



**Chilliwack  
Community  
Services**

SHARE • GROW • BELONG

# Constitution and By-Laws

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## **CONSTITUTION**

1. The Name of the Society is “Chilliwack Community Services”.
2. The object of this Society is to identify human service needs and issues in the Chilliwack area, and respond by the provision of social services, advocacy or referral within available resources.

## **BY-LAWS**

### **1. MEMBERSHIP**

- a) Any person or organization that pays a prescribed fee is eligible for membership. Membership held by an organization must identify one individual to hold voting privileges.
- b) The amount of the annual membership fee shall be determined at the Annual General Meeting of the Society.
- c) All members shall be entitled to attend the Annual General Meeting of the Society and special meetings of the Society which may be called and to vote at each such meeting.
- d) Each member shall receive a membership card in the Society upon payment of a membership fee.

### **2. CESSATION OF MEMBERSHIP:**

- a) A person shall cease to be a member:
  - i. by delivering his or her resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society;
  - ii. on his death, or in the case of a corporation, on dissolution;
  - iii. on being expelled; or
  - iv. on ceasing to be a member in good standing.
- b) A member may be expelled by a Special Resolution of the members passed at the Annual General Meeting or Special Meeting of the members of the Society. The Notice of Special Resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion and the person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the meeting before the Special Resolution is put to vote.

### **3. ANNUAL GENERAL MEETING AND SPECIAL MEETING**

- a. The Annual General Meeting of the society shall be held in the month of June each year.
- b. A special meeting of the membership may be held at any time upon due notice of resolution of the Directors.
- c. Notice of the Annual General Meeting and of any special meeting shall be given in writing and mailed to each member at least fourteen (14) days before the day of such a meeting.
- d. The quorum for the transaction of business at the Annual General Meeting or a Special Meeting is ten members.
- e.
  - i. No business other than the election of a chairman and the adjournment or termination of the meeting shall be conducted at the Annual General Meeting or a Special Meeting at a time when a quorum is not present;
  - ii. If at any time during the Annual General Meeting or Special 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;
  - iii. If within thirty minutes from the time appointed for the Annual General Meeting or a Special Meeting a quorum is not present, the meeting if convened on the requisition of members shall be terminated, but in any other cases 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 thirty minutes of the time appointed for the meeting the members present shall constitute quorum.

- f. Each member shall be entitled to cast one vote and one vote only for any resolution. A simple majority rules, except to pass a Special Resolution shall require a majority of not less than 3/4 of the vote of those members who, being entitled to do so, vote in person.

#### 4. DIRECTORS:

- a. The Society shall have not more than fourteen (14) Directors.
- b. Directors must be members in good standing of the Society.
- c. Notwithstanding sub-paragraph 4.a), whenever the immediate Past-President is not already a Director, the number of Directors shall be increased to fifteen (15) Directors, one of whom shall be the immediate Past-President.
- d. Directors shall be elected for a two-year term at the Society's Annual General Meeting.
- e. The President shall serve a maximum of two consecutive terms.
- f. The Directors holding office prior to any Annual General Meeting may appoint a nominating committee to bring before that meeting, names of persons willing to act as Directors and of satisfactory character and capacity.
- g. Nomination for Directors shall be submitted in the prescribed form 14 days in advance of the Annual General Meeting to the Secretary of the Society.
- h. Voting for Directors may be by ballot. The required number of candidates receiving the highest number of votes shall be deemed to be elected.
- i. Immediately after the adjournment of the Annual General Meeting concerned, the newly elected Directors shall then and there hold a Director's meeting and appoint, as required, a President, Vice President, and Committee Chairs. They shall also at the same meeting appoint a Secretary and Treasurer or a Secretary-Treasurer who may be, but need not be, Directors.
- j. The Directors shall manage the Society and set its policy and in particular:
  - i. have power to appoint the Executive Director of the Society and define his/her duties and remuneration;
  - ii. have power to dismiss or suspend the Executive Director for just cause;
  - iii. pass banking resolutions appointing signing officers of the Society;
  - iv. have power to set up sub-committees on which at least one Director shall sit and consisting of such other persons as the Directors shall appoint; and to define the powers and duties of such sub-committees provided that such sub-committees shall be responsible to the Directors.
- k. Should any Director or Officer of the Society resign, or cease to be eligible for membership in the Society, or be incapacitated and unable to carry out his/her duties, the remaining Directors shall replace him/her and the replacement shall hold office for the required term.
- l. The Directors shall receive no remuneration for their services, but may be reimbursed for expenses properly incurred on behalf of the Society.
- m. The Directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings as they see fit.
- n. The Directors may from time to time set the quorum necessary to conduct business, and unless set, the quorum is a majority of the Directors then in office.
- o. The president is the chair 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 must act as chair. But if neither is present the Directors present may choose one of their number to be the chair at that meeting.
- p. A Director may at any time, and the secretary, on the request of a Director, must convene a meeting of the Directors.

