



# Constitution and Bylaws

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# 1.0 CONSTITUTION

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## 1.1 NAME

The name of the society is “Artemis Place Society”, also known throughout this document as “Artemis Place”, “Artemis” and “The Society”.

## 1.2 PURPOSE

Artemis Place Society supports individuals and families through relationship-based program delivery and by:

- a) providing a safe, respectful and welcoming community for program participants;
- b) delivering integrated programming that includes education, life skills, counselling and childcare;
- c) facilitating individual participant success by accommodating individual needs and challenges and building on strengths and resiliencies;
- d) ensuring sustainable practices including financial security through ongoing government contracts and fundraising; and,
- e) promoting the Society’s mission and vision in the community and advocating for issues that address social justice and/or systemic barriers that impact the lives of students and families.

# 2.0 BYLAWS

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## 2.1 DEFINITIONS AND INTERPRETATIONS

### Definitions

In these bylaws:

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

**“Annual General Meeting”** means a once yearly meeting of the Members of the society;

**“Board of Directors”** comprises the collective of those individuals elected or appointed as Directors who serve as representatives and at the inclination of the Membership;

**“Bylaws”** means the rules and regulations governing the society and the actions of its Members;

**“Director”** in relation to a society, means an individual who has been designated, elected or appointed, as the case may be, in accordance with Section 42 of the Act, to act as a Member of the Board of Directors;

**“General meeting”** means a general meeting of the Members of a society;

**“Member”** means a person belonging to the Society;

**“Ordinary resolution”** means any of the following:

- a) a resolution passed at a general meeting by a simple majority of the votes cast by the voting Members, whether cast in person or by proxy;
- b) a resolution consented to in writing, after being sent to all of the voting Members, by at least 2/3 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 a simple majority of the votes cast, in accordance with the bylaws, on the resolution;

**“Property”** includes rights and interests, and includes intellectual property;

**“Society”** means Artemis Place Society;

**“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
- b) Members, whether cast in person or by proxy;
- c) a resolution consented to in writing by all of the voting Members;

- d) 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;

## **Interpretations**

The definitions in the Act apply to these bylaws. If there is a conflict between these bylaws and the Act or the regulations under the Act, the Act or its regulations will apply;

Singular and plural: words indicating the singular number also include the plural and vice versa;

Gender: they, their or them will be used as gender neutral pronouns and may refer to persons of any gender;

Headings are for convenience only and do not affect the interpretation of these bylaws;

Liberal interpretation: these bylaws must be interpreted broadly and generously.

## **2.2 THE SOCIETY**

The Registered Office of the Artemis Place Society will be located within the Capital Regional District, British Columbia.

## **2.3 MEMBERSHIP**

### **2.3.1 Eligibility for Membership**

Anyone interested in becoming a Member, and completing the Membership agreement may be deemed a Member. Individuals 16 years of age or older who support the purpose statement in the Society's constitution and any statement of vision or values outlined in the Membership agreement may become a Member. The Membership agreement and any changes must be approved by the Board.

### **2.3.2 Membership Dues and Membership Terms**

There is no requirement for Membership dues. However, the requirement for Membership dues may be changed by a majority vote of the Members at the annual general meeting of the full Membership of the society.

On becoming a Member, said Member shall remain a Member in good standing for five (5) years unless they resign, fail to pay any required Membership dues, or are terminated as per Section 5.

### **2.3.3 Rights of Members**

Members in good standing are entitled to one (1) vote at general meetings.

Members in good standing have the right to:

- a) requisition the Board to call a general meeting
- b) receive notice of meetings of the Society Membership
- c) attend any meeting of the Society Membership
- d) speak at any meeting of the society
- e) vote at any meeting of the society
- f) exercise other rights and privileges given to Members in these by-laws
- g) have the right to make proposals as per Section 81 of the Act

### **2.3.4 Obligations of Members**

Every Member must uphold the Constitution and comply with these bylaws and the Membership agreement they signed upon joining.

### **2.3.5 Resignation and Discontinuation**

A person ceases to be a Member of the society:

- a) When the Member's term of Membership, if any, expires;
- b) By providing their resignation in writing to the secretary of the society or by emailing, mailing or delivering the resignation to the address of the society;
- c) In the event that e-mails or letters sent to the Members are returned as undeliverable and no updated contact information has been provided to the Society for more than 24 consecutive months;
- d) On the Member's death;
- e) On being expelled in accordance with these bylaws or under Section 70(2) of the Act;
- f) On having been a Member not in good standing for more than 12 consecutive months.

