



2021 Virtual Special General Meeting Sunday, December 5, 2021 on Zoom

Chair: Amanda Pope

Recording Secretary: Margaret Timuss

Sergeant at Arms: Derek Hinchliffe

In attendance and Proxies: see attached

1. Chairperson Amanda Pope called the Special General Meeting to order at 1:05 pm via Zoom.
2. Dr. Deborah Gordon led the Opening Prayer focusing on the perfection of the meeting.
3. Sergeant at Arms, Derek Hinchliffe, verified the attendance of a quorum which is 31. Participants today are 34 via Zoom and 12 proxies which is a total of 46, a quorum.
4. Amanda outlined the voting process for those on Zoom and for the proxies. Any amendments can be made at the AGM in March; not at this meeting.
 - **Amanda Pope moves that the agenda for the 2021 Special General Meeting be approved as circulated. Seconded by Penny Branchflower.
Carried**
5. Amanda introduced the CSLK Bylaws Committee and spoke of the need for new Bylaws in alignment with Societies BC and CSL bylaws.
6. Laura Green gave an overview of the bylaws, which now lead us into a positive, organized future.
7. Dr. Deborah Gordon, the Spiritual Director, gave her message in support of the new bylaws.
8. Discussion:
 - There was discussion about section 4.1 and the proposed change of minimum number of Board Members from 5 to 3. Context was provided that this brings the bylaws in alignment with the Societies Act. This change was made in order to ensure that the community would be able to continue operating if the membership dropped significantly and there were only 3 people willing to serve on the board.
 - There was discussion about section 8.4. Clarity was provided on the meaning of the clause.
 - There was discussion about section 8.7 and a concern was raised that this clause could allow a Spiritual Director to be appointed without a special resolution of the membership. Clarification was provided that a Spiritual Director must always be elected by special resolution of the membership. A suggestion was made that this wording be clarified in section 8.7

- There was discussion about section 3.8 and the proposed change in quorum from the greater of 5% or 25 members to the greater of 10% or 10 members. Context was provided that this was in alignment with the BC Societies model bylaws and that this would allow for consistent representation from the community at different sizes of membership.
- There was discussion about whether an amendment could be made to the bylaws at the Special Meeting before the motion was put forward. Clarification was provided that the meeting would need to be adjourned and new notice would need to be provided to members in order for amendments to be made.
- Tim Perrin made a motion to suspend the meeting with the motion seconded by Jan Mills. Tim Perrin and Jan Mills later withdrew their motion.
- Gratitude was extended to those who participated in drafting the new bylaws. It was suggested that members vote on the Special Resolution and make any amendments at the AGM.

9. SPECIAL RESOLUTION

- **Amanda Pope MOVES that the current Centre for Spiritual Living Kelowna Society Bylaws are hereby REPEALED in their entirety AND FURTHER, BE IT RESOLVED THAT the "Centre for Spiritual Living Kelowna Society Bylaws, 2021" as attached to and forming a part of these minutes, BE ADOPTED AS READ. Seconded by Irene Kowalchuk.**

33 attendees in favour + 12 proxies in favour

1 attendee against

Total votes = 46

Carried

10. Announcement of Results: **BE IT RESOLVED THAT CENTRE FOR SPIRITUAL LIVING KELOWNA SOCIETY BYLAWS, 2021 have been adopted by this community, and will come into effect as soon as they are filed with Societies BC.**

11. Dr. Kenn Gordon led the Closing Prayer focusing on gratitude to everyone for participating and for us all to go forward with love.

12. **Amanda Pope moves that the 2021 Special Meeting of the Centre for Spiritual Living Kelowna be adjourned. Seconded by Jan Mills.**

Carried

13. The meeting adjourned at 2:35 p.m.

Centre for Spiritual Living Kelowna Society (the "Society") Bylaws, 2021

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

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

"Board" means the directors of the Society;

"Bylaws" means these Bylaws as altered from time to time;

"Consent Resolution of Directors" means a directors' resolution passed without a meeting, in accordance with *section 54 (2)* of the *Act*;

"Director" means an individual who has been designated, elected or appointed, as the case may be, in accordance with *section 42* of the *Act* as a member of the Board of directors of the Society, regardless of the title by which the individual is called;

"Electronic Meeting" means a meeting in which persons are entitled to participate by telephone or other electronic communications medium, as set out in the notice for the meeting;

"General Meeting" means a general meeting of the members of the Society, whether in person or by electronic means, as set out in the notice for the meeting;

"Ordinary Resolution" means a resolution passed at a general meeting by a simple majority of the votes cast by the voting members, whether cast in person or by electronic means, as set out in the notice for the meeting;

"Spiritual Director" means the senior manager of the Society, in accordance with part 8 of these Bylaws and in accordance with the *Act*;

"Society" means the Centre for Spiritual Living Kelowna Society;

"Special Resolution" means a resolution passed at a general meeting by at least two thirds of the votes cast by the voting members,

whether cast in person or by other electronic means, as set out in the notice for the meeting.

