

# **Bylaws of the qathet Community Justice Society (the "Society")**

## **PART 1 – DEFINITIONS AND INTERPRETATION**

### **Definitions**

**1.1** In these Bylaws:

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

"**Board**" means the directors of the Society;

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

### **Definitions in Act apply**

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

### **Conflict with Act or regulations**

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

## **PART 2 – MEMBERS**

### **Application for membership**

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

### **Duties of members**

**2.2** Every member must uphold the constitution of the Society and must comply with these Bylaws.

### **Amount of membership dues**

**2.3** The amount of the annual membership dues, if any, must be determined by the Board.

### **Member not in good standing**

**2.4** A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

### **Member not in good standing may not vote**

**2.5** A voting member who is not in good standing

- (a) may not vote at a general meeting, and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

### **Termination of membership if member not in good standing**

**2.6** A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

## **PART 3 – GENERAL MEETINGS OF MEMBERS**

### **Time and place of general meeting**

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

### **Ordinary business at general meeting**

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

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor; (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

### **Notice of special business**

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

### **Chair of general meeting**

**3.4** The following individual is entitled to preside as the chair of a general

meeting:

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

### **Alternate chair of general meeting**

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

### **Quorum required**

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

### **Quorum for general meetings**

**3.7** The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.

### **Lack of quorum at commencement of meeting**

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

### **If quorum ceases to be present**

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

### **Adjournments by chair**

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

## **Notice of continuation of adjourned general meeting**

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

## **Order of business at general meeting**

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

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

## **Methods of voting**

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

## **Announcement of result**

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

## **Proxy voting not permitted**

**3.15** Voting by proxy is permitted.

## **Matters decided at general meeting by ordinary resolution**

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

## **PART 4 – DIRECTORS**

### **Number of directors on Board**

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

### **Nominating Committee**

**4.2** An ad hoc Nominating Committee will be struck from time to time by the Board.

### **Call for nominations**

**4.3** At least 60 days prior to each annual general meeting, the Nominating Committee will issue a Call for Nominations using any means of communication. The Call of Nominations will state the method by which the nominations are to be made, the requirements for the position, and the deadline for submission which will be no later than 30 days prior to the annual general meeting.

### **Nominations from the floor**

**4.4** Nominations are not permitted from the floor.

### **Nomination**

**4.5** Any nomination of an individual for election as a director will:

- a) include the written consent of the nominee;
- b) be in the form required by the Society; and
- c) be submitted to the Society at least 30 days prior to the annual general meeting. This timeline may be extended by ordinary resolution of the Board.

### **Eligible nominees**

**4.6** To be eligible to be elected to the board at an annual general meeting, the nominee must be:

- a) a member of the Society; and

b) recommended by the Nominating Committee.

### **Election or appointment of directors**

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

### **Directors under 18 years of age**

**4.8** One or more directors may be 16 or 17 years of age, so long as the majority of Directors are individuals who are at least 18 years of age.

### **Officers serve until successors appointed**

**4.9** The officers of the Society shall continue to serve until their successors are chosen at the next regular directors' meeting following the annual general meeting.

### **Selection of officers**

**4.10** As the first item of business of the first directors' meeting subsequent to each annual general meeting, the president of the Board at the time of the annual general meeting, if present, shall chair the selection of officers. If the president is not present, the directors must choose another person to chair the selection of officers. Directors may choose the officers by whatever means they deem suitable. The Board shall cause a motion to be passed indicating which directors are now also officers and the offices they hold.

### **Staggered terms of office of directors**

**4.11** Terms of office of directors shall be determined as follows:

(a) In the election of directors held at the annual general meeting at which these bylaws are adopted,

(i) if the Board has an even number of directors,

(A) half of the directors must be elected for a term ending at the 2nd annual general meeting after the general meeting at which those directors were elected, and

(B) the remainder must be elected for a term ending at the next annual general meeting, or

(ii) if the Board has an odd number of directors,

(A) a simple majority must be elected for a term ending at the 2nd annual general meeting after the general meeting at which those directors were elected, and

(B) the remainder must be elected for a term ending at the next annual general meeting.

