



**PORTUGUESE  
CULTURAL  
CENTRE**

**PORTUGUESE CULTURAL CENTRE OF B.C.**  
(formerly the Portuguese Canadian Seniors Foundation)  
**BY-LAWS**

**PART 1 – INTERPRETATION**

1. In these by-laws, unless the context otherwise requires:
  - (a) “Directors” means the directors of the Society for the time being;
  - (b) “Society” means the **PORTUGUESE CULTURAL CENTRE OF B.C.**, formerly known as the Portuguese Canadian Seniors Foundation;
  - (c) “Societies Act” means the Societies Act of the Province of British Columbia from time to time in force and all amendments to it;
  - (d) “Special Resolution” means a resolution passed at a general meeting of the Society by a majority of not less than three-fourths of the votes cast by those members entitled to vote at such meeting, or a resolution consented to in writing by every member who would have been entitled to vote in person at a general meeting of the Society;
  - (e) “Registered Address” of a member means his or her address as recorded in the register of members.
2. The definitions in the Societies Act on the date these by-laws become effective apply to these by-laws.
3. Words importing the singular include the plural and vice versa; and words importing a male person include a female person, a corporation or partnership.

**PART 2 – MEMBERSHIP**

4. All members of the Society shall be voting members.
5. The members of the Society are the are the members in good standing as at the date these bylaws become effective, and those persons who subsequently become members, in accordance with these bylaws and who, in either case, have not ceased to be members as provided for in these bylaws.
6. Any adult person shall be entitled to apply for membership. The Directors shall possess the power to admit members to the Society. An applicant for membership shall be admitted to membership in the Society by the affirmative vote of a majority of the Directors present at a meeting of Directors.
7. Membership in the Society shall be limited to persons who are committed to furthering the purposes of the Society set out in its constitution.
8. If any applicant is denied membership by the Directors, that applicant may appeal the decision of the Directors by attending at a general meeting of the members a request a vote on his admission. On



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acceptance by a vote of not less than fifty (50%) percent of the voting members present at the meeting the applicant shall be accepted as a member.

9. The membership fees, if any, shall be determined or reset by the vote of the members present at any general meeting of the Society. The members shall also by vote determine the day in each year when the membership fees, if any, from each member shall be paid.
10. It is the duty of each member, in order to remain in good standing in the Society, to comply with the by-laws of the Society and pay when due the membership fees, if any, for the current year.
11. A person shall cease to be a member of the Society:
  - (a) by delivering his resignation in writing to the secretary of the Society by mailing or delivering it to the address of the Society,
  - (b) on his death,
  - (c) on being expelled, or
  - (d) on having been a member not in good standing for 12 consecutive months.
12. A member may be expelled by special resolution of the members passed at a general meeting. Before being expelled, a member is entitled to notice of special resolution for expulsion, which shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion. 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.
13. A member expelled from the Society shall receive a pro-rated portion of the annual membership fee paid by him for the current year.
14. The membership of a person in the Society is not transferable.
15. All members are in good standing except a member:
  - (a) who failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the Society and he is not in good standing so long as the debts remains unpaid; or
  - (b) has failed to attend at three consecutive meetings of members without reasonable cause.
16. A voting member who is not in good standing
  - (a) may not vote at a general meeting, and
  - (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

**PART 3 – MEETINGS OF MEMBERS**

17. General meetings of the Society shall be held at such time and place, in accordance with the Societies Act, as the Directors decide.



18. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
19. The Directors may, whenever, they think fit, convene an extraordinary general meeting.
20. Ten (10%) per cent or more of the voting members of the Society may call an extraordinary general meeting.
21. 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 in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.
22. 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.
23. Notice of meeting shall be given to every member fourteen days before such general or extraordinary meeting.
24. An annual general meeting shall be held at least once in every calendar year.

