

BYLAWS

Article 1-Definitions

1.1 In the Constitution and these Bylaws:

- a) “Act” means the Societies Act.
- b) “Adjournment” means the meeting has been interrupted for a defined period, but that it will continue.
- c) “Auditor” means a licensed professional accountant.
- d) “Board” or “Board of Directors” means the directors of the Society for the time being, acting as a body.
- e) “Director” means a director of the Society.
- f) “General Meeting” includes an annual general meeting and a special general meeting.
- g) “Honourary Member” means a person recognized by the Board for meritorious or long-term service to the Society.
- h) “Member” means a member of the Society.
- i) “Membership Year” means the twelve calendar month period from the date of membership being approved by the Board.
- j) “Registered Address” means a members' address as recorded in the register of members.
- k) “Society” means the Vancouver Island Mental Health Society.
- l) “Special Resolution” has the meaning given to it in the Act.
- m) “Supporting Member” means a corporation, association or unincorporated organization represented by a person.
- n) “Written” means any mode of representing or reproducing words in written form, including printing, lithography, typewritten, photography, electronic mail, electronic facsimile, electronic scanning.
- o) The singular includes the plural and vice versa.

Article 2 -Terms of Membership

2.1 All persons over the age of 13 years are eligible for membership except:

- a) an employee of the Society.
- b) a physician, dentist, pharmacist, nutritionist, rehabilitation specialist, social worker or any other health care or allied profession who provides services



- under an agreement or contract with the Society.
- c) any person who has a real or perceived conflict of interest within the Society.
 - d) the auditor or solicitor of the Society.
 - e) any person who is a current resident of the Society.
 - f) any person who, subsequent to becoming a member, becomes a person to whom subsection (a) through (e) applies is ineligible to be a member.
- 2.2 The members of the Society are the applicants for incorporation of the Society and those persons who subsequently become members in accordance with these by laws and who, in either case, have not ceased to be members.
- 2.3 There shall be three (3) categories of membership i) individual member, ii) supporting member and iii) honorary member.
- 2.4 Individual members must be persons.
- 2.5 Supporting members must be corporations, associations or unincorporated organizations.
- 2.6 Honorary membership may be granted to a person by the Board to recognize meritorious or long- term service to the organization.
- 2.7 Honorary membership once granted is for life with no membership fee being assessed and a person so recognized is accorded full voting and other rights as enjoyed by all other members of the society.
- 2.8 A person, corporation, association or unincorporated organization may apply to the Board for membership and on acceptance by the Board and payment of membership dues is a member.
- 2.9 The board may, in its sole discretion, approve, postpone, or refuse an application for membership, and determine the category of membership an application is eligible for.
- 2.10 An application for membership received forty-five (45) days or less before the month in which the annual general meeting is held shall be postponed until after that meeting.
- 2.11 The amount of annual membership dues must be determined by the Board.
- 2.12 Membership, once approved by the Board, shall be for a twelve (12) month period from the date of approval. Members who held a previous membership that expired in any part of the previous year will be eligible to renew their membership at the next annual general meeting.
- 2.13 Application for membership must be:
- in writing and in a form approved by the Board.
 - be made to the Board.
 - in the case of a supporting member, the supporting member must appoint an authorized representative.



- include the membership dues
- 2.14 Membership is not transferable.
- 2.15 A member may renew a membership until the time the annual general meeting is called to order.
- 2.16 Every member and director must comply with the following:
- the Societies Act.
 - the Constitution and Bylaws of the Society.
 - any rules and policies made by the Society including procedures for its governance.
 - any rules of order governing the conduct of general meetings and meetings of the Board.
- 2.17 A member ceases to be a member on:
- delivering a written resignation to the Society.
 - death of the member however, in the case of a supporting member, a replacement authorized representative shall be named as soon as possible to replace the deceased authorized representative.
 - failing to renew annual membership when due or by the next annual general meeting following the expiry of their membership.
 - being expelled.
 - terms as contained under Section 2.1.1 a, b, c, d, e.
- 2.18 A member becomes a member not in good standing on failing to pay:
- a debt due and owing to the Society.
 - membership dues by or before the time the annual general meeting is called to order.
- 2.19 A member may be expelled by special resolution: -the notice of a special resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion. The member who is the subject of a proposed special resolution for expulsion must be given an opportunity to be heard at the general meeting before the resolution is put to a vote.