### **2.3.6 Discipline and Expulsion of Members**

A Member may be disciplined or expelled by special resolution of the majority vote of the Membership passed at a general meeting. The notice of special resolution must be accompanied by written notice of the proposed discipline or expulsion, including reasons. Discipline may include the revocation of good standing for up to 12 months. The person who is the subject of the proposed resolution for expulsion must be given a reasonable opportunity to make representations to the society and to be heard at the general meeting before the special resolution is put to a vote.

### **2.3.7 Categories of Membership**

The Membership has the authority to establish and define both voting and non-voting categories of Membership through a resolution passed and a general meeting.

The board shall have the authority to establish and define non-voting categories of Membership.

## **2.4 MEETINGS OF MEMBERS**

### **2.4.1 General**

There may be two types of meetings of Members of the Society. They are defined as follows:

- a) Annual General Meeting: a meeting of the Members held once every calendar year to consider the fiscal business of the Society and other specific business as directed by the Act or these bylaws; and,
- b) General Meeting: any other duly convened meeting of Members; the Directors may call a general meeting of the Members at any time.

The Board shall convene a general meeting of the Members on written requisition of not less than five (5) Members for any purpose connected with the affairs of the Society that do not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the receipt of the requisition.

All meetings shall be conducted following guidance provided by General Robert's Rules of Order, unless otherwise specified in these bylaws.

### **2.4.2 Business at Meetings**

The following constitutes 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 ratification, as applicable of the 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.

### **2.4.3 Notice**

Written notice of any general Members' meeting, including the annual general meeting shall be sent to the Member, Director, or Officer, including the auditor or person appointed to conduct an audit or review as it appears on the most current records of the Society and not less than seven (7) and not more than 30 days prior to the meeting.

A notice of any general meeting must state the location and time of the meeting, 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 the nature of that business.

Notice of a continuation of an adjourned general meeting will proceed as per Section 77 of the Act.

### **2.4.4 Attendance at a General Meeting of Members**

If the Directors or Members of the Society call a general meeting, those Directors or Members may determine that the meeting shall be held entirely or partially by means of a telephonic, electronic or other communication facility; and, that affords all participants the opportunity to communicate interactively and meaningfully during the meeting. Any person participating in a meeting by such means is deemed to be present at the meeting.

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the bylaws to be present at the meeting. Any other person present may be requested to leave by the Chair of the meeting or with the majority consent of the Members present.

### **2.4.5 Quorum**

A quorum for the transaction of business at any meeting of Members shall be five (5) Members in good standing. Should a quorum not be present:



- a) In the case of a meeting convened on the requisition of Members, the meeting is terminated; and
- b) In any other case, the meeting stands adjourned to the same day in the next week, at the same time and place.

If the quorum is not present within 30 minutes of a continuation of the adjourned meeting, the voting Members who are present constitute quorum for that meeting. 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.

#### **2.4.6 Voting**

A Member in good standing present at a meeting of Members is entitled to one vote. Voting by proxy is not permitted.

Unless identified by the Act or these by-laws as requiring a Special Resolution, every question shall be determined by Ordinary Resolution and shall be carried by a majority of votes cast by voting Members present.

Special resolutions require at least 2/3rds majority of the voting Members present at a duly constituted meeting.

A Member entitled to vote at a meeting of Members may vote by means of the modes of communication enabled for said meeting provided the Society has a system that enables the votes to be gathered in a manner that permits their subsequent verification. In the case of a ballot, the results should be presented in a manner that upholds Member anonymity.

In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which they may be entitled as a Member, and the proposed resolution does not pass.

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.

#### **2.4.7 Annual General Meeting:**

(Revised October 2020)

The Annual General Meeting shall be held once every calendar year and within one hundred and twenty (120) days of the end of the fiscal year of the Society which shall be deemed to be the 30th of June.

The provisions that apply to the general meetings of Members regarding Notice, Quorum, Attendance and Voting also apply to the Annual General Meeting

Specific business must be considered at the Annual General Meeting as prescribed by the Act and in these by-laws and includes: receiving 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; receiving any other reports of Directors' activities and decision since the previous annual general meeting; election or ratification of Directors; and appointment of an auditor, if required.

## 2.5 BOARD OF DIRECTORS

### 2.5.1 General

The Society, its activities and internal affairs shall be broadly managed and supervised by a Board of Directors. Without limiting the general responsibility of the Board, it may delegate its powers and duties to the paid senior managers of the Society or in the absence of senior managers, an Executive Committee.

