

---

## CONSTITUTION OF INCLUSION POWELL RIVER SOCIETY

(as amended by a Special Resolution passed June 15, 1988, June 24, 1992, September 30, 2003, September 28, 2006 and September 19, 2013, September 4, 2014, September 22, 2016)

1. NAME OF SOCIETY

The name of this Society shall be “inclusion Powell River Society”.

2. PURPOSES

The Society shall:

- Promote the right to equal access to all aspects of the community, with a specific focus on the six key elements of Health, Housing, Employment, Education, Recreation and Transportation;
- Contribute to and enrich the community by advocating for and promoting equality, self-determination, diversity and community inclusiveness for all;
- Offer families, self-advocates and community, education and information that promotes self-advocacy;
- Promote asset based community development practices that build personal relationships and highlight the abilities, gifts and contributions of all;
- Offer preventative and supportive services that promote the health, safety, quality of life and well-being of the community;
- Offer services and supports to children, youth and families that meet their needs, as they have determined them;
- Engage families and self-advocates in the planning and delivery of their services;
- Implement systems of monitoring that ensure quality services;
- Provide services to families and children in the early years that promote age appropriate development for all children; and
- Services and supports are delivered in a manner that respects an individual’s diverse history, culture, race, religion and sexual orientation.

---

**BY-LAWS OF INCLUSION POWELL RIVER SOCIETY****PART ONE – PURPOSE**

1. (a) The society shall fundraise, receive donations and contract with government to provide services and supports to the community. (This clause is alterable)
- (b) The Society shall carry on works exclusively of a charitable nature. This clause was previously Unalterable.
- (c) The Society shall be carried on without purpose of gain for its member(s), and no part of any income of the Society shall be payable or otherwise available for the personal benefit of the member(s) thereof, and any profits or other accretions to the Society shall be used for promoting its purposes. This clause was previously Unalterable.
- (d) The Directors shall serve without remuneration, and the Directors shall not receive, directly or indirectly, any profits from their position as Directors but may be paid expenses incurred by them in the performance of their duties. This clause was previously Unalterable.
- (e) The Society shall provide, maintain and manage (including construction, leasing and/or owning) one or more low-rental housing projects. (This clause is alterable)
- (f) The Society shall affiliate with Inclusion BC or successor organizations. (This clause is alterable)
- (g) Upon wind-up or dissolution of the Society the assets remaining after the payment of all costs, charges, and expenses properly incurred in the wind-up, including the remuneration of a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after payment of any other debts of the Society, shall be distributed to a charitable organization (or organizations) in Canada, registered under the provisions of the Income Tax Act, which shall be designated by the Board of Directors. This clause was previously Unalterable.
- (h) The Society shall co-operate with public and private agencies, government and other groups, organizations and non-profit societies to achieve all of the above. (This clause is alterable)
- (i) The Society may own real or personal property. The Society may further do all acts necessary and incidental to the purposes of the Society including the entering into of contracts for acquiring, encumbering or disposing of real or personal property of the Society, and leasing of real or personal property to or by the Society, all for the purposes of the Society and in accordance with the other clauses of this Constitution. (This clause is alterable)
- (j) The Society may create or purchase affiliated organizations, purchase shares, make investments and operate business enterprises or social enterprises, where the purpose is to further the objectives of the Society. (This clause is alterable).

**PART TWO - INTERPRETATION**

2. (1) In the Constitution of the Society and these By-Laws, unless the context otherwise requires:
- (a) "Association" means the inclusion Powell River Society;
  - (b) "By-Laws" means the By-Laws of the Association;
  - (c) "Constitution" means the Constitution established for the Association under the Society Act;
  - (d) "Director" means a Director of the Association for the time being; and includes any person elected either by ballot, or acclamation, or appointment by the Board of Directors to the Board of Directors of the Association;
  - (e) "Member" means any person, community organization or company that has been accepted as an Active, Organization, Associate or Honorary Life Member of the Association in accordance with these By-Laws and has not ceased to be a Member;
  - (f) "Registered address" of a Member means the member's address as recorded in the register of members;
  - (g) "Self-Advocate" means an individual member of the Association with a developmental disability;
  - (h) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it; and
  - (i) "Special Resolution" means any of the following:
    - a) A resolution passed at a general meeting by at least 2/3 of the votes cast by the voting members, whether cast in person or by proxy;
    - b) A resolution consented to in writing by all of the voting members;
    - c) If the bylaws authorize indirect or delegate voting or voting by mail or another means of communication, including by fax, email or other electronic means, a resolution passed by at least 2/3 of the votes cast, in accordance with the bylaws, on the resolution;
- (2) The definitions in the Society Act at the date these By-Laws become effective apply to these By-Laws.
3. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