Article 3 -Membership Rights & Duties

- 3.1 All members of the Society whether an individual member or a named representative of a supporting member or an honorary member shall have the right to stand for election to the Board of Directors and to cast one vote at all general and special meetings of the Society.
- 3.2 All members of the Society whether an individual member or a named representative of a supporting member or an honorary member shall be registered as a member and provided with a copy of the Society's Constitution and Bylaws.
- 3.3 All members of the Society whether an individual member or a named representative

of a supporting member or a honorary member shall at no time purport to represent the Society without the specific authorization of the Board.

Article 4 -Annual and Special General Meetings

- 4.1 An annual general meeting of the Society must be held each year within ninety (90) days of the fiscal year end.
- 4.2 Every general meeting, other than an annual general meeting, is a special general meeting.
- 4.3 The Board may, when it thinks fit, convene a special general meeting.
- 4.4 Notice of an annual general meeting and a special meeting must:
 - specify the place, day and hour of the meeting, and, in the case of special business, the general nature of that business.
 - include any special resolutions to be proposed at the meeting, and
 - be given to all members not less than fourteen (14) days before the meeting, in the manner permitted by the Act.
- 4.5 The accidental omission to give notice of an annual general meeting or a special general 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.
- 4.6 The Board, on the requisition of ten (10%) percent or more of the members, must convene a special general meeting without delay
- 4.7 The requisition may consist of several documents in similar form each signed by one or more members and must:
 - state the purpose of the special meeting.
 - be signed by the members submitting the requisitions, and
 - be delivered or sent by registered mail to the address of the Society.
- 4.8 If, within twenty-one (21) days after the date of the delivery of the requisition, the Board does not convene a special general meeting, the members who submitted the requisition, or a majority of them, may themselves convene a special general meeting to be held within four (4) months after the date of the requisition.
- 4.9 A special general meeting convened by the members who submitted the requisition must be convened in the same manner, as nearly as possible, as a special general meeting convened by the Board.

Article 5 -Proceedings at Annual General Meetings and Special General Meetings

- 5.1 Business at a special general meeting shall be all business except the adoption of rules of order.
- 5.2 Business at an annual general meeting shall be all business except:
 - adoption of rules of order.
 - the report of the Board.



- Consideration of the audited financial statements.
 - the report of the auditor.
 - appointment of the auditor.
 - election of directors and
 - any 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 Board issued with the notice convening the meeting.
- 5.3 A quorum for all annual general meetings and special general meetings is ten (10%) percent of the members in good standing present, but not less than three (3) members.
- 5.4 No business, other than the election of a chair and the adjournment or termination of the meeting, can be conducted at an annual general meeting or special general meeting when a quorum is not present
- 5.5 If, during an annual general meeting or a special general meeting, a quorum ceases to be present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 5.6 If, within thirty (30) minutes from the time appointed for an annual general meeting or a special general meeting a quorum is not present, the meeting stands adjourned to a time and place determined by the board and, if at the adjourned meeting, a quorum is still not present within thirty (30) minutes from the time appointed for the meeting, the members present shall constitute a quorum. Notice of a meeting adjourned under this bylaw needs not be given to members who are not present.
- 5.7 A, special general meeting convened on the requisition of members must be terminated if, after thirty (30) minutes from the time appointed, a quorum is not present.
- 5.8 An annual general meeting or a special general meeting may be adjourned from time to time and from place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 5.9 When an annual general meeting or a special general meeting is adjourned for fourteen (14) days or more, notice of the adjourned meeting must be given in the same manner as the original meeting as per Article 4 Section 4.1.4.
- 5.10 Except as provided in this bylaw, it is not necessary to give notice of an adjournment or the business to be transacted at an adjourned annual general meeting or special general meeting.
- 5.11 In the case of an equality of votes, the chair of an annual general meeting or a special general meeting does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member.
- 5.12 A resolution proposed at an annual general meeting or a special general meeting must be seconded, and the chair may move or propose a resolution.



- 5.13 The Chair, the Vice Chair or one of the other directors present must preside as chair of an annual general meeting or special general meeting.
- 5.14 If, at an annual general meeting or special general meeting, there is no Chair, Vice Chair or other director present within fifteen (15) minutes after the time appointed for holding the meeting, or the Chair, Vice Chair and all other directors present are unwilling or unable to act as chair, the members present must choose a member who is present to chair
- 5.15 Questions arising at an annual general meeting or a special general meeting must be decided by a majority of votes, except where otherwise required.
- 5.16 Voting at an annual general meeting or a special general meeting is by show of hands, except when a ballot is requested by a majority of members present, on a show of hands.
- 5.17 Each member in good standing is entitled to one (1) vote at an annual general meeting or special general meeting.
- 5.18 A supporting member may vote through its authorized representative, who is entitled to speak and vote and in all other respects exercises the rights of a member and that representative must be considered as a member for all purposes at an annual general meeting or special general meeting.
- 5.19 Proxy voting is permitted.
- 5.20 Questions of procedure, which have not been provided for in these Bylaws, shall be determined in accordance with Roberts Rules of Order.