#### **PART 4 – PROCEEDINGS AT GENERAL MEETINGS**

25. 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 the annual general meeting except:
    - i. the adoption of the rules of orders;
    - 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. such other business as, under these by laws, 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.
26. 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.
27. 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 or until the meeting is adjourned or terminated.
28. A quorum is five (5%) percent of the members plus one (1), but never less than five (5) members.



29. 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 a meeting the members present constitute a quorum.
30. Subject to by-law 31, the president of the Society, the vice-president, or in the absence of both, one of the other Directors present shall preside as chairman of the general meeting.
31. If at a general meeting:
- (a) there is no president, vice-president, or other director present within 15 minutes after the time appointed for holding the meeting, or
  - (b) the president and all the other Directors present are unwilling to act as chairman, the members present shall choose one of their members to be chairman.
32. 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.
33. Where a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
34. Except as provided in by-laws 32 and 33, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
35. No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.
36. 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.
37. A voting member in good standing present at a meeting of members is entitled to one vote.
38. Voting shall be by show of hands or voice vote recorded by the secretary of the meeting, except that, at the discretion of the Board, or the request of any two members present at the meeting, a secret vote by written ballot shall be required.
39. Voting by proxy is not permitted.



40. The Directors 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 by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to the provisions of:
- (a) all laws affecting the Society;
  - (b) these by-laws; and
  - (c) rules, not being inconsistent with these by-laws, which are made from time to time by the Society in general meeting.
41. No rule, made by the Society in general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.
42. The president, vice-president, secretary, treasurer and one or more other persons shall be the Directors of the Society.
43. The number of Directors shall be five (5) or such greater number as may be determined from time to time at a general meeting.
44. Directors are to be elected at annual general meetings, each for a term of two (2) years, provided that elected Directors shall be divided into two (2) groups equitably, with elections for each group occurring in alternate years. Directors may be elected for consecutive terms.
45. Separate elections shall be held for each office to be filled.
46. An election may be acclamation; otherwise it shall be by ballot.
47. If no successor is elected the person previously elected or appointed continues to hold office.
48. A Director who wishes to resign his or her position before the two year term has ended, shall give notice to the Secretary, at least five (5) days prior to an election.
49. The Directors may at any time and from time to time appoint a member as a director to fill a vacancy in the Directors.
50. If a director resigns his office or otherwise ceases to hold office, the remaining Directors shall appoint a member to take the place of the former director.
51. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
52. The members may by special resolution remove a director before the expiration of his term of office and may elect a successor to complete the term of office.



53. 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 while engaged in the affairs of the Society.

**PART 6 – PROCEEDINGS OF DIRECTORS**

54. 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.

55. 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.

56. The president shall be chairman of all meetings of the Directors; but if at any meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice-president shall act as chairman, but if neither is present the Directors present may choose one of their number to be chairman at that meeting.

57. A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the Directors.

58. The Directors may delegate any, but not all, of their powers to committees consisting of such members or Directors as they think fit.

59. A committee so formed in the exercise of the powers 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 earliest meeting of the Directors to be held next after it has been done.

60. A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at any 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 number to be chairman of the meeting.

61. The members of a committee may meet and adjourn as they think proper.

62. For a first meeting of Directors held immediately following the appointment or election of a director or Directors at an annual or 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 duly constituted, if a quorum of the Directors is present.



63. Questions arising at any meeting of the Directors and committee shall be decided by a majority of votes.
64. In case of an equality of votes the chairman does not have a second or casting vote.
65. No resolution proposed at a meeting of Directors or committee need be seconded and the chairman of a meeting may move or propose a resolution.
66. A resolution in writing, signed by all the Directors and placed with the minutes of the Directors is a valid and effective as if regularly passed at a meeting of Directors.

