# Bylaws

## PART 1 DEFINITIONS AND INTERPRETATION

### 1.1 Definitions

**1.1.1** In these Bylaws:

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

**"Active Experience"** means Lived Experience that is current or occurred within the preceding seven years.

**"All Members"** means the members of all three membership classes. A reference to any member or every member includes all classes unless expressly limited to Voting Members.

**"Allied Member"** means a person in the non-voting Allied Member class under Part 2.

**"Annualized Regional Living Wage"** means the most recently published hourly living wage for the community in which the individual ordinarily lives, multiplied by 35 hours per week and 52 weeks per year. If no reliable local figure is published, the Panel must select the nearest reasonably comparable published figure and record its reasons. Lack of a fixed address does not prevent identifying the person's usual community. A newly published rate or a genuine change of usual community applies from that date onward and does not retrospectively change earlier calculations.

**"Board"** means the board of directors of the Society, also called the Coordinating Circle.

**"Bylaws"** means these bylaws as altered from time to time.

**"Circle"** means a working group established under Part 6 with a written mandate and delegated authority.

**"Circle Leader"** means the director elected or appointed under Bylaw 6.2 to lead a Circle's operations.

**"Community"** means a municipality, regional area, First Nation community, neighbourhood or other geographically coherent area recognized under Part 7.

**"Conqueror Member"** means a person in the non-voting Conqueror Member class through the Sunset Trigger process or recognition under Bylaw 2.4.

**"Consensus"** means a facilitated process seeking agreement without a block by a person entitled to decide, on stated, principled grounds connected to the Society's purposes or governing documents. Consensus-minus-one means agreement with no more than one such block; it does not itself satisfy a statutory voting requirement.

**"Counted Income"** means the individual's total personal income for the 12 months ending immediately before the assessment date, calculated under Bylaw 2.5.1.

**"Executive Circle"** means the inter-community coordinating body established under Part 7; it is distinct from the Board.

**"Federation Trigger"** means the objective threshold in Bylaw 7.5 requiring establishment of the Executive Circle and commencement of the federation process.

**"General Meeting"** means an annual general meeting (AGM) or another meeting of the Society's membership under Part 3. It does not mean a Board, Circle, Local Chapter or Executive Circle meeting.

**"Lived Experience"** means current or past personal experience of homelessness, poverty, precarious tenancy, displacement, substance use, criminalization, institutionalization or a substantially similar form of systemic dispossession.

**"Local Chapter"** means a geographically based operating unit recognized under Part 7. It is not a separate legal person.

**"Low Income"** means Counted Income at 90% or less of one Annualized Regional Living Wage. This inclusive threshold applies to pauses, resets and entry or return to voting membership.

**"Major Community Asset"** has the meaning in Bylaw 8.4.1.

**"Meeting Weaver"** means the elected officer under Bylaw 3.4 who protects fair participation, speaking order and impartial meeting process, separately from the rotating chair.

**"Member"** means a person in the voting Member class under Part 2. "Voting Member" means a Member in good standing entitled to exercise a vote. Neither expression includes an Allied Member or Conqueror Member.

**"Panel" or "Membership Review Panel"** means the elected review body under Bylaw 2.10.

**"Sunset Trigger"** means the date, during membership in the Member class, on which Counted Income first exceeds twice the Annualized Regional Living Wage, or the new activation date after a reset under Bylaw 2.5.

**"The People"** means All Members and other people participating in or affected by the Society's work. Non-members have an advisory voice; formal votes belong to those entitled to vote under these Bylaws.

**"Newly-Autonomous Affiliation"** means the process under Part 7 by which a Local Chapter becomes a separately incorporated non-profit organization affiliated with the Society, and the continuing relationship established by that process. "Newly" describes the origin of that autonomy; it imposes no time limit, expiry or loss of rights under that relationship merely through the passage of time. The termination and disaffiliation provisions of Part 7 and the applicable agreement continue to apply.

**"Newly-Autonomous Affiliate"** means a separately incorporated, independently governed non-profit organization that has entered into a written Newly-Autonomous Affiliation agreement with the Society under Part 7.

### 1.2 Interpretation

**1.2.1** Definitions in the Act apply. The Act, its regulations and other applicable enactments prevail over an inconsistent provision of these Bylaws.

**1.2.2** An ambiguity must be resolved consistently with law, the Society's purposes, member rights, procedural fairness, local autonomy and meaningful leadership by those directly affected. A material interpretation affecting a person's rights or a Community's authority requires written reasons and is reviewable under Part 10.

**1.2.3** An interpretation, policy, trial or remedy cannot alter a substantive membership condition, voting threshold, power or Core Safeguard. Such an alteration requires Part 11 and the applicable statutory process.

**1.2.4** Headings are for convenience. Singular includes plural and vice versa. Writing includes accessible electronic records. Periods are calendar periods; an income event is dated in British Columbia time. A period stated in years ends on its anniversary, with February 28 used in a non-leap year for a February 29 anniversary.

**1.2.5** A reference to All Members does not confer voting rights on a non-voting class. Unless otherwise specified, percentages of votes cast exclude abstentions and invalid ballots, and a required number of people is rounded upward to a whole person.

## PART 2 MEMBERSHIP

### 2.1 Membership classes

**2.1.1** The Society has three classes: Members, Allied Members and Conqueror Members. Only the Member class has voting rights. Allied Members and Conqueror Members are non-voting classes for the purposes of the Act.

**2.1.2** Membership is personal and non-transferable. Admission under these Bylaws is open to individuals. Incorporation applicants are members by operation of the Act and are classified under Bylaw 14.1.3.

### 2.2 Regular admission to the Member class

**2.2.1** A first-time applicant qualifies for the Member class if the person has Lived Experience, supports the Society's purposes, accepts Bylaw 2.8 and has Counted Income not exceeding twice the Annualized Regional Living Wage. A person already exceeding that income threshold applies as an Allied Member. A person without Lived Experience applies as an Allied Member regardless of income.

**2.2.2** A Voting Member has the right to receive notice of, attend, speak at and vote at General Meetings; requisition meetings and submit proposals as provided by the Act; seek election as a director; participate in Circles and Local Chapters; and exercise other voting-member rights under the Act and these Bylaws.

**2.2.3** A signed or accessibly recorded declaration of Lived Experience is normally sufficient to establish that element of eligibility. No general admission interview or detailed medical, criminal, housing or substance-use record is required. The applicant must also declare the income information necessary for the applicable class. The Panel may seek the least intrusive supporting information reasonably needed to resolve specific, reasonable grounds for believing a material declaration is inaccurate; it must follow Part 10.

**2.2.4** Existing Allied Members and Conqueror Members use Bylaw 2.6. A former member may reapply under Bylaw 2.7; the Panel determines the appropriate class as if Bylaws 2.5 and 2.6 had continued during the absence, solely for re-entry eligibility. Resignation does not erase that history or make the person a first-time applicant. Reapplication confers no membership or vote before acceptance. An erroneous earlier determination may be corrected through Part 10.

### 2.3 Allied Members

**2.3.1** A person who supports the Society's purposes but does not qualify or does not wish to apply for the Member class may apply as an Allied Member under Bylaw 2.7.

**2.3.2** An Allied Member has the right to receive notice of, attend and speak at General Meetings; participate in Circles and Local Chapters; bring any Society matter to the Board or Panel; serve in advisory, staff, contractor or volunteer roles; and seek election to a director seat permitted by Bylaw 4.3.

**2.3.3** An Allied Member may not vote at a General Meeting, vote in Society director elections, requisition a meeting as a voting member or submit a statutory voting-member proposal. A Circle or other delegated role does not confer those rights.

### 2.4 Conqueror Members and recognition

**2.4.1** A Conqueror Member retains recognition for Lived Experience and is invited to contribute as an advisor, historian, mentor, educator and continuity keeper. Conqueror Members have the participation rights of Allied Members and may seek a director seat permitted by Bylaw 4.3, but have no General Meeting vote unless returned to the Member class under Bylaw 2.6.

**2.4.2** A Member transfers to the Conqueror Member class through Bylaw 2.5. An Allied Member may instead apply to the Panel for recognition as a Conqueror Member based on past Lived Experience and having overcome dispossession. The Panel must consider the application individually through an accessible interview and a reasoned decision; no seven-year waiting period or automatic income threshold applies to this recognition route.

**2.4.3** The recognition interview is confined to the voluntary application. The applicant may choose the level of personal detail, use a support person or communication assistance, and decline unrelated or unnecessarily intrusive disclosure. It is not an institutional-experience evidence-gathering program. Declining or withdrawing the application leaves Allied membership unchanged. Recording, publication or other use of interview information requires the applicable consent under Bylaw 2.12.

**2.4.4** The Panel must decide a complete recognition application within 30 days, give reasons and explain appeal rights under Bylaw 10.4. Recognition takes effect when the decision is communicated, or on a later date it specifies. Recognition itself does not confer voting rights.

### 2.5 Income calculation and Sunset Trigger

**2.5.1** Counted Income includes income from all sources before personal income tax: employment; self-employment and rental income after ordinary, reasonable expenses directly incurred to earn that income; benefits, pensions, support payments, gifts, interest, dividends and realized investment gains. It excludes inheritance and compensation from litigation, settlements or statutory compensation schemes, including ICBC and workers' compensation through WCB or WorkSafeBC, whether paid as a lump sum or periodically. Income subsequently earned from inherited or compensation assets counts. Borrowed principal, transfers between the person's own accounts, reimbursements of actual expenses and return of the person's own capital are not income; the same receipt must not be counted twice. Unrealized changes in asset value are not income.