Article 6 -Board of Directors

- 6.1 The Society shall be governed by a Board of Directors that shall, supervise, control and direct the affairs and business of the Society. The Board may adopt such rules and regulations as may be deemed advisable to carry out the purpose of these Bylaws and the activities of the Society.
- 6.2 The Board of Directors may not be remunerated in any capacity, however, Directors may be reimbursed for necessary and reasonable expenses incurred while acting on behalf of the Society. The Society will not alter or delete this by-law without first obtaining the written consent of the British Columbia Housing Management Commission.
- 6.3 The Board of Directors shall hire an Executive Director to be responsible for the management of the Society in accordance with policies as issued by the Board. These responsibilities shall include, but shall not be limited to: communicating notices of all meetings of members and all meetings of Directors, keeping minutes of all such meetings, and keeping full and accurate accounts of all receipts and

disbursements of the Society. The Executive director cannot be a member of the Board. Although, he/she may attend and speak at meetings of the Board.

- 6.4 There must be not less than nine (9) and not more than twelve (12) directors and at all times the composition of the Board should have individual members as opposed to supporting members in the majority and the number of members of the Society must always be twice as many as the number of directors.
- 6.5 The Board shall be the only administrative body of the Society and is responsible for establishing and implementing the policies of the Society.
- 6.6 The Board shall have the only legal authority to enter into any contract for the furtherance of the objects of the Society.
- 6.7 The Board shall annually elect among themselves a Chair, Vice Chair, Secretary and a Treasurer all of whom shall retain full voting status. This election shall take place at the first Board of Director meeting following the annual general meeting.
- 6.8 In the absence of the Executive Officers, the Board shall elect from their members an acting officer or officers to serve for the duration of the meeting.
- 6.9 The board shall be responsible for the preparation of the audited financial statements and general activity report to be submitted to the Annual General Meeting.
- 6.10 A quorum of the Board shall be five (5) members. If a quorum is not present after thirty (30) minutes of the scheduled start time for the meeting, then the meeting will stand adjourned.
- 6.11 The Board of Directors shall be elected by the membership at the annual general meeting by secret ballot. As well as accepting nominations from the floor, a slate of nominees shall be prepared for presentation at the annual general meeting.
- 6.12 The term of office shall be two (2) years since first election or appointment to the Board and no Board member should serve more than a total of three (3) consecutive two (2) year terms for a maximum of six (6) years after which they must not be a candidate for at least one (1) year. Any portion of a two (2) year term shall be treated as a full term insofar as time limits are concerned.
- 6.13 Any member of the Society is eligible to be elected to the Board.
- 6.14 Where for any reason a director leaves the Board, the Board of Directors may appoint another member of the Society to fill the vacancy till the next annual general meeting.
- 6.15 Any member of the Board may be expelled by a two thirds majority vote of directors for proven dishonesty, or gross misconduct, or failing or refusing to carry out their duties as a Board member.
- 6.16 Any member of the Board absent from three consecutive Board meetings without



cause or the prior approval of the Board shall be automatically terminated from the Board and a replacement named to complete their term until the next annual general meeting.

- 6.17 Any member of the Board absent from three consecutive Board meetings without cause or the prior approval of the Board shall be automatically terminated from the Board and a replacement named to complete their term until the next annual general meeting.
- 6.18 Any member of the Board may be impeached by the general membership by extraordinary resolution at a special or annual general meeting.
- 6.19 The Board shall meet at the discretion of the Chair or upon the call by three (3) members of the Board notice of which must be given to all Board members.
- 6.20 The Board should hold a minimum of nine (9) monthly meetings in any twelve (12) month period.
- 6.21 Voting at Board meetings shall be by show of hands unless any two (2) directors present request a secret ballot. In determining the results of the vote, abstentions shall not be taken into account. The Chair shall not vote except where there is a tie vote in which case the Chair shall cast the deciding vote.
- 6.22 A member of the Board who is, directly or indirectly, interested in a proposed contract or any transaction with the Society must disclose fully and promptly the nature and extent of the interest to each of the other directors and refrain from influencing the decisions made by the Board.