1.2 The definitions in the *Act* apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the *Act* or the regulations under the *Act*, the *Act* or the regulations, as the case may be, prevail.

PART 2 – MEMBERS

Application for membership

2.1 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

Term of membership

2.2 The maximum term of membership is one year. All previous memberships expire at the beginning of the general meeting at which time the Board will consider new membership applications for acceptance.

Duties and privileges of members

2.3 The duties and privileges of the members of the Society are,

- (a) To uphold the teachings and practices of the Science of Mind™;
- (b) To regularly attend the spiritual meetings of the Society. Members outside of the physical jurisdiction may agree to participate in the activities of the Society by electronic means;
- (c) To make regular and identifiable financial contributions and to provide volunteer support to the Society;
- (d) To attend the business meetings of the Society, whenever possible, and to vote therein; and,
- (e) To have the privilege to run for office in and/or serve on committees of the Board.

Dues, fees, and assessments

2.4 No dues, fees, or assessments are required for membership in the Society, however members are given the opportunity to provide a donation at time of membership.

Members in good standing

2.5 Any member wishing to serve the Society in any capacity must be in good standing. The Board shall determine good standing based upon the criteria outlined in part 2.3 of these Bylaws.

Members not in good standing may not vote

2.6 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.

Termination of membership if member is not in good standing

2.7 A member may be terminated for cause by a two-thirds (2/3) vote of the Board upon a showing that a member is acting to the detriment of the Society.

2.8 The member shall be sent written notice of termination and has ten (10) days to file a written objection with the Board. Said members shall not be terminated upon objection until they have had the opportunity to present reasons why they should not be terminated to the Board.

2.9 After hearing such reasons, the Board, in their sole discretion,

- (a) may find the termination unwarranted and reinstate the member,
- (b) suspend the member for a stated period of time, or
- (c) may terminate the membership.

2.10 The decision of the Board shall be final and not subject to further appeal.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

3.1 A general meeting shall be held at the time and place the Board determines.

Authority for electronic meetings

3.2 The Board may authorize electronic meetings of the membership that allow members not physically present to participate by electronic means, as set out in the notice for the meeting.

Ordinary business at general meeting

3.3 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 auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

3.4 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.

Chair of general meeting

3.5 The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or
 - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

3.6 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

3.7 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

3.8 The quorum for the transaction of business at a general meeting is 10 voting members or 10% of the voting members, whichever is greater.

Lack of quorum at commencement of meeting

3.9 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present either in person or by electronic means, as set out in the notification of meeting, constitute a quorum for that meeting.

If quorum ceases to be present

3.10 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

3.11 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.12 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.13 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

Methods of voting

3.14 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

3.15 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting is not permitted

3.16 No proxy vote will be recognized, accepted, or validated at any meeting where a member is entitled to vote. Members must be physically present or participate electronically in order to vote.

Matters decided at general meeting by ordinary resolution

3.17 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the *Act* or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

PART 4 – DIRECTORS

Number of directors on board

4.1 The Society must have no fewer than 3 and no more than 11 directors.

Qualifications of directors

4.2 All directors must meet the qualifications of directors as specified in *section 44* of the *Act*.

4.3 In addition, directors must,

- (a) have been members of the Society in good standing, pursuant to part 2.3 of these Bylaws, for at least 1 year, and
- (b) must have a demonstrated understanding of the principles of Science of Mind™.

Election or appointment of directors

4.4 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

Term of directors

4.5 Each director shall be elected or appointed for a term of 3 years.

4.6 A director may stand for re-election an unlimited number of times.

Directors may fill casual vacancy on board

4.7 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

- 4.8** A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

PART 5 – DIRECTORS’ MEETINGS

Calling directors’ meeting

- 5.1** A directors’ meeting may be called by the president or by any 2 other directors.

Notice of directors’ meeting

- 5.2** At least 2 days’ notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite non-receipt of notice

- 5.3** Every effort shall be made to give notice of a directors’ meeting to a director. The non-receipt of a notice by a director does not invalidate proceedings at the meeting.

Conduct of directors’ meetings

- 5.4** The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

- 5.5** The quorum for the transaction of business at a directors’ meeting is a majority of the directors.

PART 6 – BOARD POSITIONS

Election or appointment to board positions

- 6.1** Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:
- (a) president;
 - (b) vice-president;
 - (c) secretary;
 - (d) treasurer.