The Board of Directors (the "Board") is responsible for the legal and financial management of the organization. The Board's role is to provide oversight and establish goals, policies, and strategic planning and direction of the Society.

The powers and duties of the Board include:

- a) Promoting the purposes of the Society;
- b) Maintaining and protecting the Society's assets and property;
- c) Approving an annual budget for the Society;
- d) Paying all expenses for operating and managing the Society;
- e) Paying persons for services and protecting persons from debts of the Society;
- f) Responsibly managing any extra monies;
- g) Financing the operations of the Society, and borrowing or raising monies;
- h) Approving policies for managing and operating the Society;
- i) Approving all contracts for the Society;
- j) Maintaining all accounts and financial records of the Society;
- k) Appointing legal counsel as necessary;
- l) Selling, disposing of, or mortgaging any or all of the property of the Society; and,
- m) Contributing to and approving the Strategic Plan.

Upon election or appointment as a Director, a Director will be a Member of the Board of Directors. As a Director, they will be jointly and individually responsible to abide by the Act and these bylaws, and any governance policies established by Director's resolution.

### **2.5.2 Composition of the Board**

The Society must have no fewer than five (5) and no more than fifteen (15) Directors. 75% of the Directors must be individuals who are at least 18 years of age.

### **2.5.3 Qualification of Directors**

To be eligible to serve as a Director of the Society, they must be willing to uphold the purposes and bylaws of the Society, and be 16 years of age or older.

A person is not qualified to be a Director if they:

- a) have been found by any court in Canada to be incapable of managing the individual's own affairs;
- b) have been convicted in any jurisdiction of any offense involving fraud within the past five (5) years without pardon or record suspension;
- c) are an undischarged bankrupt;
- d) have a criminal record related beyond those cited above, that may be related to their work as a Director as determined by the Board and including offenses involving a breach of trust involving children or adults over whom they have authority or a duty of care;
- e) are a former Society employee within two years of the end of their employment with the Society.

### **2.5.4 Election or appointment of Directors**

Upon election or appointment as a Director, a Director will be a Member of the Board of Directors (the Board).

The Board may, at any time, appoint a qualified person as a Director to fill a vacancy that arises on the Board as a result of resignation, death or incapacity of a Director during the Director's term of office or as a result of a decision to increase the number of active Board Members (within the limits established in these bylaws). A Director appointed by the Board to fill a vacancy should be reappointed/elected at the next Annual General Meeting.

At each Annual General Meeting, the Board will identify to the Membership those Directors that are partway through their term, those Directors that have been appointed by the Board since the previous AGM and require reappointment or election at the current meeting, and those individuals who are not currently Board Members but have agreed to stand for election as a Director.

### **2.5.5 Term of appointment**

(Revised October 2020)

The length of term of appointment or election of a Director is two (2) years.

A Director who seeks a staff position with the Society should resign as a Director and if they do not become an employee of the Society they are not eligible to become a Director until one year following the date of their resignation.

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.

### **2.5.6 Directors' meetings**

A minimum of six (6) regularly scheduled meetings of the Board will be held each year.

Additional meetings of the Board of Directors may be called by the Chair or by any two (2) other Directors. At least two (2) days' notice of a Directors' meeting must be given unless all the Directors agree to a shorter notice period. 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.

The Directors may regulate their meetings and proceedings as they decide except as prescribed elsewhere in these bylaws.

A quorum for the transaction of business at a Directors' meeting is a majority of the Directors.

All Board resolutions must be recorded in the Board meeting minutes.

A written resolution, signed by at least 80% of Directors, shall be valid and have effect as if it had been passed at a meeting of Directors duly called and constituted. Similarly, a written resolution, agreed to by at least 80% of Directors via e-mails copied to all Directors shall be valid and have effect immediately but should be ratified at the next duly constituted meeting of the Directors.

### **2.5.7 Conflict of Interest**

All Directors must become familiar with the provisions of Section 56 of the Act regarding conflicts of interest and must disclose any such conflict fully and promptly to the other Directors and abstain from any decision related to contract or transaction creating the conflicting interests.

Any declared conflict of interest must be recorded in the minutes.

### **2.5.8 Committees of the Board**

The Board may appoint standing or ad hoc committees to advise the Board, or to do particular tasks. All Committees must operate within Terms of Reference that outline their composition, authority, reporting requirements and duties and are approved by the Board.