**PART THREE - MEMBERSHIP**

4. There shall be four classes of membership, all are voting members except where stipulated:
  - (a) Active Membership;
  - (b) Organization Membership;
  - (c) Associate Membership; and
  - (d) Honorary Life Membership.
5. Any person interested in the objectives, projects and work of the Association shall become an Active Member upon payment of the membership fee in effect on the date of his application.
6. Any organization which shall contribute money or service to the Association shall be eligible for an Organization Membership in the Association during the year in which such contribution is made and shall become an Organization Member on appointing a person to attend and vote on its behalf at meetings of the Association and upon advising the Directors in writing of such appointment.
7. Any person who has made any outstanding contribution to support the purposes of the Association may be invited to become an Honorary Life Member of the Association. An invitation to Honorary Life Membership shall only be extended to such a person or persons as shall be determined at any Annual Meeting of the Association pursuant to recommendation by the Directors. Subject to the provisions of By-Laws 8(1)(2)(3) and 9, Honorary Life Membership shall be for life and shall not require the payment of dues.
8. Association staff shall be eligible for Associate Membership with voice, but no vote at meetings. They shall not be required to pay dues.
9. A person shall cease to be a Member of the Association:
  - (1) by delivering his or her resignation in writing to the Secretary of the Association or by mailing or delivering it to the address of the Association; or
  - (2) on his or her death or, in the case of an organization or corporation, on dissolution; or
  - (3) on being expelled; or
  - (4) on having been a Member not in good standing for three (3) consecutive months.
10. Any Active, Associate or Honorary Life Member or organization appointee who conducts himself or herself in such a way as to be detrimental to the purposes and objectives of the Association shall, at the discretion of the Directors, be expelled from the Association or refused the right of representation at General Meetings of the Association, as the case may be. Notice of Expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion. The Member who is the subject of the proposed

expulsion shall be given an opportunity to be heard at the Meeting of Directors before the decision of the Directors is given.

#### **PART FOUR – DUES & FEES**

11. Annual Membership fees shall be determined at the Annual General Meeting of the Association. Memberships are valid for one year from October 1st to September 30th of each year. If membership renewal is not completed by October 1 the member is no longer in good standing. A member not in good standing may renew their membership no later than Dec 31 of the same year, at which point voting privileges will be immediately reinstated and the member will be exempt from the 30 day voting prohibition as stated in Part 7, item 27.
12. All Members are in good standing except a Member who has failed to pay their current annual membership fee or any other subscription or debt due and owing by them to the Association, and they are not in good standing so long as the debt remains unpaid.

#### **PART FIVE – NOTICE OF MEMBERS**

13. A notice may be given to a Member, either personally or by mail to the Member at the Member's registered address. In addition, at the discretion of the Directors, notice may be given by advertisement as provided in this part.
14. 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.
15. (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 14 applies.(2) No other person is entitled to receive a notice of General Meeting.
16. In addition, notice may be given to Members by publishing notice in a newspaper circulating in the District of Powell River, in which event notice shall be deemed to have been given to all Members of the Association on the second day following publication of such notice.
  - a) Publishing, at least once in each of the 3 weeks immediately before the meeting, in one or more newspapers identified in the bylaws, that being the Powell River Peak.
  - b) Posting, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the society and is accessible to all of the members of the society.

**PART SIX – MEETINGS OF MEMBERS**

17. General Meetings shall be called at the discretion of the Directors, but in no case less often than annually. Special General Meetings may be called at any time by two-thirds (2/3) of the Directors or at the written requisition of any 10% of voting Members.
18. Notice of the Annual General Meeting specifying the place, the day and the time of such meeting, and, in the case of a Special Meeting, the nature of the business to be transacted, shall be given not less than fourteen (14) days prior to the date of the meeting. Associate Members shall be invited to attend Special Meetings at the discretion of the Directors.
19. The Annual General Meeting of the Association shall be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding Annual General Meeting.
20. A quorum at any General Meeting, or Special Meeting shall be seven (7) Members of the Association, present in person, entitled to vote at General Meetings of the Association.
21. 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 shall constitute a quorum.
22. Subject to By-Law 22, the President of the Association, the 1st or 2nd Vice-President or, in the absence of all three, one of the other Directors present, shall preside as chairman of a General Meeting.
23. If at a General Meeting:
  - (1) There is no President, 1st or 2nd Vice-President or other Director present within 15 minutes after the time appointed for holding the meeting; or
  - (2) The President and all the other Directors present are unwilling to act as chairman; the Members present shall choose one of their number to be chairman.
24.
  - (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 By-Law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned General Meeting.
25. 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.

**PART SEVEN - VOTING PRIVILEGES**

26. Any Active, Organization or Honorary Life Member in good standing for thirty (30) days prior to a General Meeting (including the Annual General Meeting) of the Association shall be eligible to vote at that General Meeting (or the Annual General Meeting, as the case may be) including voting for election of Directors.

