Luther Court
SOCIETY

Constitution

1. The name of the Society is "Luther Court Society".

2. The purposes of the Society are:

    - to minister to the needs of the elderly and disabled residents of British Columbia by providing care and accommodation for their physical, social, mental, spiritual, recreational and health care needs.
    - to provide affordable housing for low and moderate income residents of British Columbia.
    - to provide the community with primary health care services

Adopted: **September 16, 2021**
Registered: **January 19, 2022**

By-laws

Part 1 – Definitions and interpretation

1.1 In these By-laws:

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

"Society" means the Luther Court Society

"Board" means the Directors of the Society

"By-laws" means these By-laws as altered from time to time

"Facility" means Luther Court

"Minister" means the Minister of Health of the Province of British Columbia

1.2 The definitions in the Act apply to these By-laws

1.3 If there is a conflict between these By-laws and the Act or the regulations under the Act, the Act, or the Regulations as the case may be, shall prevail

1.4 The Society has been designated as a hospital society by the Minister for the purposes of paragraphs (a) to (e) of section 42.2(3) of the Hospital Act, as set out in section 6.3 of these bylaws.

Part 2 – Membership

2.1 The following shall be members of the Society:

a) Confirmed members in good standing of Lutheran congregations affiliated with the Lutheran Church of Canada or the Evangelical Lutheran Church in Canada and the Anglican Church of Canada located within the Greater Victoria area of Vancouver Island who apply for membership and pay the membership fee.

b) Persons who agree to support the purpose of the Society, who apply for membership and pay the membership fee, and are approved by the Board.

2.2 Any member who ceases to meet the qualifications for membership as set out above shall be deemed to have withdrawn from membership in the Society.

2.3 No part of the income or assets of the Society shall inure to the personal benefit of any member of the Society by reason only of his/her membership therein.

2.4 The Board shall have the power by a vote of three-quarters (3/4) of those present to expel or suspend any member of the Society, whose conduct is determined by the Board to be improper, unbecoming or contrary to the best interest or reputation of the Society or who wilfully commits a breach of the By-laws. No member, however, shall be expelled or suspended without being notified of the charge or complaint against him/her or without having first been given an opportunity to be heard by the Board at a meeting called for the purpose.

2.5 Membership dues shall be set by the Board.

2.6 To vote at a meeting of the Society a person must have been a member of the Society for thirty (30) days prior to the date of the meeting.

2.7 A member may propose a topic for the Annual General Meeting agenda if there is support of at least five percent (5%) by other voting members.

Part 3 – Meetings

3.1 An Annual General Meeting (AGM) shall be held once in every calendar year and not more than fifteen (15) months after the date of adjournment of the last preceding AGM.

3.2 At a general meeting, the following business is ordinary business:

a) Adoption of rules of order;
b) Consideration of any financial statements of the Society presented to the meeting;
c) Consideration of the reports, if any, of the directors or auditors;
d) Election of directors;
e) Appointment of an auditor;
f) Business arising out of a report of the directors not requiring the passing of a special resolution;

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

3.4 A special meeting of the Society shall be called by a majority of the members of the Board or by written request of at least ten (10) percent of the members of the Society.

3.5 Not fewer than fourteen (14) days' notice of a General Meeting shall be given in writing to each Lutheran congregation located in the Greater Victoria Area and to members at their last known address.

3.6 Voting by proxy is not permitted, in keeping with Ministry of Health policy.

3.7 At any meeting of the Society a quorum shall consist of twice the numbers of members on the Board.

3.8 All members of legal voting age (19) shall be entitled to vote at any meetings of the Society.

Part 4 – Board of Directors

4.1 Directors shall be members of the Society.

4.2 To be qualified to become a director of the Society a person must be 19 years of age or older and just not have been found by any court to be incapable of managing his/her own affairs, or convicted of an offence in connection with the promotion, formation or management of a corporation or an unincorporated entity or convicted of an offence involving fraud or is an undischarged bankrupt.

4.3 All directors shall submit to a Criminal Record Check prior to assuming their duties.

4.4 There shall be a Board of Directors of not more than eleven (11) members and not fewer than five (5) members of the Society. No fewer than three (3) members on the Board shall hold membership as defined in By-law 2.1(a).

4.5 Persons elected or appointed as a director must either give written consent or be present at a meeting where he/she is elected as a director and not refuse to be a director.

4.6 Members of the Board shall be elected for a term of three (3) years with the terms arranged for overlapping rotation. In the event of a vacancy occurring, the remaining Board members may appoint any member to fill the vacancy until the next AGM of the Society.

