

PLEA Community Services Society of British Columbia
July, 2014
File: TA/u:board/bylaws

Note: These bylaws have been consolidated for convenience, July, 2014. A copy of the bylaws as registered is on file at the Registered Office of the Society. The word "chairperson" has been substituted for the word "chairman" in this draft, although such change has not been adopted

CONSTITUTION OF PLEA COMMUNITY SERVICES SOCIETY OF BRITISH COLUMBIA

1. The name of the Society is "PLEA COMMUNITY SERVICES SOCIETY OF BRITISH COLUMBIA."
2. The purposes of the Society are, within the fields of law, justice, corrections, social services, health, education and public interest problems:
 - (a) to develop, conduct, manage and promote services and programs;
 - (b) to produce and publish materials using print, electronic and other media devices;
 - (c) to provide training, consultation and evaluation services;
 - (d) to organize and/or participate in conferences;
 - (e) to conduct and/or publish research;
 - (f) to subsidize and encourage the subsidization of unprofitable publications and materials;
 - (g) to encourage and promote the publication and acquisition of educational materials and the ready access to such materials by the public;
 - (h) to encourage, promote and assist in making the law more understandable to the public and in making information about the law

more readily available to the public;

- (i) to encourage the public to learn about and utilize the rights, resources, remedies and obligations which the law provides.

3. The Society shall be carried on without purpose of gain for its members and any profits or other accruals to this Society shall be used in promoting its objects.

4. In the event of winding up or dissolution of the Society, any funds and assets of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations, concerned with social problems, or organizations promoting the same objects of this Society, as may be determined by the members of the Society at the time of the winding up or dissolution, and if the effect cannot be given to the aforesaid provisions then such funds shall be given or transferred to some other organization, provided that such organization referred to in this paragraph shall be a charitable organization, a charitable corporation, or a charitable trust recognized by the Department of National Revenue of Canada, as being qualified as such under the provisions of the *Income Tax Act* of Canada, from time to time in effect.

5. To do everything incidental and necessary to promote and attain the foregoing objects.

6. Clauses 3, 4 and 5 of this Constitution are unalterable in accordance with Section 22 of the Societies Act.

BYLAWS OF PLEA COMMUNITY SERVICES SOCIETY OF BRITISH COLUMBIA

Consolidated for convenience, July 2007.

PART 1 - INTERPRETATION

1. (1) In these bylaws, unless the context otherwise requires,
 - (a) "Directors" means the directors of the society for the time being;
 - (b) "*Society Act*" means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it;
 - (c) "registered address" of a member means his 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.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

PART 2 - MEMBERSHIP

3. 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.
4. A person may apply to the directors for membership in the society and on acceptance by the directors shall be a member.
5. Every member shall uphold the constitution and comply with these bylaws.
6. The amount of the first annual membership dues shall be determined by the directors and after that the annual membership dues shall be

determined at the annual general meeting of the society.

7. A person shall cease to be a member of the society
 - (a) by delivering his resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;
 - (b) on death or in the case of a corporation on dissolution;
 - (c) on being expelled; or
 - (d) on having been a member not in good standing for 12 consecutive months.
8.
 - (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.
9. All members are in good standing except a member who has failed to pay current annual membership fees or any other subscription or debt due and owing by him to the society and he is not in good standing so long as the debt remains unpaid.

PART 3 - MEETINGS OF MEMBERS

10. General meetings of the society shall be held at the time and place, in accordance with the *Society Act*, that the directors decide.
11. Every general meeting, other than an annual meeting, is an extraordinary general meeting.

12. The directors may, when they think fit, convene an extraordinary general meeting.

13. (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.

14. 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 - PROCEEDINGS AT GENERAL MEETINGS

15. 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 auditor, if any;

(v) the election of directors;

(vi) the appointment of the auditor, 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 issues with the notice convening the meeting.

16 (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.

17. 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.