Directors at large

6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Role of president

6.3 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-president

6.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

6.5 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the *Act*;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the *Act*.

Absence of secretary from meeting

6.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

6.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

7.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Signing authority

- 7.2** 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 any 2 other directors, or
 - (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

PART 8 – OFFICE OF THE SPIRITUAL DIRECTOR

Qualifications for office of Spiritual Director

8.1 No person shall hold the office of Spiritual Director of the Society unless they are a licensed Minister in good standing with Centers for Spiritual Living.

Powers and duties of Spiritual Director

8.2 The Spiritual Director is the senior manager of the organization and determines the nature and order of the services, events, classes, music, speakers, and workshops. The Spiritual Director is not a voting member of the Board; however, they collaborate with the Board to develop and implement the vision, mission, goals, objectives, strategies and policies of the Society. The Spiritual Director is an ex officio member of all committees.

Selection of Spiritual Director

8.3 The selection of a Spiritual Director shall be determined by the membership by special resolution under the Act. All other aspects of the contractual relations between the Spiritual Director and the Society shall be determined by the Board.

Selection of candidates for Spiritual Director

- 8.4** Except in cases where the succession of Spiritual Director has been previously established by the Society, the Board shall appoint a search committee to recommend candidates for the office of Spiritual Director to the membership, and the membership shall select the Spiritual Director. Wherever possible, the search committee shall include at least one (1) lay member who is not currently serving on the Board, one (1) practitioner who is not currently serving on the Board, and one (1) member of the Board. The search committee shall follow the procedures laid out by CSL in the Member Community Affiliation Agreement.

Termination of Spiritual Director

- 8.5** In the event that the Society desires to terminate the Spiritual Director, such employment may be terminated by the membership by special resolution.
- 8.6** Notwithstanding part 8.5 of these Bylaws, a Spiritual Director may be terminated for cause for a violation of the Ministerial Code, the Professional Standards and Ethics Policies and Procedures Manual, and/or the Policy on Sexual Conduct of Centers for Spiritual Living, in accordance with the procedures set forth in the Policies and Procedures Manual of Centers for Spiritual Living. In the event the Spiritual Director's status as Spiritual Director is terminated by the Professional Standards and Ethics Committee of CSL, the Board shall terminate the Spiritual Director in accordance with the decision. In the event of termination for cause, the vote of the membership shall not be necessary.

Authority to establish position of Co-Spiritual Director

- 8.7** Upon agreement between the Spiritual Director and the Board, a position of Co-Spiritual Director may be established, and an individual may be selected to serve in this role. All aspects of the contractual relations between the Co-Spiritual Director and the Society shall be determined by the Board, and shall be consistent with the rights, powers, and responsibilities of the Spiritual Director of the Society.

PART 9 – INDEMNIFICATION

Definitions

9.1 In this part:

"eligible party", in relation to a society, means an individual who is or was a director, senior manager or employee of the society or who holds or held an equivalent position in a subsidiary of the society;

"eligible proceeding" means a legal proceeding or investigative action, whether current, threatened, pending or completed, in which an eligible party or a representative of the eligible party, by reason of the eligible party being or having been a director or senior manager of the society,

(a) is or may be joined as a party, or

(b) is or may be liable for or in respect of a penalty in, or expenses related to, the legal proceeding or investigative action;

"expenses" includes costs, charges and expenses, including legal and other fees, but does not include penalties;

"penalty" means a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, an eligible proceeding;

"representative", in relation to an eligible party, means an heir or personal or other legal representative of the eligible party.

9.2 Subject to *section 65* of the *Act*, the Society shall indemnify an eligible party or a representative of the eligible party against all penalties to which the eligible party or the representative is or may be liable in respect of an eligible proceeding. After the final disposition of an eligible proceeding, the Society shall pay the expenses actually and reasonably incurred by an eligible party.

9.3 Subject to *section 64 (3)* and *section 65* of the *Act*, the Society, after the final disposition of an eligible proceeding, shall pay the expenses actually and reasonably incurred by an eligible party or a representative of the eligible party in respect of the eligible proceeding if neither the eligible party nor the representative has been reimbursed for those expenses, and the eligible party was not judged by a court, in Canada or elsewhere, or by another competent authority to have committed any fault or to have omitted to do anything that the eligible party ought to have done.

PART 10 – DISSOLUTION

- 10.1** Upon the dissolution or winding up of the organization, its assets remaining after payment or provision for payment of all debts and liabilities of this organization, all remaining assets shall be distributed as determined by the membership to a chosen non-profit organization which is operated exclusively for charitable purposes and which has established its tax-exempt status under the laws of Canada and the Province of British Columbia.