**2.5.2** Each assessment compares Counted Income for the preceding 12 months with the Annualized Regional Living Wage applicable on the assessment date. It is an individual income test, not a household-income, hourly-pay or asset-ownership test. Ownership of land or housing does not activate, pause, reset or resume the clock. No period before admission to the Member class counts toward the seven years.

**2.5.3** The clock activates on the Sunset Trigger date at zero elapsed time. It normally advances with calendar time, including time when Counted Income falls below twice the benchmark, except as expressly paused or reset below. Reaching exactly twice the benchmark does not activate or resume the clock.

**2.5.4** If the person has Low Income on or after the fourth anniversary of the current Sunset Trigger, the clock pauses from that date. If Low Income began earlier and continues on that fourth anniversary, the pause begins on the anniversary. Time before that anniversary continues to count unless a reset occurs. A pause preserves the time already accumulated.

**2.5.5** Once paused, the clock resumes only when Counted Income again exceeds twice the Annualized Regional Living Wage. An increase above the Low Income threshold that does not exceed twice the benchmark leaves the clock paused. Further qualifying pauses are allowed.

**2.5.6** If the person has Low Income continuously for three consecutive years after the current Sunset Trigger, the clock resets to zero on the third anniversary of the beginning of that continuous period, whether it was running or paused. An intervening assessment above the Low Income threshold breaks that three-year period, even if the clock remains paused. After a reset, the clock stays at zero until Counted Income again exceeds twice the benchmark; that date is a new Sunset Trigger and starts a new seven-year period and a new four-year pause threshold.

**2.5.7** Seven counted years are reached on the seventh anniversary of the current Sunset Trigger, postponed by the actual number of calendar days excluded by pauses. A reset cancels the accumulated time and the former completion date. A pause or reset taking effect on the same date as a prospective completion is applied first. These calculations concern the facts over time; they do not require daily reporting or continuous financial monitoring.

**2.5.8** A Member must notify the Panel within a reasonable time after believing an activation, pause, resumption or reset has occurred. Any member may raise a specific concern about the calculation. The Panel may review on specific, reasonable information, but must not conduct generalized financial surveillance. It must maintain a confidential calculation record showing the benchmark and income basis, relevant dates, paused days, resets, counted time and any prospective completion date, and provide the affected person an accessible copy. A late report does not itself change the objectively established dates.

**2.5.9** Before transferring a Member to the Conqueror Member class, the Panel must send the calculation, proposed date and reasons, allow at least 30 days for response, consider disputed evidence and hardship relevant to accuracy, accessibility and fair process, and issue a reasoned decision. Hardship consideration does not authorize the Panel to substitute a different income threshold or clock rule. No transfer takes effect before seven counted years have been completed or before the decision is communicated. A delay in recording or deciding the matter does not retrospectively invalidate a vote cast while the person remained in the Member class.

**2.5.10** The transition recognizes progress and preserves leadership by people directly affected by dispossession. It is a change of governance class, not expulsion, discipline or a judgment of character. The Panel's transfer decision is appealable under Bylaw 10.4 and remains effective pending appeal. If the person qualifies under Bylaw 2.6, an application for voting membership may be considered at the same time without an intervening waiting period.

### 2.6 Entry and return to the Member class

**2.6.1** An Allied Member with Lived Experience, or a Conqueror Member, qualifies to enter or return to the Member class when the person has Low Income and applies affirming an intention to participate actively and accept responsibility within their abilities and circumstances. There is no additional three-year waiting period. The Low Income threshold is 90% or less of one Annualized Regional Living Wage.

**2.6.2** The application concerns commitment to participation and responsibility. It must not require a promise to remain poor, refuse work or compensation, sacrifice income, perform a fixed amount of unpaid work, or disclose unnecessary personal history. Disability, caregiving, illness and other barriers must be accommodated.

**2.6.3** The Panel must accept a qualifying application promptly and decide it within 30 days of receipt. If relevant information is missing, it must identify the specific information and provide reasonable assistance; it must not postpone the decision indefinitely. A refusal must give reasons and appeal rights. Transfer takes effect on acceptance or an appeal directing it; recording delay does not postpone the transfer. Existing discipline or suspension continues according to its lawful terms and is not automatically removed by a class transfer.

**2.6.4** On entry or return under this Bylaw, the Sunset Trigger clock starts at zero and remains there until a new Sunset Trigger occurs. Prior counted time is not carried into the new period. Active Experience alone does not replace the Low Income requirement for this transfer route.

### 2.7 Admission procedure

**2.7.1** Applications may use an accessible written, electronic or assisted recorded form stating the requested class and confirming support for the Constitution, these Bylaws and duly adopted conduct documents made available to the applicant. Ordinary admission is decided by the Board or a Membership Circle with written delegation. Recognition and class transfers are decided by the Panel under Bylaws 2.4 to 2.6.

**2.7.2** The Board or delegated Membership Circle must accept an application meeting the objective requirements unless specific, reasonable grounds establish a serious, demonstrable risk to member safety, the Society's legal obligations or its purposes. It must decide within 30 days of receipt and communicate any refusal with reasons and appeal rights. Requests for essential information must be specific, accessible and prompt; silence is not acceptance or an additional eligibility condition.

**2.7.3** An applicant may appeal a refusal, classification or failure to decide to the Panel under Part 10. An application not decided within 30 days may be referred immediately. No original decision-maker may sit on the Panel hearing that appeal.

**2.7.4** Admission takes effect when acceptance is communicated by the authorized body or an appeal decision directs admission. The Secretary must promptly enter the person's name and contact information in the member register, organized by class, and record the effective date in a separate administrative membership record. A recording delay does not postpone membership. An acceptance expressly stating a later effective date takes effect on that date with the applicant's agreement.

### 2.8 Duties and dues

**2.8.1** All Members must uphold the Constitution, comply with these Bylaws and lawful decisions, and contribute to a trustworthy organization. They must respect informed consent and privacy; protect shared resources and confidential information; listen before judging; accept correction where warranted; speak as truthfully and accurately as they can; confront harmful conduct without dehumanizing people; refrain from violence, threats, harassment, deliberate intimidation, humiliating escalation, property destruction and coercive retaliation; distinguish observations from hearsay and inference; complete responsibilities voluntarily accepted; disclose relevant conflicts; and comply with duly adopted conduct documents subject to Bylaw 10.5.

**2.8.2** There are no mandatory monetary dues for the Member class. The Board may seek voluntary contributions and establish reasonable dues for Allied Members or Conqueror Members. Inability to pay must not, by itself, prevent participation or cause loss of good standing where payment would create hardship. An accessible hardship waiver must be available without humiliating disclosure.

### 2.9 Good standing and cessation

**2.9.1** A person is in good standing unless a lawful suspension restricts good standing, applicable dues remain unpaid without a hardship waiver for more than six months after written notice, or a specific remedial condition imposed under Bylaw 2.11 has not been met. Loss of good standing for an alleged failure to meet a condition requires notice and a Panel determination under Part 10; it is not declared unilaterally by a Circle Leader. All Members retain notice and appeal rights despite loss of good standing, subject to lawful, proportionate participation restrictions.

**2.9.2** A person may resign by written or accessibly recorded notice. Membership also ends on death or expulsion under Bylaw 2.11. A change of class does not end membership. A former member retains the right to pursue an appeal concerning their resignation, classification, discipline or expulsion under Part 10.

### 2.10 Membership Review Panel

**2.10.1** Voting Members elect three to five persons annually to the Panel and elect a roster of alternates. A majority of the Panel must be Members. Panel members must ordinarily be independent of the Board and must not simultaneously be the Meeting Weaver.

**2.10.2** During startup or low membership, a General Meeting may authorize no more than one director to serve on the Panel if insufficient eligible, willing independent people are available. The reasons must be recorded, the exception reviewed at every General Meeting, and the overlap ended as soon as an eligible replacement is available and elected. The exception never permits a person to review their own decision or hear a matter in which they cannot act impartially.

**2.10.3** The quorum for a matter is three disinterested Panel members, a majority of whom must be Members. An elected alternate replaces a recused or unavailable Panel member for that matter and must meet the same independence and composition rules. The Panel decides by a majority of those hearing the matter, except that expulsion requires at least two-thirds of the full Panel complement, including substituted alternates. A tie does not approve a proposed decision. The full complement is the number of Panel seats fixed by the electing General Meeting.

**2.10.4** If an impartial quorum cannot be formed, the Board must promptly call a General Meeting to elect eligible replacements or alternates. It must not fill the Panel with original decision-makers to decide the dispute. Before the first General Meeting, only the limited interim arrangements in Bylaw 14.1.4 apply.

**2.10.5** Any member may bring any Society matter to the Panel, including information, a statement, concern, proposal, Board decision or possible Sunset Trigger. Receipt requires consideration, not a presumption that an allegation is true. The Panel must allow reasonable time and assistance to articulate the matter, identify the question and give reasons for its disposition. A matter submitted under another process retains that process's notice, timing and appeal safeguards.