18 Subject to bylaw 19, the president of the society, the vice president or in the absence of both, one of the other directors present, shall preside as chairperson of a general meeting.

19. If at a general meeting

(a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting; or

(b) the president and all the other directors are unwilling to act as chairperson, the members present shall choose one of their number to be chairperson.

20. (1) A general meeting may be adjourned from time to time and from place to place, 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.
21. (1) No resolution proposed at a meeting need be seconded and the chairperson of a meeting may move or propose a resolution.
- (2) In the case of an equality of votes the chairperson shall not have a casting or second vote in addition to the vote to which the chairperson may be entitled as a member and the proposed resolution shall not pass.
22. (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.
23. 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, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the society.

PART 5 - DIRECTORS AND OFFICERS

24. (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be

exercised or done by the society in general meeting, but subject, nevertheless, to

- (a) all laws, affecting the society;
 - (b) these bylaws; and
 - (c) rules, not being inconsistent with these bylaws, which are made from time to time 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.
25. (1) The number of directors shall be 9 or a greater number determined from time to time at a general meeting.
26. (1) The directors shall retire from office at each annual general meeting when their successors shall be elected.
- (2) The directors shall elect immediately after the annual general meeting, or no later than the first directors meeting, from the Directors, a president, vice president, secretary and treasurer whose term shall end at the next annual general meeting.
- (3) An election may be by acclamation, otherwise it shall be by ballot.
- (4) If no successor is elected the person previously elected or appointed continues to hold office.
- (5) The Directors may at any time and from time to time appoint a Director to fill a vacancy in the officers described in rule 26(2).
27. (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (2) A director so appointed holds office only until the conclusion of

the next following annual general meeting of the society, but is eligible for re-election at the meeting.

28. (1) If a director resigns from office or otherwise ceases to hold office, the remaining directors shall 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.
29. The members may by special resolution remove a director before the expiration of the director's term of office, and may elect a successor to complete the term of office.
30. (1) No director shall be remunerated for his or her duties as a director but a director shall be reimbursed for all expenses necessary and reasonably incurred by him while engaged in the affairs of the society.
- (2) Pursuant to Sections 27 and 28 of the *Society Act*, a director who is directly or indirectly interested in a proposed contract or transaction with the society, shall disclose fully and promptly to the directors, the nature and extent of his proposed interest on a form and in a manner satisfactory to the directors of the society.

PART 6 - PROCEEDINGS OF DIRECTORS

31. (1) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.
- (3) The president shall be the chairperson of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice

president 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, and the secretary, on the request of a director, shall, convene a meeting of the directors.

32. (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.

(2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

33. A committee shall elect a chairperson of its meetings; but if no chairperson is elected, or if at a meeting the chairperson is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairperson of the meeting.

34. The members of a committee may meet and adjourn as they think proper.

35. For the first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

36. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,

- (a) no notice of meetings of directors shall be sent to that director; and
 - (b) any and all meetings of the directors of the society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.
37. (1) Questions arising at a meeting of the directors and committees of directors shall be decided by a majority of votes.
- (2) In case of an equality of votes the chairperson does not have second or casting vote.
38. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairperson of a meeting may move or propose a resolution.
39. A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.
- (a) A director may participate in a meeting of the directors or of any committee of the directors in person or by telephone if all the directors participating in the meeting, whether in person or by telephone or other communications medium, are able to communicate with each other. A director may participate in a meeting of the directors or of any committee of the directors by a communications medium other than telephone if all directors participating in the meeting, whether in person or by telephone or other communications medium, are able to communicate with each other and if all directors who wish to participate in the meeting agree to such participation. A director who participates in a meeting in a manner contemplated by this Articles 39(a) is deemed for all purposes of the *Society Act* and these Rules to be present at the meeting and to have agreed to participate in that manner.
 - (b) A Director may participate in a meeting of the Directors by teleconferencing, videoconferencing, or other electronic means. In

emergent situations, a resolution of the Directors may be proposed by the President by email or other similar electronic means, provided that all Directors have access to that process, and have a reasonable time to respond to the motion with comments and or amendments, and if a majority of the Directors vote in favour of the motion it shall be placed in the minutes of the Directors and shall be valid and effective as if regularly passed at a meeting of the Directors.