4.7 Board members may be elected for two (2) consecutive three (3) year terms. Former directors may stand for re-election after one (1) year off the Board.

4.8 A Board member who is absent without valid reason for three (3) consecutive meetings of the Board disqualifies himself/herself from the Board.

4.9 A Board member who enters into the employ of the Society or any of its institutions automatically disqualifies himself/herself from the Board.

4.10 The Board shall meet at least quarterly at such a time as may be determined by the Board. Special meetings of the Board may be called by the President or by a vote of the executive or by written request to the President of at least fifty (50) percent of the Board.

4.11 Fifty (50) percent plus one (1) of the Board shall constitute a quorum.

4.12 Fifty (50) percent plus one (1) of the Board present and voting shall constitute a majority vote.

4.13 A Board member, the Chief Executive Officer, or Acting Chief Executive Officer may request the President of the Board to act on business which cannot be postponed until the next scheduled meeting of the Board which business and voting may be conducted by electronic voting or email.

4.14 Directors shall act in accordance with the policies and procedures of the Society.

4.15 Directors may not be remunerated in any capacity; however, directors may be reimbursed for necessary and reasonable expenses incurred while acting on behalf of the Society. The Society will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.

Part 5 – Board Executive

5.1 The Board shall organize itself by electing from its members the following officers who shall constitute the Executive of the Society:

a) A President who shall preside at all meetings of the Society and Board and perform such other duties as are inherent in the office of President. In questions arising at any meeting where there is an equality of votes the President shall have a second or casting vote. The president shall be an ex-officio member of all committees of the Board.

b) A Vice-President who shall perform the duties of the President during his/her absence.

c) A Secretary who shall cause to be prepared accurate records of all proceedings of the Society and the Board and attend to all official correspondence. The Secretary shall arrange for the following: correspondence preparation, minutes to be recorded, meeting announcements, storage of records, location for the Corporate Seal, maintenance of membership records.

d) A Treasurer who shall arrange the following: to keep the financial records, financial transactions and accounts necessary to comply with the Societies Act, and arrange for the provision of financial statements to Directors, members and others when required.

5.2 The term of office for officers of the Board shall be one year or until their successors have been elected and all officers shall be elected from the membership of the Board except the Treasurer who may be from outside the Board in which case the Treasurer shall be an ex-0fficio, non-voting member of the Board.

5.3 The offices of Secretary and Treasurer may be occupied by one and the same person.

Part 6 – Authority of the Board

6.1 The Board shall have the governance and oversight of the affairs of the Society and shall possess the same powers as the Society at duly called meetings of the Board.

6.2 The Board may make such rules and regulations as it may deem necessary and expedient for the carrying out of the purposes and objects of the Society and may repeal, amend or re-enact any policies and procedures.

6.3 The Board must not, without the prior written approval of the Minister, make any of the following changes under the Act:

a) alter the constitution or bylaws of the Society;

b) enter into an agreement to amalgamate with one or more corporations;

c) sell, lease or otherwise dispose of all or substantially all of the Society's undertaking, as described in Section 92 of the Act;

d) propose an arrangement under Section 99 of the Act;

e) voluntarily dissolve, or liquidate and dissolve, under the Act.

6.4 Subject to the prior written approval of the Minister, the Board may from time to time borrow such sums of money as may be required to carry out the purposes of the Society and give promissory notes or other evidence of debt in connection therewith. If deemed necessary or expedient, and subject to the prior written approval of the Minister, the Board may assign, mortgage, or pledge any of the Society's properties or assets to secure the repayment of any money borrowed within the terms of contractual agreements.

6.5 The Board may invest or re-invest all of its funds and monies in any securities or investments in which a trustee may by law invest.

6.6 The Board may fix, charge, and collect fees for any services rendered by the Society which it is permitted by law to fix, charge, or collect.

6.7 The Board shall recommend an auditor to the AGM to make an annual audit of the accounts of the Society which shall then be presented to the following AGM.

6.8 The Board may authorize the Executive to act in its stead between meetings or during such period as may be determined in advance by the Board.

6.9 The Board may authorize the establishment of a Luther Court auxiliary to further the aims and objects of the Society.

6.10 The Society is not obligated to accept any donation, gift, bequest or device that it does not wish to accept, or that is subject to any term or condition that, in the opinion of the Board, is contrary to the objectives and purposes of the Society.