General Meetings

27. (1) No Resolution proposed at an Annual General Meeting or Special General Meeting need be seconded and the chairman of a meeting may move or propose a Resolution.
- (2) In case of an equality of votes, the chairman does not have a second or casting vote and the question shall not pass.

Board of Director Meetings

28. (1) Voting is by show of hands unless a poll is requested.
- (2) Voting by proxy will be permitted only at the discretion of the Directors.
29. (1) Questions arising at a meeting of the Directors and committee of Directors shall be decided by a majority of votes.
- (2) In case of an equality of votes, the chairman shall have a second or casting vote.

**PART EIGHT - OFFICERS**

30. The Directors shall, at the first meeting of Directors following the Annual General Meeting, appoint the Officers of the Association for the period until the next Annual General Meeting.
- (2) The Officers of the Association shall include a President, a 1st Vice-President, a Treasurer and a Secretary.
- (3) Other Officers, such as a 2nd Vice-President, may be included from time to time as the Directors determine.
- (4) No Director shall hold more than one (1) office. No person shall be appointed to the same office for more than four (4) consecutive years. A person may return to the same office after a one (1) year absence.
- (5) The immediate past President of the Association shall be an ex-officio member of the Board for a minimum term of one year.
- (6) Directors and Senior managers must meet specific qualifications, including that they be at least 18 years of age.
- (7) The designation, election or appointment of a director is not effective unless the individual consents in writing or the designation, election or appointment occurs at a meeting and the individual does not refuse.

**PART NINE - DUTIES OF OFFICERS**

31. The President shall preside at all General and Directors' Meetings and shall perform all other duties pertaining to that office. He or she shall present a full report of the year's proceedings at the Annual General Meeting.
32. In the absence of the President, the 1st Vice-President shall preside at General and Directors Meetings, and shall perform such other duties as may be assigned by the President.
33.
  - (1) The Secretary is responsible to ensure that there is kept an accurate record of all meetings and of all other motions and Resolutions and that there is kept a record of the attendance at Directors Meetings.
  - (2) The Secretary shall conduct such correspondence as may be directed by the President and the Directors, and shall perform such other duties as may be assigned by the President.
34. The Treasurer shall see that accounts are kept of all monies received and expended and of assets and liabilities of the Association. The Treasurer shall be responsible for the review of financial statements pertaining to the funds of the Association and will report to the Board. All receipts of the Association shall be deposited in a chartered bank or Credit Union. The Treasurer shall perform such other duties as the Director shall decide.
35. If other officers are appointed the Directors may establish their duties.

**PART TEN - BOARD OF DIRECTORS**

36.
  - (1) The Directors may exercise all the powers and do all the acts and things that the Association may exercise and do, and that are not by these By-Laws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in a General Meeting, but subject, nevertheless, to:
    - (a) all laws affecting the Association;
    - (b) these By-Laws; and
    - (c) rules, not being inconsistent with these By-Laws, which are made from time to time by the Association in a General Meeting.
  - (2) No rule, made by the Association in a General Meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.
37. The number of Directors shall be seven (7) or a greater number determined from time to time at an Annual General Meeting, not to exceed fifteen (15), and up to three (3) of the elected Directors shall be Self Advocates.
38. Directors have fiduciary duty to act in the best interest of the society and with a view to its purpose. Directors may be personally liable for unauthorized distribution of the society's money or other assets. Directors may be relieved of liability if they reasonably relied on professional advice, and the court may relieve the liability of a director who, in the circumstances of the case, acted honestly and reasonably.
39. The term for each Directorship shall be one (1) year or two (2) years, as determined from time to time at the Annual General Meeting at which the Directors are elected, provided that not more than half (1/2) of the Directors shall be designated as two (2) year terms.



40. The Directors shall retire from office at each Annual General Meeting (or each second Annual General Meeting in the case of a two year term) when their successors shall be elected. A Director so returning is eligible for re-election.
41. The majority of the directors of the society must not be employed by or under a contract for services to the society.
42. If a Director resigns his or her office or otherwise ceases to hold office, the remaining Directors shall appoint a Member to complete the term of office of the former Director, unless a Director has already been elected pursuant to By-Law 42.
43. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
44. The Members may by Special Resolution remove a Director before the expiration of his or her term of office, and may by the same Resolution elect a successor to complete the term of office.
45. Directors must disclose material interests in proposed or existing contracts or transactions or in a matter that might put a director's interest in conflict with the director's duties to the society. Disclosures must be recorded and accessible to members.
46. In accordance with Article 5 of the Constitution, no Director shall be remunerated for being or acting as a Director and the Directors shall not receive, directly or indirectly, any profits from their position as Directors, but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the performance of his or her duties.
47.
  - (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 chairman of all the 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 1st Vice-President or, in the absence of the 1st Vice-President, the 2nd Vice-President, if any, shall act as chairman; but if none is present, the Directors present may choose one of their number to be chairman 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.
48. 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.
49. A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Association a waiver notice, which may be by letter, telegram, telex,

facsimile or cable, of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn:

