

# ARROWSMITH COMMUNITY JUSTICE SOCIETY

## By-Laws



Revised: 28 Nov 2016

### BY-LAWS Section "B" Society Act

#### *Part 1 – Interpretation*

1. (1) In these bylaws, unless the content otherwise requires,
  - (a) “directors” means the directors of the society;
  - (b) “Society Act” means the *Society Act of the Province of British Columbia* and all amendment to it
  - (c) “registered address” of a member means the address as recorded in the register of members
- (2) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.

#### *Part 2 – Membership*

2. The members of the society are the applicants for incorporation of the society, and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.
3. A person may apply to the directors for membership in the society and on acceptance by the directors shall be a member, except that voting privileges of new members shall not be in effect for sixty (60) days from date of membership.
4. Every member shall uphold the constitution and comply with these bylaws.
5. The amount of the first annual membership dues (if any) shall be determined by the directors and after that any changes to membership dues shall be determined at the annual general meeting of the society.
6. A person shall cease to be a member of the society
  - (a) by delivering their resignation in writing to the society by mailing, emailing or delivering it to the address of the society;
  - (b) on death or in the case of a corporation upon dissolution;
  - (c) on being expelled; or
  - (d) on not being a member in good standing for 12 consecutive months..
7. (1) A member may be expelled by a special resolution of the members passed at a general meeting.
  - (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
  - (3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
8. All members are in good standing except a member whose membership has become inactive. Inactive member is defined as a person who has not taken a case, attended a meeting or training session for a period of two years.

### *Part 3- Meetings of Members*

9. General meetings of the society shall be held at the time and place, in accordance with the *Society Act*, that the directors decide.
- 10.. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
11. The directors may convene an extraordinary general meeting.
12. (1) Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business.  
(2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
13. The first annual general meeting of the society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

### *Part 4 - Proceeding at General Meetings*

14. Special business is
  - (a) all business at an extraordinary general meeting except the adoption of rules of order; and
  - (b) all business transacted at an annual general meeting, except,
    - (i) the adoption of rules of order;
    - (ii) the consideration of the financial statements;
    - (iii) the report of the directors;
    - (iv) the report of the audit/financial reviewer, if any;
    - (v) the election of directors;
    - (vi) the appointment of the accountant, if required; and
    - (vii) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
15. (1) No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.  
(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.  
(3) A quorum is 3 members present or a greater number that the members may determine at a general meeting.
16. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
17. Subject to bylaw 18, the chairperson of the society, the vice chairperson or in the absence of both, one of the other directors present, shall preside as chairperson of a general meeting.
18. If at a general meeting
  - (a) there is no chairperson, vice-chairperson or other director present within 15 minutes after the time appointed for, holding the meeting; or
  - (b) if all the other directors present are unwilling to act as chairperson,the members present shall choose one of their number to be chairperson.
19. (1) A general meeting may be adjourned and be held in a different location but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.  
(2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.  
(3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

20. (1) No resolution proposed at a meeting need be seconded.
- (2) In case of an equality of votes the chairperson shall have a casting vote.
21. (1) A member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting is by show of hands.
- (3) Voting by proxy is not permitted.
22. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member. That representative shall be reckoned as a member for all purposes with respect to a meeting of the society. A corporate member shall have one vote.

*Part 5-Directors and Officers*

23. (1) The directors may exercise powers and acts given to them by the society in general meeting, but subject, nevertheless, to
  - (a) all laws affecting the society;
  - (b) the bylaws; and
  - (c) rules, not being inconsistent with the bylaws, which are made by the society in general meeting
- (2) No rule, made by the society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
24. (1) The chairperson and vice chairperson, secretary, treasurer shall be directors of the society
- (2) The secretary and treasurer shall be members of the society but not necessarily directors of the society
- (3) The number of directors shall be a minimum of 5 to a maximum of 11 at the determination of the board of directors.
25. (1) A director shall:
  - (a) Be elected for a two year term. Approximately one-half of the Board shall be elected on alternating years.
  - (b) Retire from office at each annual general meeting when their successors shall be elected.
- (2) A slate of names for vacant board seats shall be presented for election at the annual general meeting. Nominations from the floor will be accepted. If the names outnumber the vacant seats available, an election by ballot will be held.
- (3) An election may be by acclamation, otherwise it shall be by ballot.
26. (1) The directors may at any time appoint to fill a vacancy in the board of directors.
- (2) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at that meeting.
27. (1) If a director resigns from office or otherwise ceases to hold office, the remaining directors can appoint a member to take the place of the former director.
- (2) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
28. The members may by special resolution remove a director before the expiration of their term of office, and may elect a successor to complete the term of office.
- 29.. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the society.