- q. The Directors may delegate any, but not all, of their powers to committees consisting of a Director or Directors as they think fit.
- r. A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the Directors held after the act or thing has been done.
- s. A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee must choose one of their number to be the chair of the meeting.
- t. The members of a committee may meet and adjourn as they think proper.
- u. For a 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.
- v. 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 or email, of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn:
  - i. a notice of meeting of Directors of the society is not required to be sent to that Director, and
  - ii. any and all meetings of the Directors of the society, notice of which has not been given to that Director, if a quorum of the Directors is present, are valid and effective.
- w. Questions arising at a meeting of the Directors and committee of Directors must be decided by a majority of votes. In the case of a tie vote, the chair does not have a second or casting vote.
- x. 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.
- y. In the case that the Executive Director is absent due to incapacitation or extended leave, the Directors may appoint an Acting Executive Director to carry out the same responsibilities as the Executive Director.

#### **5. EXERCISE OF BORROWING POWERS:**

- a. 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 that power, by the issue of debentures.
- b. A debenture must not be issued without the authorization of a Special Resolution.
- c. The members may, by Special Resolution, restrict the borrowing powers of the Directors, but a restriction expires at the next annual general meeting.

#### **6. AUDITOR:**

- a. An Auditor shall be elected by the membership at each Annual General Meeting and shall audit the accounts of the Society at the conclusion of the next financial year and shall certify the result of his audit to the President not later than the date of the next Annual Meeting.
- b. The financial year of the Society shall be from the 1<sup>st</sup> of April to the 31<sup>st</sup> of March next thereafter.

#### **7. ALTERATION OF BY LAWS AND REQUIREMENTS OF SOCIETIES ACT:**

- a. No alteration of these By-Laws shall be made except by Special Resolution.
- b. Notice of all Special Resolutions shall be given in writing, mailed to each member of the Society not less than fourteen (14) days prior to the meeting at which the resolution is to be put.

- c. If there is a conflict between these Bylaws and the *Societies Act* (British Columbia) (the “Act”) or the regulations under the Act, as amended from time to time, the Act or the regulations, as the case may be, prevail.

#### **8. MINUTES, BOOKS AND RECORDS:**

- a. It shall be the duty of the Secretary to take minutes of every meeting of the membership and to enter the same in a permanent minute book.
- b. The Secretary shall have custody of the minute book.
- c. The Treasurer shall keep an accurate record of all the receipts, disbursements and financial transactions of the Society in such form as required by the Directors and after consultation with the auditor, and shall have custody of these records.
- d. The minute book and the financial records shall be brought to each Director’s meeting and each meeting of the membership, and may be examined by any Director or by any member as the case may be at the time of such meeting; and the President shall, upon request, call a recess of the meeting for a reasonable time to permit such examination.
- e. A member of the Society, without charge, may inspect a record the Society is required to keep under Section 20(1) of the *Societies Act* (British Columbia) (the “Act”).
- f. A director of the Society, without charge, may inspect a record the Society is required to keep under Section 20 of the Act.
- g. Except as may be required by applicable law, a person, other than a member or director of the Society, may not inspect a record the Society is required to keep under Section 20 of the Act.

#### **9. INVESTMENT OF SOCIETY’S FUNDS:**

- a. Directors have the authority to invest the Society’s funds in long-term investments.
- b. The investment account is to be in the name of the Society with trading authority being assigned to the President of the Board and to the Treasurer of the Board; both must concur on each individual investment decision. The funds are to be invested in accordance with an Investment Policy Statement that is approved by the majority of directors. The Investment Policy Statement will take the following factors into consideration:
  - i. Investment objectives of the portfolio regarding risk and return;
  - ii. Time horizon for the investment fund;
  - iii. Liquidity requirements based on cash flow needs of the Society and accessibility to the funds;
  - iv. Tax situation of the Society;
  - v. Legal and regulatory requirements;
  - vi. Unique circumstances.
- c. The investment portfolio can be managed on a discretionary basis on behalf of the Board by either a licensed Portfolio Manager or Associate Portfolio Manager if all of the following three items are met:
  - i. The Board of Directors obtained at least two portfolio proposals from two different discretionary portfolio managers;
  - ii. A majority of Directors approve of the discretionary manager and fee;
  - iii. A majority of Directors approve the Investment Policy Statement that addresses the criteria outlined in above subparagraph 9 b) i. – vi.

#### **10. PROVISIONS FROM THE SOCIETY’S PRE-TRANSITION CONSTITUTION:**

- a. The operations of the Society are to be chiefly carried on in and about the City of Chilliwack.

- b. Upon the winding up or dissolution of the Society, any assets of the Society remaining after the satisfaction of the debts and liabilities shall be paid or transferred to a registered charity or registered charities in British Columbia, as defined in the Income Tax Act (Canada), as may be determined by the members of the Society at the time of winding up or dissolution. ***[Previously unalterable]***