- (1) no notice of meeting of Directors shall be send to that Director; and
  - (2) any and all meetings of the Directors of the Association, notice of which has not been given to that Director, shall, if a quorum of the Directors is present, be valid and effective.
50. No Resolution proposed at a meeting of Directors or committee of Directors need be seconded and the chairman of a meeting may move or propose a Resolution.
51. 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.
52. Any Director who shall be absent from three (3) consecutive meetings of the Directors without acceptable cause, at the discretion of the Directors shall cease to be a Director without requirement of a Special Resolution for termination of Directorship.
53. A majority of the Directors shall constitute a quorum at any meeting of Directors.

#### **PART ELEVEN - COMMITTEES**

54. (1) Such committees as may be necessary shall be appointed by the Directors from the Directors themselves or from the Members of the Association in good standing.
- (2) The chairman of each committee shall be required to attend Directors' meetings upon request, and shall report plans or work requiring the approval of the Directors.
55. A Nominating Committee shall be appointed by the President at least ninety (90) days prior to each Annual General Meeting of the Association and such Nominating Committee shall present their nominations for Directors at the Annual General Meeting of the Association following their appointment. Nominations shall also be accepted from the floor at the Annual General Meeting of the Association from nominees who are a member in good standing.
56. Advisory Committee: The Directors may appoint persons with professional qualifications in relevant fields to comprise an Advisory Committee to the Directors.

#### **PART TWELVE – OPERATIONS & ADMINISTRATION**

57. The Association shall hire such staff as is necessary to carry out its operations. The Executive Director shall be appointed by the Directors. Other staff shall be hired in accordance with the policy and procedures of the Association in effect at any given time.

#### **PART THIRTEEN – BORROWING**

58. The Association may, if deemed expedient for carrying out its objectives, borrow, raise and secure the repayment of money up to \$700,000.00 upon the approval of the Board of Directors. Amounts in excess of \$700,000.00 may be borrowed, raised and secured pursuant to a Special Resolution passed at a General Meeting of the Association by a majority of not less than 2/3 of the Members of the Association present in person or in proxy.

- (1) The Association may raise and secure the repayment of money by the issue of debentures, but such debentures shall only be issued pursuant to a Special Resolution authorizing the issue of such debentures passed at a General Meeting of the Association by a majority of not less than 2/3 of the Members of the Association present in person or in proxy.

#### **PART FOURTEEN – SEAL & SIGNING OFFICERS**

##### **SEAL**

59. (1) The Custodian of the Seal shall be the Secretary or such other person as designated by the Directors.
- (2) Unless otherwise specified by a Resolution of the Directors, the use of the Seal shall not be valid without the accompanying signatures of any two (2) of the following: President, 1st Vice-President, Treasurer, Secretary, and Management Personnel designated by the Directors, provided that (unless otherwise specified by a Resolution of the Directors) at least one of the signatures shall be an Officer of the Association.

##### **SIGNING OFFICERS**

60. The signing Officers of the Association for matters other than affixing of the seal shall be determined by the Directors from time to time by Resolution.

#### **PART FIFTEEN – AUDITOR**

61. At each Annual General Meeting the Association shall appoint an auditor to hold office until he or she is re-appointed or a successor is appointed at the next Annual General Meeting.
62. An auditor may be removed by Ordinary Resolution. In an emergency, an auditor may be removed by Resolution of Directors, but in such event the Directors shall so soon as reasonably practical call a General Meeting for the purpose of appointing a new auditor.
63. An auditor shall be promptly informed in writing of appointment or removal.
64. No Director and no employee of the Association shall be auditor.
65. The auditor may attend but shall not be entitled to vote at General Meetings.

#### **PART SIXTEEN – AMENDMENT TO BYLAWS**

66. These By-Laws shall not be altered except pursuant to a Special Resolution by a 2/3 majority of such Members of the Association entitled to vote as are present in person at a General Meeting of which notice specifying the intention to propose the Resolution as a Special Resolution has been duly given, at least twenty one (21) days prior to such meeting.

**PART SEVENTEEN – FISCAL YEAR**

67. The fiscal year of the Association shall be from the first day of April to the last day of March in each year, or such other fiscal year as may be adopted by the Annual General Meeting or by Special Resolution.

**PART EIGHTEEN - EFFECTIVE DATE**

68. These By-Laws come into effect upon acceptance by the Registrar of Companies and shall govern the proceedings of any meetings or portions of meetings held after their passage.