*Part 6- Proceedings of Directors*

30. (1) The directors may meet together, adjourn and otherwise regulate their meetings and proceedings, as appropriate.
- (2) The directors may decide upon the quorum necessary to transact business, and unless so fixed, the quorum shall be a majority of the directors then in office.
- (3) The chairperson shall be chairperson of all meetings of the directors, but if at a meeting the chairperson is not present within 30 minutes the vice-chairperson shall act as chairperson; but if neither is present the directors present may choose one of their number to be chairperson at that meeting.
- (4) A director may at any time request a meeting of the directors.

31. (1) The directors may delegate any, but not all, of their responsibilities to committees consisting of directors and other members of the society, as appropriate.
- (2) A committee so formed shall conform to any restrictions imposed on it by the directors. The results of the meeting shall be reported at the next Board meeting.
32. A committee chairperson shall be a director; but if no chairperson is appointed, or if at a meeting the chairperson is not present within 30 minutes after the time appointed for holding the meeting, the director present who are members of the committee shall choose one of their number to be chairperson of the meeting
33. A director who may be absent temporarily from British Columbia will notify the chairperson.
34. (1) Issues arising at a meeting of the directors shall be decided upon by consensus of those directors present.
- (2) If consensus cannot be reached, a majority vote will be taken
- (3) In case of a tie, the chairperson casts a deciding vote.

#### *Part 7- Duties of Officers*

35. (1) The chairperson shall preside at all meetings of the society and of the directors
- (2) The chairperson is the chief executive officer of the society
- (3) The chairperson shall
  - (a) have custody of all records & documents of the society except those required to be kept by the secretary or the treasurer
  - (b) issue notices of meetings of the society and directors;
36. The vice-chairperson shall carry out the duties of the chairperson during the chairperson's absence
37. The secretary shall
  - (a) conduct the correspondence of the society.
  - (b) keep minutes of all meetings of the society and directors;
  - (c) have custody of all minutes and correspondence of the society, and
  - (d) maintain the register of members.
38. The treasurer shall
  - (a) keep the financial records, including books of account, necessary to comply with the Society Act; and
  - (b) render financial statements to the directors, members and others when required
39. The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.
40. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary.

#### *Part 8- Borrowing*

43. In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.
44. No debenture shall be issued without the sanction of a special resolution
45. The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

#### *Part 9- Accountant*

46. This part applies only where the society is required or has resolved to have an accountant.
47. The first accountant shall be appointed by the directors who shall also fill all vacancies occurring thereafter.
48. At each annual general meeting the society shall appoint an accountant.
49. An accountant may be removed by ordinary resolution.
50. An accountant shall be promptly informed in writing of appointment or removal
51. No director and no employee of the society shall be accountant.
52. The accountant may attend general meetings

*Part 10 - Notices to Members*

53. A notice may be given to a member, either personally or by e-mail.
54. A notice sent by e-mail shall be deemed to have been given on the day sent on proving that notice was properly addressed and no delivery rejected notice returned to sender.
55. (1) Notice of a general meeting shall be given to
  - (a) every member shown on the register of members on the day notice is given; and
  - (b) the accountant, if Part 9 applies(2) No other person is entitled to receive a notice of general meeting.

*Part 11- Bylaws*

56. On being admitted to membership, each member is entitled to a copy of the constitution and bylaws of the society.
  57. These bylaws shall not be altered or added to except by special resolution.
  58. The purposes of the society shall be carried out without purpose of gain for its members. Any profits or other accretions to the society shall be used for promoting its purpose. **This provision was previously unalterable.**
  59. On winding up and dissolution of the society all assets remaining after all debts have been paid or provision for payment has been made, will be paid, transferred or delivered to a charitable organization, charitable corporation, or charitable trust recognized by Revenue Canada as being qualified as such under the provisions of the "Income Tax Act of Canada" from time to time in effect. **This provision was previously unalterable.**
  60. In addition to the stipulations in clause #59, the said charitable organization must be based in British Columbia, Canada. **This provision was previously unalterable.**
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