**2.10.6** Within its bylaw authority, the Panel may uphold, vary or overturn a reviewed decision, or remit it for reconsideration with written reasons. This includes membership matters, Circle trials, delegated operations, compliance with these Bylaws and Board overrides of local decisions. Its lawful directions bind the Society internally. The Panel must not approve or sign statutory financial statements, exercise the Board's appointment of senior managers, remove a director, amend governing documents, authorize a transaction reserved to members, bind a separate entity or dispense with an act or duty reserved by law to another body. A review of such a reserved matter may require reasons and lawful reconsideration but does not itself perform the reserved act.

**2.10.7** If directors consider compliance with a Panel direction incompatible with a specific legal duty, the Board must promptly state in writing the applicable duty, material facts, precise conflict, minimum action considered necessary and steps for obtaining prompt independent legal clarification. It must provide the explanation to the Panel and affected persons, subject to privilege, and report progress until resolved. Only the conflicting part may be withheld; lawful remaining directions continue. A general assertion of Board authority is insufficient. The Panel and appeal bodies may review the adequacy of the explanation but cannot require an unlawful act. Nothing in these Bylaws exempts any person from duties or liability that the Act attaches to their actual functions.

**2.10.8** Each matter is judged individually. Earlier rulings may inform but do not determine the outcome. Decisions must identify the issue, material facts, applicable rules, reasons, remedy and any review date. Privacy-protected summaries must be accessible to All Members. Every Panel decision has the appeal route in Bylaw 10.4.

### 2.11 Discipline and expulsion

**2.11.1** A person may be disciplined or expelled only for a serious or repeated breach of Bylaw 2.8, material misuse of Society funds or property, violence or credible threats, retaliation, knowing material dishonesty in governance, or conduct significantly prejudicial to the Society's purposes.

**2.11.2** Before imposing discipline or expulsion, including an interim membership suspension, the Society must send written notice of the proposed action and reasons, disclose relevant non-privileged information and give a reasonable opportunity to make representations. The decision-maker must be impartial. Urgency may affect the practical time available but does not dispense with section 70 of the Act.

**2.11.3** Restorative processes should be offered where safe and appropriate, with voluntary participation and without replacing procedural fairness.

**2.11.4** The Panel may impose a warning, proportionate conditions, temporary suspension, removal from a non-director role or expulsion. Conditions must be specific and reasonably achievable. Expulsion requires the threshold in Bylaw 2.10.3. A decision affecting employment, contract rights or a separate entity operates only within the Society's lawful authority and does not dispense with applicable employment or contract obligations. It does not remove a director from statutory office.

**2.11.5** The Panel may impose a narrowly tailored urgent interim membership suspension only where reasonably necessary to prevent an immediate risk to safety, funds, records or legal compliance. If the Panel cannot respond in time, the Board may do so through an impartial decision and the process in Bylaw 2.11.2. The decision must give written reasons, identify the rights temporarily affected and be reviewed by the Panel within seven days. It expires no later than 30 days after imposition unless replaced by a reasoned Panel decision following the full fair process. Repeated interim suspensions must not circumvent that expiry or hearing. The startup rule in Bylaw 14.1.4 does not enlarge these powers.

**2.11.6** A trial pause under Part 6 is not membership discipline. Immediate lawful protective action concerning an activity, premises, access to particular property or an emergency does not itself suspend membership or voting rights. Any membership consequence requires this Bylaw and remains appealable under Part 10.

### 2.12 Privacy

**2.12.1** Membership, classification and case information must be collected, used, retained and disclosed only as reasonably necessary for governance, safety, legal compliance or an expressly consented purpose, in accordance with applicable privacy law. Access must be limited to those who need the information for that lawful purpose.

**2.12.2** Public disclosure of a person's Lived Experience, Sunset Trigger, income, health, criminalization, institutional history or recognition interview requires express informed consent unless law requires disclosure. Consent to internal documentation, anonymized aggregation, an oversight or legal submission, or public use authorizes only the agreed purpose and extent. Consent to one use is not consent to another.

## PART 3 GENERAL MEETINGS AND MEMBER DECISIONS

### 3.1 Annual and other General Meetings

**3.1.1** The Board must call an AGM to be held in each calendar year required by the Act. No AGM is required in the incorporation year. The AGM must receive the required financial statements and auditor's report, if any, conduct elections due under these Bylaws and address other duly notified business.

**3.1.2** Voting Members may requisition a General Meeting and submit member proposals under the Act. The Board must not use policy or delay to frustrate those rights. A General Meeting required for an appeal must be called under Bylaw 10.4 without requiring the appellant to obtain a statutory requisition.

### 3.2 Notice and accessibility

**3.2.1** The Society must send written notice of each General Meeting to All Members at least 14 days and not more than 60 days before the meeting, subject to any longer minimum in these Bylaws and the Act's waiver provisions. Notice must include the date, time, location if applicable, business and exact text of every proposed special resolution. For an electronic or hybrid meeting it must include instructions for attendance, participation and voting.

**3.2.2** Notice must be sent under Bylaw 12.1 and section 29 of the Act. Public or website postings supplement individual notice; they do not replace it. Accidental omission or non-receipt has the effect provided by section 77(3) of the Act.

**3.2.3** The Society must make reasonable efforts to reduce disability, transportation, technology, literacy, language, caregiving, poverty and housing-instability barriers to participation.

**3.2.4** The Secretary must arrange supplementary reminders to All Members three calendar days before, one calendar day before and on the day of each General Meeting before it begins. Each reminder must state the meeting time, place or access instructions and how to obtain the full notice, using accessible contact methods under Bylaw 12.1. Reminders do not replace formal notice, shorten its period or authorize new special-resolution business.

### 3.3 Quorum and adjournment

**3.3.1** Ordinary quorum is 10% of Voting Members, rounded up, with a minimum of three and maximum of fifteen. If there are fewer Voting Members than that quorum, all Voting Members constitute quorum. Business requires quorum while it is transacted; no vote may be taken when there are no Voting Members.

**3.3.2** If quorum is absent 30 minutes after the scheduled start, the meeting must be adjourned to a later date. The continuation requires fresh notice under Bylaw 3.2. If quorum is again absent 30 minutes after its scheduled start, the Voting Members present constitute a reduced quorum for ordinary business only.

**3.3.3** A reduced-quorum meeting may not alter the Constitution or Bylaws, approve any step under Bylaw 11.2, dispose of a Major Community Asset, dissolve the Society, decide Newly-Autonomous Affiliation or disaffiliation, or decide a membership appeal. Those matters must await ordinary quorum. Only unfinished business stated in the continuation notice may be considered.

### 3.4 Participation and meeting roles

**3.4.1** Meetings may be in person, electronic or hybrid as permitted by the Act. An in-person location must be in British Columbia unless the Act permits otherwise. An electronic meeting must allow all attendees to participate and must provide the communications facilities required by the Act.

**3.4.2** The rotating chair guides the agenda and moves business toward decisions. Until a General Meeting adopts the rotation, Voting Members present select a chair for each meeting. The chair must disclose conflicts and may be replaced for that meeting by ordinary resolution. The chair has no additional or casting vote.

**3.4.3** The Meeting Weaver protects fair participation, speaking order and impartial process and is a separate person from the rotating chair. Voting Members elect the Weaver at an AGM for a term fixed by that AGM, not exceeding three years. The Weaver must not simultaneously serve on the Board or Panel. The first General Meeting elects an interim Weaver under Part 14. A vacancy may be filled by a General Meeting until the next AGM.

**3.4.4** The Weaver must recuse when unable to act impartially. Any member may raise impartiality or conduct concerns. Voting Members present may select an eligible replacement for that meeting by ordinary resolution. If no Weaver is available, they select an acting Weaver. A temporary replacement does not itself end the elected term.

### 3.5 Consensus and voting

**3.5.1** The meeting must make a genuine effort to reach Consensus. If that fails after reasonable facilitated discussion, the chair must test for Consensus-minus-one and allow the meeting to decide whether to continue, defer, refer the matter to a Circle or vote. Neither a block nor facilitation may indefinitely prevent a lawful vote or defeat a statutory deadline.

**3.5.2** At a General Meeting an ordinary resolution requires more than half of valid votes cast. A special resolution requires at least two-thirds, except for a higher threshold lawfully required by these Bylaws. Abstentions are not votes cast. A tied vote fails. A consensus result must still be recorded as a resolution satisfying the applicable legal threshold where a resolution is required.

**3.5.3** Each Voting Member has one vote on each matter, subject only to lawful restrictions under the Act. Allied Members and Conqueror Members may speak but have no General Meeting vote. Proxy voting is prohibited. Circle delegates do not cast members' General Meeting votes.

**3.5.4** Voting may be by show of hands, oral response or an accessible ballot. Elections and decisions concerning an identifiable person must use a secret ballot on request of any Voting Member. The Society must provide practical assistance that preserves the voter's choice and secrecy; it must not dispense with the requested secrecy merely for convenience.

**3.5.5** Before a contested election the meeting fixes the number of seats to be filled within the applicable limits and confirms candidate consent and eligibility. Each Voting Member may vote for no more candidates than the number of seats to be filled. Candidates with the highest totals are elected, subject to the mandatory composition requirements. The ballot and count must separately identify any seats whose eligibility differs. A tie affecting a seat is resolved by a runoff among tied candidates; an unresolved tie leaves that seat vacant for a further election or a lawful vacancy appointment. Uncontested candidates may be elected together by ordinary resolution with their consent.