#### **PART 7 – DUTIES OF OFFICERS**

67. The president shall preside at all meetings of the Society and of the Directors, and is responsible for supervising the other Directors in the execution of their duties.
68. The vice-president shall carry out the duties of the president during his absence, and shall have such other duties and powers as the Board may specify.
69. The secretary shall:
- (a) conduct the correspondence of the Society;
  - (b) issue notices of meetings of the Society and Directors;
  - (c) keep minutes of all meetings of the Society and Directors;
  - (d) have custody of all records and documents of the Society except those required to be kept by the treasurer;
  - (e) have custody of the common seal of the Society, if any; and
  - (f) maintain the register of members.
70. The treasurer shall:
- (a) keep such financial records, including books of account, as are necessary to comply with the Societies Act and the Income Tax Act (Canada); and
  - (b) render financial statements to the Directors, members and others when required.
71. The offices of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.
72. Where a secretary-treasurer holds office the total number of Directors shall not be less than four (4) or such greater number as may have been determined pursuant to by-law 43.
73. In the absence of the secretary from a meeting, the Directors shall appoint another person to act as a secretary at the meeting.



74. The Directors may select and appoint an Executive Director of the Society for a fixed or indefinite term, and set the terms of his or her duties, responsibilities and employment. The Executive Director shall exercise general supervision over the business and affairs of the Society as assigned by the Board and shall possess and exercise such powers and perform such other duties as are from time to time assigned to the Executive Director by the Board. The Executive Director shall not be a Director of the Society.

#### **PART 8 – SEAL**

75. 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 the seal destroyed.

76. 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 or president and secretary-treasurer.

77. A contract or other record to be signed by the Society must be signed on behalf of the Society

- (a) by the president, together with one other director,
- (b) if the president is unable to provide a signature, by the vice-president together with one other director,
- (c) if the president and vice-president are both unable to provide signatures, by the Executive Director and any Director, or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

#### **PART 9 – BORROWING**

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

79. The members may by special resolution restrict the borrowing powers of the Directors but a restriction so imposed expires at the next annual general meeting.

#### **PART 10 – AUDITOR**

80. This part applies only where the Society is required or resolved to have an auditor.

81. The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of auditor.





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82. 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.
83. An auditor may be removed by ordinary resolution.
84. An auditor shall be informed forthwith in writing of appointment or removal.
85. No director and no employee of the Society shall be auditor.
86. The auditor may attend general meetings.

**PART 11 – NOTICES**

87. A notice, other than notice of general or extraordinary meeting, may be given to a member, either personally or by mail or by electronic mail or by facsimile to the member at the member's registered address or the member's e-mail address or facsimile number, as recorded in the Society's records.
88. 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 the notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.
89. Notice of a general meeting shall be given only to:
- (a) every member shown on the register of members on the day notice is given, and
  - (b) the auditor, if an auditor is appointed under part 10.
90. Notice may be given to the directors or to the Society by mail to the registered address of the Society.

**PART 12 – PREVIOUSLY UNALTERABLE PROVISIONS**

91. The following provisions under this Part 12 were previously unalterable and shall not be altered except by resolution of the Directors sanctioned by a special resolution passed at a general meeting.
- A. The Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its purpose. No member of the board of Directors shall be paid any remuneration for services rendered to the Society, but may be paid his or her reasonable expenses in acting as a director.
  - B. Upon winding up or dissolution of the Society, the assets remaining after payment of all costs, charges and expenses properly incurred in the winding up, including remuneration of a liquidator, and after payment of any other debts of the Society, shall be distributed



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to a charitable organization or organizations in Canada, registered under the provisions of the Income Tax Act of Canada which shall be designated by the board of directors of the Society. Any of such assets which had originally been provided for specific purposes shall, wherever possible, be distributed to a charitable organization, registered under the provisions of the Income Tax Act of Canada, carrying on work of a similar nature to such specific purposes.

**PART 13 – BY-LAWS**

92. On being admitted to membership, a member is entitled to and the Society shall give him, without charge, a copy of the constitution and by-laws of the Society.

93. These by-laws shall not be altered or added to except by special resolution.

Dated the 29<sup>th</sup> day of April, 2018