(b) In the election of directors held at each annual general meeting after

the adoption of these bylaws, the directors to be elected must be elected for a term ending at the 2nd annual general meeting held after the annual general meeting at which those directors were elected.

(c) Any increase or decrease in the number of directors will be done such that at any annual general meeting neither the number of directors whose term is ending at that meeting nor the number of directors whose term is not ending at that meeting will exceed a simple majority of the number of directors.

#### **Directors eligible for election or appointment again**

**4.12** Directors are eligible for re-election or reappointment.

#### **Persons ineligible for election or appointment again**

**4.13** A person who ceases to act as director is ineligible to be elected or appointed as a director until at or after the 1st annual general meeting following the end of that person's last term of office as director.

#### **Directors may fill casual vacancy on Board**

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

#### **Term of appointment of director filling casual vacancy**

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

## **PART 5 – DIRECTORS' MEETINGS**

#### **Calling directors' meeting**

**5.1** A directors' meeting may be called by any 2 directors.

#### **Notice of directors' meeting**

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

#### **Proceedings valid despite omission to give notice**

**5.3** The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

## **Conduct of directors' meetings**

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

## **Quorum of directors**

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

## **PART 6 – BOARD OFFICES**

### **Election or appointment to Board offices**

**6.1** Directors must be elected or appointed to the following Board offices, and a director, other than the president, may hold more than one office:

- (a) president;
- (b) secretary;
- (c) treasurer.

### **Two directors may share Board offices**

**6.2** A Board office may be shared between two directors.

### **Directors at large**

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

### **Role of president**

**6.4** The president is the chair of the Board and is responsible for overseeing the work of the directors, the Board committees, and the Board as a whole, and for ensuring that the directors, the Board committees, and the Board as a whole have access to the resources they need to execute their duties.

### **Delegation of president's duties**

**6.5** The president is responsible for appointing another director to carry out the duties of the president if the president is unable to act.

### **Role of secretary**

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

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the



Act; (d) conducting the correspondence of the Board;

(e) filing the annual report of the Society and making any other filings with the registrar under the Act.

### **Absence of secretary from meeting**

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

### **Role of treasurer**

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

- (a) reporting the finances to the Board;
- (b) financial operations, such as:
  - (i) receiving and banking monies collected from the members or other sources;
  - (ii) keeping accounting records in respect of the Society's financial transactions;
  - (iii) preparing the Society's financial statements; and
  - (iv) making the Society's filings respecting taxes;
- (b) reviewing financial policy and practices at least annually;
- (c) financial planning, such as
  - (i) investment planning; and
  - (ii) long term distribution of assets, liabilities and net assets.

## **PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

### **Remuneration of directors**

**7.1** Directors may not be remunerated for their work on the Board; however, directors may be reimbursed for necessary and reasonable expenses incurred while acting on behalf of the society or for professional services rendered outside the regular duties of a director.

### **Signing authority**

**7.2** A contract or other record to be signed by the Society must be signed on behalf of the Society

- (a) by any 2 directors, or
- (b) in any case, by one or more individuals authorized by the Board

to sign the record on behalf of the Society.

## **PART 8 – WINDING UP AND DISSOLUTION**

### **Transfer of funds on dissolution**

**8.1** Upon winding up or dissolution of the society, any funds of the society remaining after the satisfaction of its debts and liabilities shall be given or transferred to a qualified donee as described in subsection 149.1 of the Income Tax Act of Canada, and which promotes aims or purposes similar to those of this society, and as shall be selected by the members of the Society.

## ~~**PART 9 – PURPOSES AND BYLAWS**~~

### ~~**Purpose of the Society**~~

~~**9.1** The purpose of the society is to~~

- ~~(a) Advance Community Justice in the qathet Region~~
- ~~(b) Provide Community Justice services~~
- ~~(c) Contribute to a sense of community safety and belonging~~