**3.5.6** Mail and secure electronic ballots are permitted under Bylaw 3.6. Statutory written consent resolutions remain available under the Act: an ordinary written consent resolution must be sent to all persons entitled to vote and receive the statutory consent threshold; a special written consent resolution requires all persons entitled to vote. A consent resolution must record each consent and the

completion date. It does not dispense with a valid additional approval required by Part 11. Statutory director removal and a deemed AGM remain governed by the Act.

### 3.6 Mail and electronic ballots

**3.6.1** For a meeting ballot, the notice must state the method, authentication, opening and closing times, how to obtain assistance, secrecy arrangements and counting method. Voting eligibility is checked when the vote is cast and at the applicable meeting vote. An advance ballot counts only on the unchanged proposition stated in the notice. A material amendment requires a new vote and must not be decided by treating an advance ballot as assent to the amendment.

**3.6.2** A Voting Member may submit only one effective vote on a proposition. A later authenticated replacement received before closing supersedes the earlier vote. The administrator must prevent duplicate counting between mail, electronic and in-person voting. A person does not constitute attendance or quorum merely by submitting an advance ballot.

**3.6.3** For a ballot conducted without a meeting, notice and the exact proposition must be sent to All Members at least 14 and not more than 60 days before closing. Voting must remain open for at least 14 days. The proposition cannot be amended during the ballot. The number of Voting Members returning valid ballots must meet ordinary General Meeting quorum, calculated at closing. The applicable ordinary or special majority is calculated from valid votes cast.

**3.6.4** A ballot without a meeting must not replace a meeting expressly required for a Core Safeguard, a Major Community Asset decision, a membership appeal or a Newly-Autonomous Affiliation or disaffiliation decision. Electronic participation and ballots at such meetings remain available. This restriction on a non-meeting ballot does not remove a written consent procedure that the Act requires the Society to recognize.

**3.6.5** The Board must appoint impartial ballot administrators, excluding candidates and parties to the matter. Mail ballots must use an identifiable outer return and a separate unmarked ballot envelope where secrecy is required; an electronic system must equivalently separate authentication from the vote. Administrators must verify entitlement, secure ballots, record valid votes for and against, abstentions and invalid ballots, certify the result and provide a process for correcting a counting error. No person's individual secret vote may be disclosed. The Society must retain the result and supporting election records securely for the period required by law and any longer duly adopted retention policy.

## PART 4 DIRECTORS AND THE COORDINATING CIRCLE

### 4.1 Role and number

**4.1.1** Subject to law, the Constitution and these Bylaws, the Board manages or supervises management of the Society's activities and internal affairs. It coordinates the Society and remains accountable to members; it does not own the movement.

**4.1.2** The Board consists of three to eleven directors, including at least one ordinarily resident in British Columbia. Once the Society has at least 25 Voting Members or the Federation Trigger occurs, its required range is five to eleven. The Board must arrange the additional election or lawful appointments promptly, and within 90 days of that threshold being reached. It must never rely on that transition to fall below the statutory minimum of three directors.

**4.1.3** A General Meeting fixes the number of seats within the applicable range. An odd number is preferred where practicable. Creating a Circle does not enlarge the Board; one director may lead more than one Circle and still has only one Board vote.

### 4.2 Lived Experience composition

**4.2.1** At least 75% of directors, rounded up, must be Members with Active Experience. Elections and appointments must maintain or restore that composition. This is a continuing composition requirement subject to Bylaw 4.2.2, not a power for the Panel to remove an individual director.

**4.2.2** If a class change, expiry of Active Experience or vacancy creates a shortfall, a director does not automatically cease office solely for that reason. The Board must arrange lawful correction at the earliest practicable election and no later than 90 days. Appointments must not worsen the shortfall. Statutory disqualification and the statutory minimum number and residency requirements remain applicable.

### 4.3 Technical and continuity seats

**4.3.1** Seats not required by Bylaw 4.2 may be filled by Members, Allied Members or Conqueror Members with useful technical, professional, cultural, historical or continuity experience.

**4.3.2** Voting Members elect directors except for the first directors and appointments authorized by Bylaw 4.5. Every director has one Board vote regardless of membership class, subject to conflicts rules. A Circle delegate has no Board vote merely because of that role.

### 4.4 Qualifications, elections and terms

**4.4.1** A director must meet the Act's qualifications and consent requirements and be in good standing when elected or appointed. Directors must complete reasonable governance training and comply with conflict and confidentiality duties. A later membership suspension, class transfer or loss of good standing does not itself remove a director; removal and statutory cessation follow Bylaw 4.5. This does not prevent restrictions on separate delegated operational powers under Bylaw 4.5.4.

**4.4.2** Directors are elected at the AGM through an accessible open nomination process permitting self-nomination. Candidate information must be distributed fairly. The election must identify any Circle leadership attached to a seat and apply Bylaw 3.5.5.

**4.4.3** A director's full term ends at the close of the second AGM after election. Terms must be staggered as equally as practicable; at the first election, approximately half the elected directors may receive a one-year term to establish staggering. Circle Leader elections follow the same director terms; annual election business does not shorten an unexpired two-year term.

**4.4.4** A director may serve no more than three consecutive full terms. After at least one year out of office, the person may seek election again.

### 4.5 Vacancies, cessation and removal

**4.5.1** A director ceases office when required by the Act, including resignation, death, removal, expiry of term or statutory disqualification. A resignation must be given in the manner provided by the Act. The Secretary must ensure required changes are filed with the registrar.

**4.5.2** The Board may fill a vacancy, including an unfilled seat fixed within the authorized Board range, until the next AGM. An appointment must maintain or restore Bylaws 4.1, 4.2 and 4.7. If the Board cannot form quorum, remaining directors may act only to fill necessary vacancies lawfully, call a General Meeting and protect the Society pending that meeting; they may not use this exception for ordinary discretionary business. Voting Members may elect replacements at a General Meeting, including a replacement permitted by section 50(2) of the Act.

**4.5.3** A director may be removed by special resolution under the Act. The statutory two-thirds threshold applies; Part 11 does not increase it. Notice must state the proposed removal, and the director must

have a reasonable opportunity to respond. The Panel's review or discipline power does not remove a director.

**4.5.4** For an urgent safety, financial, legal or records-protection reason, at least two-thirds of the other directors may temporarily restrict identified delegated operational powers, such as signing, spending or custody of particular assets. Written reasons must identify the restriction and necessity. A General Meeting must be called promptly to consider the matter. This power does not suspend statutory office, Board notice, participation, voting or lawful record access; statutory conflicts and other lawful restrictions remain applicable. Restrictions cannot be used as a substitute for removal.

### 4.6 Officers

**4.6.1** The Board appoints from among the directors a Coordinating Lead, Secretary and Treasurer, and may appoint a Deputy Coordinating Lead and other officers. The Coordinating Lead and Treasurer must be different people. Other offices may be combined.

**4.6.2** Officers carry out assigned duties within these Bylaws and do not independently override the Board, membership, Panel or lawful local authority. The Coordinating Lead is distinct from the chair selected for a General Meeting and from the Meeting Weaver.

### 4.7 Remuneration

**4.7.1** Directors receive no remuneration merely for serving as directors. Reasonable, necessary expenses may be reimbursed.

**4.7.2** A director or any member may receive fair and reasonable pay for separate employment or services for the Society, including a separate non-managerial job, if lawful, fully disclosed, independently approved and recorded under Bylaw 8.3. The interested person must not decide their own arrangement. Subject to applicable regulations, more than half of directors must neither receive nor be entitled to receive remuneration from the Society under employment or services contracts. Reimbursement under Bylaw 4.7.1 is not remuneration for separate work.

## PART 5 BOARD PROCEEDINGS AND DELEGATION

### 5.1 Board meetings

**5.1.1** The Board may meet in person or electronically. Each director must receive notice of a Board meeting. At least seven days should be given for a regular Board meeting and at least 48 hours for an urgent Board meeting, unless every director consents to shorter notice. Reasons for a shorter period without unanimous consent must be recorded. The mandatory General Meeting notice rules do not govern Board meetings.

**5.1.2** Quorum is a majority of directors then in office, with a majority of those present for quorum being Members with Active Experience. Conflicted directors do not count toward the quorum deciding the matter in which they must recuse. Bylaw 4.5.2 supplies the limited vacancy procedure.

**5.1.3** The Board must seek Consensus. After reasonable effort, a resolution passes by more than half of votes cast unless these Bylaws require a higher threshold. A tie defeats the resolution. No director has an additional or casting vote.

**5.1.4** A Board resolution without a meeting must be sent to all directors and consented to in writing by all directors entitled to decide it. Directors may not vote by proxy.

### 5.2 Conflicts and records

**5.2.1** A director or senior manager with a direct or indirect material interest must disclose its nature and extent promptly, abstain from decision and vote, leave the relevant discussion and vote except when lawfully invited to provide information, refrain from influence, and ensure the disclosure is recorded as required by law. An invitation to provide information does not authorize a vote. The Society must use a lawful disinterested process; these Bylaws do not authorize an interested person to approve their own related-party contract.

**5.2.2** Minutes must record attendance, resolutions, votes, conflicts and recusals, material information relied on and reasons for major decisions. Subject to Part 9, All Members must be able to understand what was decided and by what authority.