PART 7 - DUTIES OF OFFICERS

40. (1) The president shall preside at all meetings of the society and of the directors.

(2) The president is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.

41. The vice president shall carry out the duties of the president during the president's absence.

42. The secretary shall

- (a) conduct the correspondence of the society;
- (b) issue notices of meetings of the society and directors;
- (c) keep minutes of all meetings of the society and directors;
- (d) have custody of all records and documents of the society except those required to be kept by the treasurer;
- (e) have custody of the common seal of the society; and
- (f) maintain the register of members.

42. 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.

44. (1) The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.

(2) When a secretary treasurer holds office the total number of directors shall not be less than 5 or the greater number that may have been determined pursuant to bylaw 25 (2).

45. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

PART 8 - SEAL

46. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

47. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the president and secretary or president and secretary treasurer.

PART 9 - BORROWING

48. 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.

49. No debenture shall be issued without the sanction of a special resolution.

50. 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 10 - AUDITOR

51. This Part applies only where the society is required or has resolved to have an auditor.

52. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.

53. At each annual general meeting the society shall appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

54. An auditor may be removed by ordinary resolution.

55. An auditor shall be promptly notified in writing of appointment or removal.

56. No director and no employee of the society shall be auditor.

57. The auditor may attend general meetings.

PART 11 - NOTICES TO MEMBERS

58. A notice may be given to a member either personally, by mail, fax or e-mail to the member's registered address, fax number or e-mail address as the case may be. A notice sent by fax or e-mail shall be deemed to be delivered when the sender has received confirmation the fax or e-mail has been received at the recipient's end.

59. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

60. (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 auditor, if Part 10 applies.
- (2) No other person or organization is entitled to receive a notice of general meeting.

PART 12 - BYLAWS

61. On being admitted to membership, each member is entitled to and the society shall give him, without charge, a copy of the constitution and bylaws of the society.

62. These bylaws shall not be altered or added to except by special resolution.

PART 13 – HONORARY COUNCIL

63. The Board of Directors may, at the discretion of the Directors of the Society, appoint people to an Honorary Council. Such honorary appointments are bestowed as a mark of honor or compliment and do not carry with them the powers or duties of directors as set out in Parts 6 and 7 of this Society's bylaws.

64. Persons appointed to the Honorary Council are not members of the Society and shall not be remunerated.

[PART 14 – INDEMNIFICATION]

65. Subject to the *Society Act*, every director and every officer or member of each committee of the board and the heirs, executors and administrators, and estates of those directors, officers and members shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the society from and against all costs, charges, and expenses whatsoever, including an amount paid to settle an action or satisfy a judgment, actually or reasonably incurred by them, in a civil, criminal or administrative action or proceeding to which they are made a

party by reason of being or having been a director, officer or member of a committee, including an action brought by the society, if:

- (a) they acted honestly and in good faith with a view to the best interests of the society; and
- (b) in the case of a criminal or administrative action or proceeding they had reasonable grounds for believing that their conduct was lawful.

No director or officer shall be liable for the acts, receipts, neglects, or defaults of any other director, officer, or members, or for joining in any receipts or other acts for conformity or for any loss or expense happening to the society through the insufficiency or deficiency of title to any property acquired by order of a director, officer, or member for or on behalf of the society, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the society have been invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person with whom any of the monies, securities, or effects of the society have been deposited or for any loss occasioned by any error of judgment or oversight on their part or for any other loss, damages, or misfortune whatever which may happen in the execution thereof unless the liability arises through the willful neglect, default or dishonesty of that director or officer.