Standing committees are formal, permanent or long-standing structures of the society that deal with the ongoing matters of the organization and may, for example, include an Executive Committee, a Finance Committee, a Human Resources Committee and a Governance Committee. Standing Committees must be chaired by a Director and shall report to the Board of Directors on a regular basis.

Ad hoc committees are time or task limited and the Chair, while not required to be a Director, must be a Member of the Society.

The Board has full authority over Members of its Committees and may appoint individuals as Members of any committees. The Board chair is considered an ex officio Member of all committees.

## **2.6 OFFICERS**

As required or as prescribed in the policies, the Board of Directors may appoint Officers in order to effectively conduct its business and manage the affairs of the Society. At a minimum, the Board of Directors will appoint a Chair and a Treasurer.

### **2.6.1 Vacancy in Office**

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Society. Unless so removed, an officer shall hold office until the earlier of:

- a) The officer's successor appointed;
- b) The officer's resignation;
- c) Such officer ceasing to be a Director (if a necessary qualification of appointment); or,
- d) Such officer's death.

If the office of any officer of the Society shall be or become vacant, the Directors may, by resolution, appoint a person to fill such a vacancy.

## **2.7 FINANCE AND OTHER MANAGEMENT**

### **2.7.1 Finance and Auditing**

The financial year of the Corporation ends on June 30<sup>th</sup> of each year. The financial records and accounting system of the Society shall be reviewed by an auditor within six (6) months of the financial year end. A qualified accountant will be appointed at each Annual General Meeting and must conduct such a review.

### **2.7.2 Revenues**

The Society may borrow or raise funds to meet its objectives and operations. The Board will decide on the amounts required and manner in which funds will be raised/revenue derived.

### **2.7.3 Budgets**

The Board will approve an annual budget for the Society.

### **2.7.4 Signing Authority**

The Board shall annually by resolution designate the Directors and other authorized Officers or persons who will have signing authority on behalf of the Society in relation to Banking, Contracts, Documents or other Instruments requiring execution. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed.

### **2.7.5 Banking**

The Board shall, by resolution from time to time, designate the financial institutions in which the Society's funds of the Society shall be placed for safekeeping.

### **2.7.6 Borrowing**

No money shall be borrowed without the authorization of a resolution of the Board of Directors.

### **2.7.8 Investments**

The Society may invest its funds only:

- a) in investments in which a prudent investor might invest, unless the bylaws prohibit that investment; and,

- b) seek professional financial advice to appropriately manage risk in any investment that is considered medium to high risk.

No Member of the Society shall receive any pecuniary benefits from Membership in the Society by way of profits, dividends or capital distribution or in any other way. This shall not apply to any Member who may act a supervisor or custodian or in any employment of whatever nature by the Society who shall be entitled notwithstanding their Membership, to receive reasonable remuneration for services as he or she may perform. This provision was previously unalterable.

No Member or Director may receive any payment for serving as a Member or Director. However, reasonable expenses incurred while carrying out the duties of the Society may be reimbursed, subject to Board approval or approved governance policy.

### **2.7.9 Financial Statements**

- (1) The Directors of a society must present the following to the Members at each annual general meeting:
  - a) Financial statements prepared in accordance with this section;
  - b) The auditor's report, if any, on those financial statements.
- (2) The financial statements referred to in subsection (1)(a) must be prepared in accordance with the requirements, if any, set out in the regulations.

The financial statements of the Society will include a note, for the period covered, providing the information about remuneration of Directors, employees and contractors as required by the Act (36-1)

The annual financial statements will not be published, or distributed, unless they have been approved by the Directors and signed by one or more Directors to confirm that the approval was obtained; and have attached to them the auditor's report, if any, on those financial statements.

Once approved and signed, the financial statements referenced above are considered publicly available.

## **2.8 SOCIETY RECORDS**

The Board of Directors will ensure the storage and maintenance of all necessary books and records of the Society as required the by the Bylaws, The Act, or any other statute or law.

The Society will maintain Society records in accordance with Section 20 of the Act for at least ten (10) years.

As specified in Sections 20 through 25 of the Act,

- a) access to all records and files may be restricted and may not be available to any person unless authorized by the Board of Directors or as prescribed in the Society's approved policies;
- b) Members have the right to inspect, or request, Society records except if the Directors are of the opinion that the inspection would be harmful to the Society or to the interests to one or more of its Members.

### **2.8.1 Dissolution**

Upon the dissolution of the Society, any assets of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such charitable organizations in Canada as may be decided by the Members of the Society at the time of dissolution. This provision was previously unalterable.