### 5.3 Delegation and mandates

**5.3.1** The Board may delegate operational authority through a written mandate to an officer, senior manager, Circle, Local Chapter, employee, contractor or agent. The mandate must identify purpose, scope, budget, reporting duties, duration and limits.

**5.3.2** Delegation does not relieve directors of statutory duties. No delegate may alter governing documents, appoint or remove directors, approve statutory financial statements or exercise another legally reserved power. Admission, classification and discipline may be exercised only by the bodies expressly authorized in Part 2. Panel review derives from these Bylaws and is not a revocable Board delegation.

**5.3.3** The body that establishes a mandate may amend it within its authority, with recorded reasons and reasonable notice to the affected Circle or Chapter. The Board may not remove authority conferred by a General Meeting merely by changing policy. A necessary temporary intervention to protect a specific legal duty must use the narrow written-reasons and review process in Bylaws 2.10.7 and 7.2.4, as applicable.

## PART 6 CIRCLES AND TRIAL RUNS

### 6.1 Establishment and mandate

**6.1.1** The Board or a General Meeting may establish a Circle for a defined function, program, project or area of work. Each Circle must have a written mandate stating its purpose, participation, decision process, delegated powers, budget, reporting relationship, privacy duties and review date.

**6.1.2** All Members participating in a Circle may take part in its internal decisions and delegate election unless a lawful mandate assigns a particular operational decision to a specified role. Non-members may participate and advise but have no formal vote. A Circle vote does not substitute for a General Meeting or Board vote required by law or these Bylaws.

**6.1.3** Until a Circle adopts a consistent procedure under its mandate, a decision requires a meeting with reasonable accessible notice to all its participating members, attendance of a majority of those members and a majority of votes cast after seeking Consensus. Where it has fewer than three participating members, all must attend. A trial-pause request does not require a Circle meeting or quorum.

### 6.2 Leadership and representation

**6.2.1** A Circle Leader sits on the Board and leads Circle operations. Voting Members elect Circle Leaders at an AGM to director seats under Part 4. The initial Board collectively appoints starting Circle Leaders from

among the first directors or through lawful vacancy appointments, until the first AGM. Between AGMs the Board may assign an existing director to fill a vacant Circle leadership role until the next AGM. A director may lead more than one Circle; each Circle retains its own delegate selection and the director has only one Board vote.

**6.2.2** Each Circle elects a delegate from among its participants. Leader and delegate must be different people unless every Society member participating in the Circle gives freely expressed unanimous consent to combining the roles, through an accessible confidential process. Silence, absence, abstention and pressure are not consent. Election as Leader does not itself elect that person as delegate.

**6.2.3** Any three participants within the Circle, or any five Society members including at least three Voting Members, may withdraw permission to combine the roles. The person continues as Leader, but the Circle must promptly elect a separate delegate. A confidential request may be given to the Secretary or Panel, which verifies the threshold without unnecessary disclosure. Direct access under Bylaw 6.2.5 continues during the vacancy.

**6.2.4** Circle participants raise ideas, concerns and proposals. Leaders carry them to the Board, which develops proposed responses. Delegates return proposals to Circles and collect responses, authorized votes and alternatives. This exchange repeats as needed, including lawful trials, until the body holding the relevant power adopts a process. A delegate must fairly convey the range of views, including unresolved concerns.

**6.2.5** Any member may bring information, ideas, concerns or proposals directly to the Board through accessible means without permission from a Leader or delegate. Agreement or disagreement with a proposal does not limit that right.

### 6.3 Circle discretion

**6.3.1** A Circle has broad discretion to act within its mandate, approved budget, pre-set boundaries, these Bylaws, lawful policy and applicable law, without separate Board approval for each action. A change crossing a boundary requires approval from the body holding that authority.

**6.3.2** A Circle may bind the Society to a contract, incur debt, hire or dismiss staff, control a bank account, dispose of property or speak for the whole Society only if its written mandate expressly authorizes the power. Part 8 asset and financial safeguards apply despite a mandate.

### 6.4 Trial authority and feedback

**6.4.1** From incorporation, Circles may initiate trials within Bylaw 6.3 without separate Board approval. A trial cannot suspend a bylaw, statutory duty or member right.

**6.4.2** Each trial must record its purpose, scope, responsible Circle, end date and how feedback returns to The People and Board. Non-member feedback must be encouraged and considered in an advisory capacity; members hold the deciding voice through the authorized process. Information about harm or a legal problem must be assessed on its merits regardless of who provides it. The trial ends on its stated date unless lawfully renewed or adopted; participation alone does not make it permanent.

**6.4.3** Anyone may raise a concern, to be considered at the next Circle meeting and referred to the Board where appropriate. Urgent concerns must receive prompt attention rather than awaiting a scheduled meeting.

### 6.5 Pauses and resumption

**6.5.1** A trial may be paused by its Circle Leader, any three participants within that Circle, or any five Society members including at least three Voting Members. No fixed category of grounds is required. A pause

must rest on a reasonable, defined concern, with sufficient time and support for the person raising it to give a full explanation. Receipt of a qualifying pause request pauses the trial while that explanation is completed. The Circle must promptly record the pause and inform those affected.

**6.5.2** A trial may resume when the Circle collectively determines, with recorded reasons, that the reasonable objections have been resolved, or the person raising an objection confirms its resolution, provided all other reasonable objections have been resolved. A collective pause request must identify the concerns and the people speaking to them; one person's withdrawal does not dispose of another person's unresolved reasonable objection.

**6.5.3** A person contesting the Circle's decision may appeal to the Board, then to the Panel, and then to Voting Members at a General Meeting under Part 10. Pending the Board's decision the contested resumption remains paused. If the Board agrees with the Circle that the reasonable objections are resolved, the trial may resume pending Panel review. The Panel may pause it again for a reasonable, clearly stated reason. The Panel's decision remains effective pending a General Meeting appeal.

**6.5.4** A Circle Leader or director involved in the original decision must not decide its Board or Panel appeal. If an impartial Board quorum cannot be formed, the matter proceeds promptly to the Panel, without treating the Board as having approved resumption.

## PART 7 LOCAL CHAPTERS AND FEDERATION

### 7.1 Recognition of Local Chapters

**7.1.1** Five or more Voting Members connected to a distinct Community may apply to form a Local Chapter. They must submit a local charter consistent with these Bylaws, identify a local coordinating group, select a local lead and delegate and provide a practical six-month operating plan.

**7.1.2** The Board must recognize an application meeting those objective requirements if the charter is lawful and consistent with the Society's purposes. It must give a reasoned decision within 30 days of receipt, identifying any essential missing information promptly. A refusal may be appealed directly to a General Meeting under the timing and fair-process rules in Bylaw 10.4. Any member may also request Panel review. The same appeal need not be pursued in both routes.

**7.1.3** The recognition decision must identify the Community's geographic scope. Overlap must be addressed with the affected local participants and written reasons, without artificial division or combination to manipulate the Federation Trigger or Community voting. Recognition does not create a separate corporation, partnership, unlimited agency or ownership of Society assets.

### 7.2 Local authority and Board responsibility

**7.2.1** Within its charter, delegated budget and binding funding conditions, a Local Chapter controls local priorities, service design, meetings, volunteer organization, community relationships, campaigns and allocation of assigned funds.

**7.2.2** A Chapter may adopt additional local policies responding to local conditions if consistent with law, the Constitution, these Bylaws, member rights, duly adopted conduct documents and the Society's binding obligations.

**7.2.3** The Board retains responsibility for the Society's statutory compliance, financial statements and filings, employment and major contracts, insurance, banking, ownership of assets, restricted grants and legal interests.

**7.2.4** The Board must not override a lawful local decision merely because another Community would choose differently. An override must be necessary to address a specific legal, safety, financial, funding,

member-rights or Society-wide conflict. Written reasons must identify the conflict, intervention, scope and review arrangements. The affected Chapter must have an opportunity to respond promptly. An urgent intervention must be no broader or longer than reasonably necessary.

**7.2.5** Any member may refer the override to the Panel, with appeal to a General Meeting under Part 10. The Panel must review the necessity and scope and may exercise Bylaw 2.10.6. This route does not extend the Society's authority over a separate Newly-Autonomous Affiliate.

### 7.3 Local accountability

**7.3.1** Each Chapter must hold accessible meetings, maintain minutes and records of entrusted funds, report at least quarterly to local participants and the Board, and elect its local delegate at least annually. Its charter must provide a clear local decision and replacement process, with fair notice and an opportunity to respond.

**7.3.2** A Chapter's local lead and delegate are local roles. Holding either role alone does not confer a Board seat. If its work is organized as a Part 6 Circle, the statutory Circle Leader and delegate rules also apply; local participants cannot remove a director from office by replacing a local role.

**7.3.3** The Board must review the objective reporting and activity requirements when reports are due and give notice of a specific deficiency, supporting information and an opportunity to correct or contest it. A finding of non-compliance requires reasons and may be reviewed by the Panel and appealed under Part 10. The factual period of compliance is determined from the records, not merely from when the Board acknowledges it. Recognition or good standing must not be withheld to delay the Federation Trigger or manipulate representation.

### 7.4 Purpose of federation

**7.4.1** Federation allows Communities to share identity, knowledge, principles, campaigns and mutual support while retaining authority over their own ordinary operations.