Article 7 - Committees

- 7.1 The Board may appoint Standing or Ad Hoc Committees and establish terms of reference for same.
- 7.2 The Board shall have an Executive Committee comprising of the Chair, Vice Chair, Secretary, Treasurer and the Executive Director who shall serve as a non-voting member.
- 7.3 The purpose of the Executive Committee is to act on behalf of the Board on specific items delegated by the Board and to act on behalf of the Board regarding urgent decisions when it is impossible for the Board to convene. Such actions must be presented for ratification at the next Board meeting.
- 7.4 The Board shall have a Nominations & Membership Committee consisting of at least two (2) members of the board.
- 7.5 The purpose of the Nominations & Membership Committee is to:
 - a) develop and present to the annual general meeting a slate of candidates for election to the Board and:



- b) receive, review and determine the category of membership and to recommend to the Board for approval all new membership applications received from time to time. The Nominations & Membership Committee shall also review the membership list and be responsible for contacting members regarding timely renewal of their membership.

Article 8 - Seal

- 8.1 The Seal of the Society shall be retained by the Executive Director and affixed to all contracts, agreements, conveyances, mortgages or other documents as may be approved by the Board.

Article 9 - Finances and Administrative Matters

- 9.1 The fiscal year of the Society shall end on March 31st of each year.
- 9.2 An independent accountant shall be appointed at the Annual General Meeting for the purposes of preparing an audited financial statement to be presented to the members at the Annual General Meeting.
- 9.3 A member of the Board, a person who is in partnership with a member of the Board, an employee or the spouse or lawful partner of such a person, shall be ineligible for appointment as an auditor under this by law.

Article 10 - Borrowing Powers

- 10.1 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.

Article 11 - Indemnification

- 11.1 All Board members of the Society and their heirs, executors, administrators and other legal personal representatives shall from time-to-time be indemnified and saved harmless by the Society from and against:
 - any liability and all costs, charges and expenses that one sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against one for or in respect of anything done or permitted by one in respect of the execution of the duties of one's office: and
 - all costs, charges and expenses that one sustains or incurs in respect of the affairs of the Society: except any liability or any costs, charges, and expenses in respect thereof as may be occasioned by one's own willful neglect or default.

Article 12 -Inspection of Records

- 12.1 At the direction of the Board, all books and records of the Society, with the exception of the health records of individual residents or clients and the personnel records of staff, shall be open to inspection by the members or other individual authorities such as funding agencies.

Article 13 –Dissolution

- 13.1 To clarify bylaw 15.1, in the event that the Society should at any time be wound-up or dissolved, the remaining assets after payments of all debts and liabilities shall be distributed to another recognized charitable or nonprofit organization having similar objectives in the Province of British Columbia. The Society will not alter or delete this bylaw without first obtaining written consent of the British Columbia Housing Management Commission.

Article 14 -Amendments

- 14.1 These Bylaws may be varied, amended or repealed by a majority vote of not less than seventy-five (75%) percent of those present at an annual general meeting or special meeting but no variation, amendment or repeal shall have any effect until it has been registered by the Registrar of Societies.
- 14.2 Notice of intention to propose the variation, amendment, or repeal of any Bylaw shall be given in the Notice of Meeting published pursuant to Article 4 Section 4.1.
- 14.3 In accordance with Section 245 of the Societies Act, SBC 2015, c. 18 and Societies Regulation 18, previously unalterable Constitution provisions may not be altered or deleted without prior written consent of the Government of British Columbia Minister(s) therein identified.

Article 15 – Previous Constitutional Provisions

- 15.1 Upon the winding up or dissolution of the Society, the remaining assets after satisfaction of its debts and liabilities shall be turned over to a recognized Canadian Charitable Organization in the Province of British Columbia or elsewhere in Canada. The provision was previously unalterable.
- 15.2 The Society shall be carried on without the purpose of gain for its member(s), and no part of any income out of the Society shall become 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 purpose. The provision was previously unalterable.
- 15.3 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. The provision was previously unalterable.

- 15.4 The operations of the Society are to be conducted in the Province of British Columbia, chiefly in the Vancouver Island Region.

Article 16 - Miscellaneous

- 16.1 The Society will not alter or delete its purpose to operate a charitable institution without profits to its members) for the purpose of owning, operating, and maintaining affordable Housing projects for low income individuals and the society will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.



*Vancouver Island
Mental Health Society*

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