which may be required to make the indemnities herein effective and enforceable. Each director and officer of the Society on being elected or appointed shall be deemed to have contracted with the Society upon the terms of the foregoing indemnities. Such indemnities shall continue in effect with regard to actions arising out of the term each director or officer held such office notwithstanding that he or she no longer continues to hold such office.
- 14.8 The failure of a director or officer of the Society to comply with the provisions of the *Society Act* or of the constitution or these bylaws shall not invalidate any indemnity to which he or she is entitled under this Part.
- 14.9 The Society may 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.

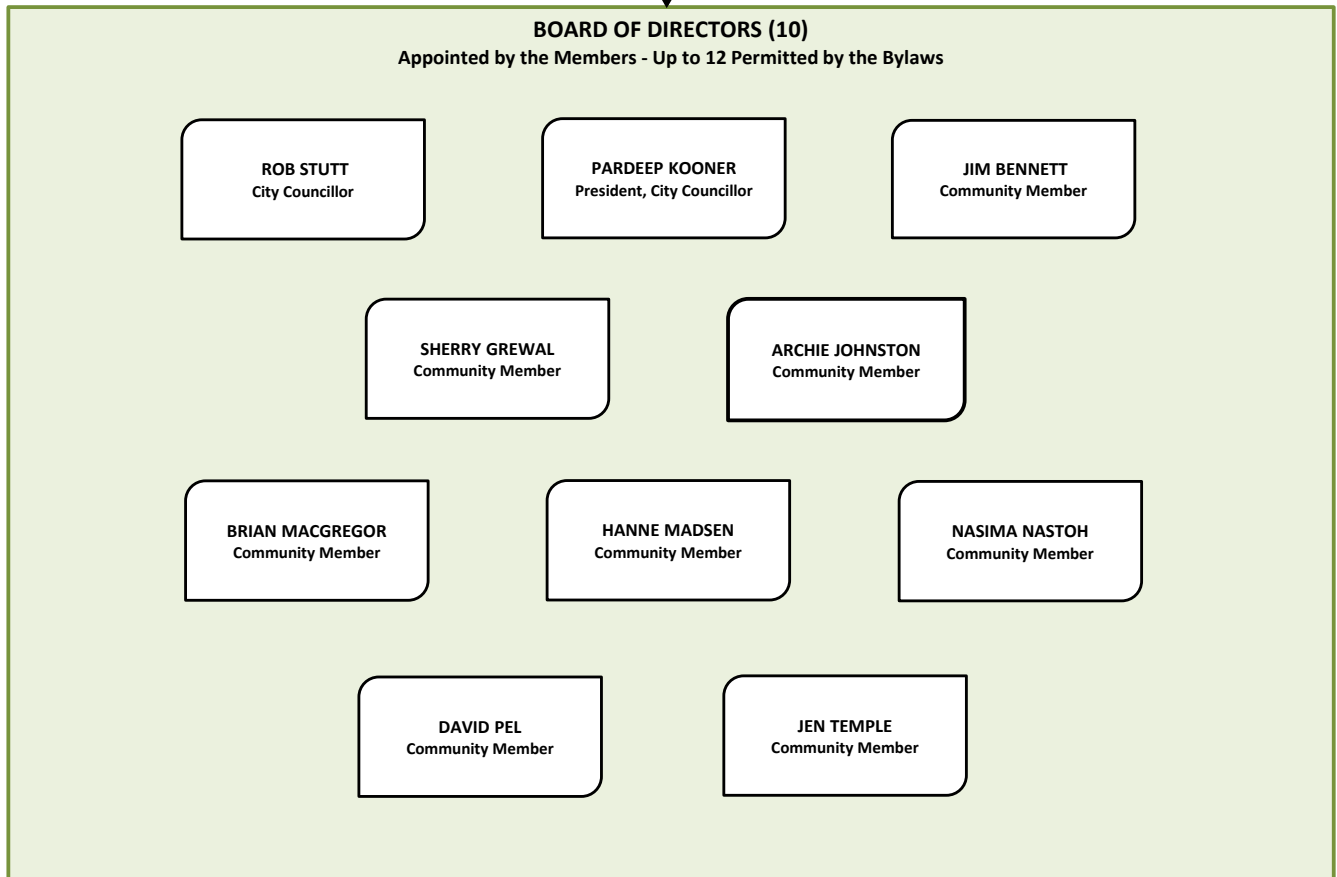
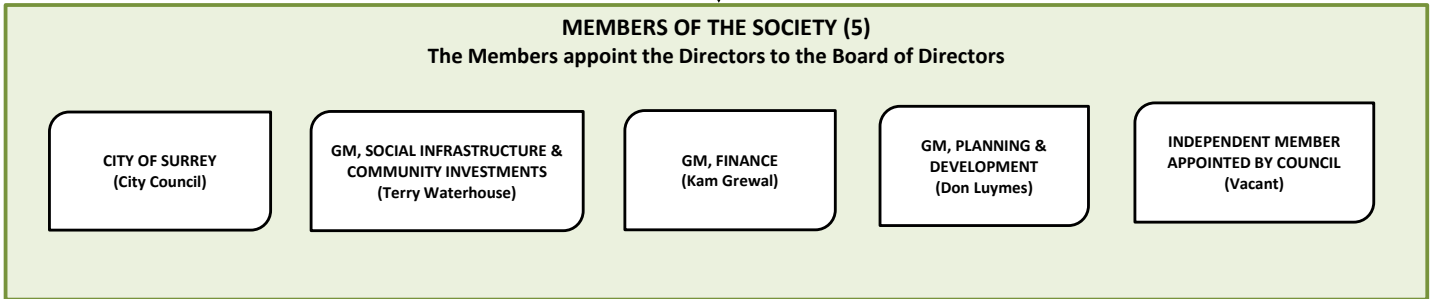
PART 15 - BYLAWS

- 15.1 On being admitted to membership, each member is entitled to and upon request, the Society shall provide him or her with a copy of the constitution and bylaws of the Society.
- 15.2 These bylaws shall not be altered or added to except by special resolution.

PART 16 – TRANSITION

- 16.1 The activities of the society shall be carried on without purpose of gain for its members and any income, profits or other accretions to the society shall be used in promoting the purposes of the society. **This provision was previously unalterable.**
- 16.2 Upon winding-up or dissolution of the society, the funds and property remaining after the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution, including the remuneration of the liquidator, and after payment of any debts of the society, shall be distributed to such charities, registered under the provisions of the *Income Tax Act* (Canada), or such "qualified donees" allowed under the *Income Tax Act* (Canada), as shall be designated by the board. Any of such funds or property remaining which had originally been received for specific purposes shall, wherever possible, be distributed to "qualified donees" or charities registered under the provisions of the *Income Tax Act* (Canada) carrying on work of a similar nature to such specific purposes. **This provision was previously unalterable.**

SURREY HOMELESSNESS AND HOUSING SOCIETY
As of June 1, 2024



Proposed Amendments to the Society's Bylaws

The Bylaws of the Society be amended as follows:

1. Delete the words "the General Manager, Community Services" from clause (d) in Bylaw 2.1 and replacing them with the words "the General Manager, Social Infrastructure and Community Investment of the City".
2. Delete the reference to clause (d) in Bylaw 2.4(a) and replace it with a reference to clause (e).