### 7.5 Federation Trigger

**7.5.1** The Federation Trigger occurs automatically when recognized Local Chapters operate in at least three distinct Communities and each has remained active and compliant with Bylaw 7.3 for at least six consecutive months.

**7.5.2** The Board must record the date the threshold is met. Failure or refusal to record it does not prevent activation. A later decline in numbers does not undo an activation already reached.

**7.5.3** Within 120 days after activation, the Board must convene a Federation Convention and establish the Executive Circle. Pending its establishment, the Board must arrange the Community representation and approvals required by Bylaws 7.6 and 11.2; delay does not waive those approvals.

### 7.6 Executive Circle

**7.6.1** Each recognized Chapter and Newly-Autonomous Affiliate in good standing selects a Community Representative and alternate by a democratic local process. Each distinct Community has one Executive Circle vote. Where more than one participating body represents the same Community, their representatives must agree how to cast that single vote under a joint local procedure; until such agreement, they may all speak but no conflicting or additional Community vote is cast. A transition from Chapter to Newly-Autonomous Affiliate does not create a second Community vote.

**7.6.2** The Executive Circle coordinates communication, shared learning, campaigns, mutual aid, proposed common standards, stewardship of the shared name and inter-community disputes. Its first

convention must settle detailed coordination procedures consistently with these Bylaws and the affected entities' agreements.

**7.6.3** The Executive Circle is not the Society's Board or a Newly-Autonomous Affiliate's board. It must not perform statutory director functions, control ordinary local operations, bind a Newly-Autonomous Affiliate, own local assets, hire or dismiss local personnel, or assume powers not expressly delegated by these Bylaws and written agreement.

**7.6.4** Quorum requires representation from at least two-thirds of participating Communities, rounded up. The Executive Circle must seek Consensus. If that fails after reasonable effort, a decision requires at least 75% of Community votes cast. A decision materially obliging a particular Community also requires that Community's express consent. An uncast Community vote is not an affirmative vote.

**7.6.5** Executive Circle decisions coordinate action. Any decision requiring action by the Society, Chapter or Newly-Autonomous Affiliate also requires approval through that body's lawful process unless authority was expressly delegated beforehand. The Executive Circle cannot amend these Bylaws or replace a statutory member resolution.

### 7.7 Newly-Autonomous Affiliation

**7.7.1** After the Federation Trigger, a Chapter may seek separate incorporation as a Newly-Autonomous Affiliate if at least two-thirds of all its Voting Members approve after receiving the proposed constitution, bylaws, transition plan, asset and liability terms and Newly-Autonomous Affiliation agreement. Local approval does not replace any Society asset approval under Bylaw 8.4 or section 92 of the Act.

**7.7.2** The Society must provide reasonable transition assistance and must not unreasonably withhold fair terms protecting restricted funds, workers, contracts, creditors, records, personal information, common assets and the Society's name.

**7.7.3** Legal autonomy begins only after valid separate incorporation and execution of the required transition and Newly-Autonomous Affiliation agreements. Until then the Community remains an internal Chapter. Society memberships do not automatically become Newly-Autonomous Affiliate memberships or vice versa; the relevant admission rules apply.

### 7.8 Agreements and legal separation

**7.8.1** Each Newly-Autonomous Affiliate must sign an agreement addressing the common covenant, names and marks, representation, data and records, shared campaigns, cost-sharing, mutual aid, dispute resolution, accountability, suspension and disaffiliation. An agreement must identify objective good-standing requirements and the notice, hearing and appeal process before Newly-Autonomous Affiliation rights may be restricted.

**7.8.2** No payment is required merely for Newly-Autonomous Affiliation under these Bylaws. Shared-cost contributions must be transparent, proportionate, approved by the participating entities and consistent with applicable law.

**7.8.3** A Newly-Autonomous Affiliate is a separate legal entity and is not a subsidiary, partner, agent or branch merely by Newly-Autonomous Affiliation. Authority to bind another entity requires its specific lawful authorization. The Society and other Communities do not assume a Newly-Autonomous Affiliate's debts, employment, tax, regulatory or other liabilities solely by Newly-Autonomous Affiliation; this does not negate liability otherwise arising by law or agreement.

### 7.9 Protection of local autonomy

**7.9.1** A Newly-Autonomous Affiliate controls its governance, membership, programs, staffing, budgets, fundraising, partnerships and local operations, subject to its own governing documents, law and agreement.

**7.9.2** The Society and Executive Circle may not intervene in a Newly-Autonomous Affiliate's internal affairs. Action against shared-name use or Newly-Autonomous Affiliation requires a serious breach of the common covenant, member safety, financial integrity, law or the agreement, and a process with notice, reasons, disclosure, response, impartial decision and appeal. The Board decides the Society's contractual action; the agreement must allow Panel review of that Society decision and appeal to the Society's Voting Members, with the affected Newly-Autonomous Affiliate entitled to be heard. This does not authorize the Panel or membership to govern the Newly-Autonomous Affiliate or alter its legal rights unilaterally.

**7.9.3** An emergency Newly-Autonomous Affiliation measure must be narrow, written and time-limited. It expires after 30 days unless the full agreed process is completed or a court or regulator requires otherwise. A pending internal appeal does not extend an emergency measure beyond its stated expiry.

**7.9.4** A Newly-Autonomous Affiliate may disaffiliate through its own lawful member process after addressing outstanding shared obligations, name use, records, funds, property and communications under the agreement. No Newly-Autonomous Affiliation agreement may reduce protections conferred on the Society's members by these Bylaws.

## PART 8 FINANCIAL INTEGRITY AND COMMUNITY ASSETS

### 8.1 Use of funds and reporting

**8.1.1** Income and property must advance the Society's purposes and must not be distributed for the private gain of members, directors or related persons, except for fair payment for authorized goods or services, reasonable reimbursement or assistance delivered in furtherance of the Society's purposes and permitted by law.

**8.1.2** The Board must approve an annual budget and provide All Members sufficient detail about expected revenue, programs, administration, compensation, debt, reserves and Chapter allocations. It must approve and have the required annual financial statements signed by a director before issue, present them and any auditor's report at the AGM, and make required remuneration and financial-assistance disclosures. The financial year-end is fixed by the Board consistently with statutory reporting and AGM deadlines.

### 8.2 Banking and authorization

**8.2.1** Funds must be held in the Society's legal name and separated from personal and other organizations' funds, except under a written trust, agency, shared-project or fiscal-sponsorship agreement approved by disinterested directors.

**8.2.2** Significant payments, transfers, contracts, borrowing, changes to banking access and asset dispositions or encumbrances require authorization by at least two authorized people. A written policy must define thresholds and separate initiation, approval and reconciliation of material transactions. Until that policy is adopted, all payments and commitments require two-person authorization. This does not substitute for Board or member approval otherwise required.

### 8.3 Related-party transactions

**8.3.1** A transaction involving a director, officer, senior manager, close family member, controlled entity or other related person requires disclosure, recusal, a documented comparison or independent fair-value assessment and approval by disinterested directors. If the required disinterested approval cannot be obtained, the transaction must not proceed merely through an interested person's vote; a lawful approval route consistent with these Bylaws must first be established.

**8.3.2** Material related-party transactions must be summarized in annual reporting to All Members, with necessary privacy protection. Membership or influence must not secure preferential assistance outside fair program criteria.

### 8.4 Major Community Assets

**8.4.1** A Major Community Asset is any interest in land or housing, any asset subject to a community-benefit restriction, or any asset or connected transaction valued at more than 25% of the Society's total assets shown in its most recent financial statements. Before the first financial statements, a current documented statement of assets approved by the Board supplies the denominator. Connected transactions forming part of one arrangement or substantially the same disposal must be considered together; they must not be divided to avoid approval.

**8.4.2** Before a sale, transfer, mortgage, long-term lease or other material encumbrance of a Major Community Asset, the Board must obtain an independent valuation or written professional assessment, send material terms and reasons to All Members with the General Meeting notice, and obtain at least 75% approval of votes cast at a General Meeting with ordinary quorum. The approval must identify the asset, transaction, material terms and any limits on execution. A material departure requires fresh approval. A purchase intention, annual budget or Circle mandate alone is insufficient.

**8.4.3** These safeguards do not reduce a statutory special-resolution requirement, including disposal of all or substantially all of the undertaking under section 92 of the Act, or a donor restriction, trust, grant, mortgage, covenant or other binding obligation. A transaction requiring a special resolution must be notified and approved as such, with any higher bylaw threshold applied.

**8.4.4** Consumable supplies and inventory acquired or donated for ordinary distribution to intended program beneficiaries may be distributed within a written program mandate and approved budget without Bylaw 8.4.2 approval only if the items are not Major Community Assets. The exception excludes land, housing, restricted assets, retained equipment, borrowing and transfers of the undertaking. It cannot be used to divide a connected transaction or to make a distribution contrary to a restriction or law.

**8.4.5** A long-term lease includes a lease or connected arrangement that materially commits the Society's control or use of land or housing beyond ordinary beneficiary occupancy. Ordinary beneficiary tenancies may be granted under a housing program only within material occupancy terms and limits previously approved through Bylaw 8.4.2. An arrangement transferring ownership, effective long-term control or a material economic interest requires its own applicable approval. The Board must record the basis for treating an occupancy as within the approved program.