6.11 The Society shall have a corporate seal which shall be in such form as may be determined by the Board and whenever used shall be authenticated by the signatures of the Chief Executive Officer or his/her designate.

6.12 Custody of the seal shall be determined by the Board.

Part 7 – Retention and Inspection of Books and Records

7.1 The Board of Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to inspection of members not being Directors or members of the general public.

7.2 No member or member of the general public not being a Director shall have any right of inspecting any account or book or document of the Society except as conferred by law or authorized by the Directors or by resolution of the members whether previous notice thereof has been given or not.

7.3 If the Directors deem it necessary for the protection of the Society or its members they may restrict access to the register of members through a director's resolution.

7.4 The records and books of account shall be kept at such a place as the Directors deem fit as long as the records are in the Province of British Columbia. There must be notice of where the records are available for inspection and if they are in electronic form the Society must provide a computer for inspection of the records with the exception of health records that fall under the policy of the Vancouver Island Health Authority.

Part 8 – Indemnity and Protection

8.1 Subject to the Societies Act every Director of the Society shall be deemed to have assumed office on the express understanding and agreement that every Director shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society from and against all costs, charges and expenses whatsoever which such Director sustains or incurs with respect to any action, suit or proceeding which is brought, commenced or prosecuted against him/her or in respect of any act or deed done or permitted by him/her or any other Director or Directors in or about the execution of the duties of his/her office and also from all other costs, charges and expenses which he/she sustains in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his/her own wilful neglect, default, or unlawful activity.

Part 9 – Auditor

9.1 The Society shall have an auditor who shall be a person who is a member of, or is a partnership whose partners are members of, a provincial or territorial institute or order of chartered accountants, or a provincial or territorial organization of chartered professional accountants, within Canada.

9.2 The books of accounts of the Society shall be audited at least once a year by the auditor and the fiscal year of the Society shall be for the twelve-month period ending March 31st, or such other period of twelve consecutive months as may from time to time be approved by the Minister.

9.3 The auditor shall be appointed annually by resolution of the voting members at the AGM.

9.4 In the event of the resignation of the auditor or of his/her inability or refusal to act a new auditor shall be appointed by the Board.

9.5 The auditor shall report to each AGM

Part 10 – Amendment of By-laws

10.1 Subject to the prior approval of the Minister, these By-laws may be amended at any duly called meeting of the Society provided that the proposed amendment has been circulated in writing with the announcement of the meeting and that such amendment is passed by a special resolution.

10.2 The Society will not alter or delete the affordable housing purpose set out in the Society's constitution and the Society will not alter or delete this By-law without first obtaining the written consent of the British Columbia Housing Management Commission.

Part 11 – Previous Constitutional Provisions

11.1 The operations of the Society are to be carried on chiefly in the Greater Victoria area of Vancouver Island and in such other places in British Columbia as may be determined from time to time by the Board of Directors of the Society.

11.2 In the event of winding up or dissolution of the Society, any assets of the Society remaining after payment of all debts and liabilities shall be transferred to a recognized charitable organization in Canada as may be determined by the Board of Directors of the Society. This provision was previously unalterable.

11.3 The Luther Court Society guarantees access to any recreation facility which is constructed in part or in whole with funds received from Her Majesty in the Right of the Province of British Columbia, to any person or persons who wish to use it in accordance with the purpose of the facility; the charge for using the said facility to those members of the public who are not members of the Society shall be either a daily or hourly charge, or other such charges, as agreed upon between the Society and the Ministry of the Provincial Secretary and Government Services, or the ministry of government charged with this responsibility. This provision was previously unalterable.

11.4 The directors shall serve without remuneration, and the directors shall not receive, directly or indirectly any profits from their position as directors but may be paid reasonable expenses incurred by them in the performance of their duties. This provision was previously unalterable.

11.5 The society is constituted exclusively for charitable purposes and shall be carried on without purpose of gain for its member(s) and the society must not distribute gain, profit or dividend or otherwise dispose of its assets to a member of the society without receiving full consideration, and any profits or other accretions to the society shall be used for promoting its purposes. This provision was previously unalterable.

Part 12 – Dissolution

12.1 To further clarify section 11.2 of these By-laws, a "recognized charitable organization in Canada" means a qualified donée as described in subsection 149.1 of the Income Tax Act of Canada, and which promotes aims similar to those of the Society, as may be determined by the Board at the time of winding up or dissolution. The Society will not alter or delete this By-law without first obtaining the written consent of the British Columbia Housing Management Commission for the duration of time that the Society is under an operating agreement with the British Columbia Housing Management Commission

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