### 8.5 Borrowing and investment

**8.5.1** The Board may borrow for the Society's purposes, subject to the budget and financial controls. Security over a Major Community Asset requires Bylaw 8.4 approval. Investments must comply with the Act, binding restrictions and the Society's purposes.

### 8.6 Organizational separation and non-coercion

**8.6.1** The Society must remain institutionally separate from each separately constituted cooperative, company, social enterprise or operating body, including a body using the names Hardy Hands or FRAME Courtenay. Separation concerns that body's customer contracting, employment, finances and operations. The Society may conduct its own lawful programs, employ staff and contract for goods and services under these Bylaws.

**8.6.2** Referrals, shared projects and service relationships with a separate operating body require written terms and separate finances, records, consent, decision-making, employment authority, customer relationships and conflict controls.

**8.6.3** No person may be required to support a Society campaign, political position or public statement to receive work, training, a referral or basic participation. Commercial relationships must not be used to pressure customers or contracting parties politically.

## PART 9 RECORDS AND INFORMATION PROTECTION

### 9.1 Required records and access

**9.1.1** The Society must maintain the complete, secure and accessible records required by the Act, including its current governing documents, registers, resolutions, minutes, financial records and filed statements. It must maintain a registered office in British Columbia and keep records accessible at a lawful location or by a lawful electronic arrangement.

**9.1.2** All Members have the inspection and copying rights provided by the Act. A restriction on inspection of the member register must meet the Act's requirements, identify the concern for harm and preserve the statutory routes for lawful organizing, meeting requisitions, proposals and other authorized uses. Confidentiality policy must not override a statutory access right.

**9.1.3** The statutory member register must contain only members' names and contact information, organized by membership class, as required by section 20 of the Act. Effective dates, membership histories, income information, good-standing determinations and case details must be kept in separate records, with access and use governed by applicable law and these Bylaws.

### 9.2 Proactive transparency

**9.2.1** Subject to lawful privacy, privilege, safety and legitimate confidentiality, All Members must have access to the current Constitution and Bylaws, major policies, General Meeting minutes, approved budgets, annual financial statements, an asset register, director and senior-manager conflict disclosures, material contracts, remuneration disclosures, and summaries of Panel and Executive Circle decisions.

**9.2.2** Quarterly financial information must show actual revenue and spending against budget, material variances, restricted funds, debt, major commitments and Chapter allocations.

**9.2.3** A major decision must leave a written record identifying who decided, their authority, information considered, material alternatives, conflicts and reasons.

**9.2.4** Public reports must distinguish established activities and verified results from proposals, trials, funding requests, possible partnerships and unsecured legal or policy outcomes. The Society should report measurable progress, including participation and training, records obtained, claims verified or corrected, constructive meetings, referrals, practical trials, work opportunities, skills developed, protected assets and financial controls.

### 9.3 Confidential information

**9.3.1** Personal information, case records, safety plans, legal advice, personnel matters and information exposing a vulnerable person to harm must not be made public merely in the name of transparency. General Meeting appeals must use the least identifying information reasonably necessary for a fair decision.

**9.3.2** The Board must adopt proportionate retention, access, consent, correction, breach-response and secure-destruction policies. Personal and case records must preserve the person's consent choices and must not be repurposed merely because another campaign, research, complaint, fundraising or publication use later appears useful. Statutory retention and disclosure obligations continue to apply.

### 9.4 Evidence integrity

**9.4.1** Campaigns, submissions, publications and statements must distinguish verified facts, first-person testimony, documents, reasonable inference, unverified allegations, opinion and proposed solutions.

**9.4.2** A personal account may justify investigation without proving every conclusion. Material numbers and legal claims must be dated, sourced, geographically accurate and checked for arithmetic and citation errors. Material errors must be corrected when discovered, including those appearing to support the Society's position.

## PART 10 FAIR PROCESS AND APPEALS

### 10.1 Fair process

**10.1.1** A process materially affecting a person's rights, role, reputation, membership, access or livelihood must provide clear issues or allegations, adequate notice, relevant non-privileged information, reasonable opportunity to answer, an impartial hearing, written reasons and a meaningful appeal. A support person and reasonable communication or disability accommodations must be allowed.

**10.1.2** A complainant, respondent, material witness, original decision-maker or person otherwise unable to act impartially must not decide the matter at the Board or Panel stage. A person with a close relationship or supervisory interest must disclose it and withdraw where impartiality is impaired. At a General Meeting, Bylaw 10.4.5 governs the separate statutory voting-rights issue.

**10.1.3** The decision-maker must identify the rule applied and the facts found on the information reasonably available. The affected person must be able to address material adverse information. A disputed assertion or a failure to provide unnecessarily intrusive information is not, without more, proof of misconduct.

### 10.2 Restorative resolution

**10.2.1** Facilitated dialogue, mediation, restorative circles, undertakings, education and repair agreements may be used when voluntary, safe, lawful and proportionate.

**10.2.2** No restorative measure may pressure a person to meet an alleged abuser, surrender legal rights, withdraw a good-faith complaint or accept retaliation. Monetary restitution must reflect a lawful, proportionate remedy or voluntary agreement; the Panel cannot create a court-enforceable debt merely by calling a payment restitution.

### 10.3 Non-retaliation

**10.3.1** No person may retaliate against a member, director, worker, volunteer, complainant, respondent, witness or Chapter for raising a good-faith concern, requesting records, appealing or participating in a lawful member process.

**10.3.2** Knowingly false allegations may be addressed through fair process. An allegation is not false merely because it is unproven, disputed or ultimately unsuccessful.

### 10.4 Appeals and timing

**10.4.1** Every Panel decision may be appealed to Voting Members at a General Meeting by the member or applicant whose matter was decided, a person whose trial objection was reviewed, or another person or Newly-Autonomous Affiliate directly affected by that decision. The Panel's decision remains in effect pending appeal, subject to its own expiry, any lawful revision or a binding legal order.

**10.4.2** An appeal to the Board, Panel or General Meeting must be lodged within 30 days after receipt of the written decision and reasons. The receiving body must allow reasonable additional time where illness, disability, housing instability, lack of accessible notice or a comparable barrier justifies it. A short accessible statement identifying the decision, concern and requested outcome is sufficient; assistance must be available. Receipt by the Secretary or the Society's published complaints contact is receipt for this internal process and must be forwarded promptly without restarting the clock.

**10.4.3** Each appeal must be heard within 60 days after receipt unless the appellant agrees to longer. A General Meeting must be held within that period with the required notice and ordinary quorum. The Board must arrange any necessary election of disinterested Panel alternates early enough to meet the deadline. The hearing and reasons must be completed promptly; a formal opening or adjournment must not be used to evade the deadline. A body unable to decide in time must give reasons and immediately take lawful steps to secure a functioning hearing; delay does not cancel the appeal.

**10.4.4** The appeal notice must explain the issue, process and possible outcomes without unnecessary disclosure of private information. The appellant and affected parties must receive adequate reasons and relevant non-privileged material and be heard. The Board or Panel hearing an appeal may affirm, vary, overturn or remit a decision within its authority. The General Meeting does so by ordinary resolution unless the Act or a specific bylaw requires a higher threshold. A decision to impose expulsion on appeal requires at least two-thirds of votes cast, following Bylaw 2.11.2.

**10.4.5** At a General Meeting appeal, original decision-makers and other interested persons must disclose their involvement and must not chair, act as Weaver, administer the ballot or present themselves as independent adjudicators. They may give evidence or explain the earlier decision with a fair opportunity for response. They should voluntarily abstain where impartiality is compromised. A Voting Member's General Meeting vote must not be disallowed solely because of that involvement; section 84 of the Act governs the right to vote. The meeting must use impartial facilitation and the secret-ballot protections in Bylaw 3.5.4.

**10.4.6** An appeal cannot amend these Bylaws, remove a director, dispense with a statutory decision or alter a separate entity's legal rights. Any such action requires its own applicable authority and process. Internal proceedings do not require anyone to surrender access to a court, tribunal, regulator or other legal remedy.

**10.4.7** A Board or Circle trial decision has the interim effect specified in Bylaw 6.5. A Panel decision has the effect in Bylaw 10.4.1. A request to change or review a remedy does not extend the appeal deadline

unless an extension is granted under Bylaw 10.4.2; any materially changed decision carries a fresh appeal opportunity concerning the change.

### 10.5 Guidance and reviewable remedies

**10.5.1** The Society will develop four subordinate guidance documents: Code of Ethics, Trades and Disputes, Covenant of Non-Violence, and Moving to Mastery. They may anticipate problems and provide responses, restitution guidance and paths for learning and responsibility. Their unwritten or unadopted contents impose no membership condition. Existing bylaw duties apply immediately.

**10.5.2** Each case must be considered individually. The Panel may depart from a suggested remedy with reasons. A lawful and proportionate remedy may be tried, evaluated and changed through review, with purpose, duration, review date and responsible body recorded. A review must hear affected persons before materially changing a remedy. A trial remedy cannot expand the penalties authorized by these Bylaws or waive consent, fair process, appeals or legal rights.

**10.5.3** A General Meeting must approve the four guidance documents and substantive revisions after accessible circulation. Before approval, the Board may publish proposed guidance and use existing lawful powers, but may not enforce proposed content as an additional membership condition. Policy examples may explain existing duties; changing a substantive right or power requires Part 11.

## PART 11 CORE SAFEGUARDS AND AMENDMENTS

### 11.1 Protected provisions

**11.1.1** Core Safeguards comprise: the three membership classes and exclusive voting rights of the Member class; admission, recognition, Sunset Trigger, pause, reset and return rules; the 75% Active Experience Board composition; Panel independence and review authority; the separate Meeting Weaver role; Circle autonomy, representation, trial and appeal protections; discipline, consent, privacy and fair-process safeguards; Chapter authority, the Federation Trigger and Newly-Autonomous Affiliate independence; financial conflicts and organizational separation; Major Community Asset protections; transparency rights; this amendment procedure; and the dissolution asset dedication.

**11.1.2** A change to a definition or another provision that materially changes the operation of a Core Safeguard is an alteration of that safeguard. No policy, mandate, interpretation, trial, contract or indirect alteration may bypass this Part. Core Safeguards are alterable through the lawful process in this Part; they are not declared legally unalterable.

### 11.2 Core Safeguard process

**11.2.1** The Society must send All Members notice at least 30 and not more than 60 days before a first General Meeting, identifying the existing and proposed wording and a plain-language comparison. Approval in principle requires at least 80% of votes cast with ordinary quorum. This first vote does not itself alter the governing documents.

**11.2.2** The same alteration must then be authorized by special resolution with at least 80% of votes cast and ordinary quorum at a second General Meeting held 21 to 90 days after the first. The second meeting requires its own notice under Bylaw 3.2, including the exact special resolution. A material change to the proposal restarts the two-meeting process. The required notice, approvals, dates and results must be recorded.

**11.2.3** After the Federation Trigger, an alteration materially reducing Chapter or Newly-Autonomous Affiliate authority also requires affirmative approval from at least 75% of all Communities represented in the Executive Circle, counting each Community once, and separate consent from each Newly-

Autonomous Affiliate whose existing legal rights would be changed. These approvals must be obtained before the final special resolution. An abstention or missing Community approval is not affirmative consent. Bylaw 7.6.1 governs a shared Community vote.

**11.2.4** After the required authorization and approvals, the Society must file the applicable alteration application. A bylaw alteration takes effect on filing under section 17 of the Act and a constitutional alteration under section 15. Policies, interpretations, trial outcomes and first-General-Meeting decisions do not substitute for authorization and filing.

**11.2.5** These requirements operate to the extent permitted by the Act. They do not increase the statutory threshold for removing a director or exclude an overriding statutory or court-ordered procedure. A written consent resolution has only the effect given by the Act and does not itself waive a valid separate Community or Newly-Autonomous Affiliate consent requirement.

### 11.3 Other alterations and hierarchy

**11.3.1** The Constitution or a bylaw outside the Core Safeguards may be altered by special resolution and filing as required by the Act.

**11.3.2** Policies, Circle mandates, local charters, Executive Circle decisions, contracts and Newly-Autonomous Affiliation agreements must remain consistent with law, the Constitution and these Bylaws. A lawful obligation to a third party is not extinguished merely by an internal decision that it was unauthorized.

## PART 12 NOTICES AND POLICIES

### 12.1 Accessible notices

**12.1.1** A record must be sent in the manner agreed with its intended recipient where applicable under section 29 of the Act. Otherwise, notices under these Bylaws may be sent personally, by mail, by email, by consented text message or by another reliable electronic method to current contact information in the register. A message must contain the full required information or a reliably accessible copy. Public posting alone is insufficient individual notice.

**12.1.2** All Members must provide current contact information so far as reasonably able. The Society must maintain reasonable non-digital options and may record a person's agreed care-of or contact arrangement where they lack reliable housing or technology. It must keep a record of sending and address known delivery failures reasonably promptly. These arrangements do not alter statutory service or delivery requirements for requisitions and other records.

### 12.2 Policies and member oversight

**12.2.1** The Board may adopt operational policies consistent with these Bylaws, including finance, privacy, safety, elections, electronic voting, conflicts, compensation, Chapters, Newly-Autonomous Affiliation, complaints and records. Matters reserved for a General Meeting by these Bylaws remain reserved.

**12.2.2** Each policy must identify its authority, approval date, review date and responsible body. Policies must be accessible to All Members, with only necessary lawful confidentiality restrictions. A policy cannot create a new voting restriction, discipline power, income threshold or amendment route.

## PART 13 RESTRICTIONS AND DISSOLUTION

### 13.1 Restrictions

**13.1.1** Carrying on a business for profit or gain must not be a purpose of the Society. Revenue-generating activity may advance or support its purposes, with proceeds applied to those purposes.

**13.1.2** Income or property must not be distributed to members except as permitted by Bylaw 8.1.1 and law. A Major Community Asset must not be disposed of or encumbered except under Bylaw 8.4.

### 13.2 Dissolution

**13.2.1** On winding up or dissolution, liabilities must be paid or lawfully provided for before distribution of remaining property. Remaining property must not be distributed to members.

**13.2.2** Remaining property must go to one or more Canadian registered charities or other qualified donees with similar purposes. If no suitable qualified donee is available and law permits, it may go to another British Columbia society with similar purposes that is not member-funded and has an enforceable prohibition on distribution to members. Every recipient must qualify under the Act, and binding donor, trust, grant and other asset restrictions must be respected.

**13.2.3** Voting Members must select recipients through the resolution required by law, preferring organizations led by and serving people directly affected by poverty, homelessness, housing insecurity or systemic dispossession. Voluntary dissolution and liquidation must follow the applicable statutory procedure; this asset dedication is protected by Part 11.

## PART 14 INITIAL GOVERNANCE AND FOUNDING REVIEW

### 14.1 Initial arrangements

**14.1.1** First directors designated in the incorporation application serve until successors are elected at the first AGM, subject to the Act and earlier lawful cessation. They must satisfy statutory qualifications, consent and residency requirements and the initial composition requirements of these Bylaws.

**14.1.2** The first General Meeting must elect an interim Panel, alternates and an interim Meeting Weaver until the first AGM. If that first meeting is the first AGM, it makes the regular elections instead. The first AGM establishes staggered Board terms, elects the Panel and elects the Weaver for a term it sets at no more than three years.

**14.1.3** Incorporation applicants are members under the Act. An individual applicant meeting Bylaw 2.2.1 is in the Member class from incorporation unless they choose Allied membership; another applicant is an Allied Member, subject to any legally required representation. The first directors must record those initial memberships promptly. Informal participation alone does not confer statutory membership on anyone else. Other founding participants use the regular admission route through a simplified accessible declaration, with the same substantive criteria.

**14.1.4** Before the first Panel election, the Board may make necessary interim admission and protective operational decisions within its existing authority, with reasons and fresh review by the first elected Panel. It may impose an interim membership suspension only under Bylaw 2.11.5. It may not use the absence of a Panel for permanent expulsion, a final adverse Sunset Trigger transfer or review of its own disputed decision. A matter requiring an impartial Panel must prompt an earlier General Meeting to elect one. The temporary overlap exception requires Bylaw 2.10.2 approval and does not waive impartiality.

**14.1.5** Essential finance, privacy, conflicts, complaints, elections, electronic-voting and Chapter policies must be adopted within 180 days of incorporation. Until then the express interim rules and safeguards in these Bylaws apply. Missing policy does not suspend a right or expand a power.

### 14.2 First General Meeting and operational decisions

**14.2.1** The first General Meeting must be held within 90 days of incorporation. It must address chair rotation; detailed trial, feedback, review and stopping procedures; development and approval arrangements for the four guidance documents; and any continuing need for a permitted Panel overlap exception.

**14.2.2** Until those decisions are made, each General Meeting selects its chair, Circles use the interim decision procedure, trials operate under Part 6 and remedies under Part 10, and the express financial controls apply. A deferral leaves those rules in force. No founding-review decision may change a membership right, income rule, authority, threshold or Core Safeguard without Part 11 and any required filing.

# PART 15 GOOD FAITH AND NO DELIBERATE CIRCUMVENTION

## 15.1 Good faith

**15.1.1** All Members and persons exercising authority on behalf of the Society must act honestly and in good faith when interpreting, applying or exercising rights and powers under the Constitution and these Bylaws, having regard to their wording, purposes and safeguards.

## 15.2 No deliberate circumvention

**15.2.1** No person may deliberately exploit an ambiguity, omission, technicality or procedural arrangement to defeat a requirement or safeguard of the Constitution or these Bylaws. This includes arranging resignations, reapplications, transactions, delegations or a series of formally separate acts for that purpose, even where an individual step appears permitted when considered alone.

## 15.3 Protection of good-faith participation

**15.3.1** Identifying a loophole, proposing an amendment, reasonably disagreeing about interpretation, questioning authority, making a complaint, appealing a decision or exercising a lawful right does not itself constitute bad faith or circumvention. An honest mistake or an unsuccessful argument does not itself establish deliberate misconduct.

## 15.4 Interpretation and accountability

**15.4.1** A finding of deliberate circumvention must identify the specific requirement or safeguard, the conduct in question and the evidence supporting that finding, with written reasons and the fair process and appeal rights in Part 10. Any discipline must remain within Bylaw 2.11.

**15.4.2** An appeal to the "spirit" of the document must not override its express wording, create an unwritten membership condition, expand a governing body's authority or bypass the amendment process in Part 11. This Part protects the Society's shared undertaking to reduce the suffering of those who suffer most while respecting the rights, dignity and meaningful participation of the people it serves.