

# CONSTITUTION AND BYLAWS



# Inclusion BC, (formerly the B.C. Association for Community Living) Constitution

1. The name of the Society is Inclusion BC Society.
2. The objects of the Society are:
  - (a) to further the inclusion of people with developmental disabilities and their families;
  - (b) to work to ensure people with disabilities and their families have the supports they need;
  - (c) to collaborate with other community organizations and provincial associations for community living and provide provincial representation to the Canadian Association for Community Living, and through them to other national and international associations;
  - (d) to link together and unify the members of the Society and others who share our vision and values;
  - (e) to communicate with governments on matters of concern;
  - (f) to actively support and encourage public awareness;
  - (g) to further the training and education of people who work in the field; and
  - (h) to support social research and study that furthers the full citizenship of people with developmental disabilities; and
  - (i) to advance the rights and well being of people with developmental disabilities and their families.
3. The activities of the Society will be carried on without purpose of gain for its members and any income, profits or other benefit to the Society will be used in promoting the purposes of the Society. This provision is unalterable.
4. In the event of dissolution or winding up of the Society, all of its remaining assets after payment of debts or liabilities shall be distributed to one or more charitable organizations or charitable foundations recognized under the provisions of the Income Tax Act and engaged in work on behalf of people with developmental disabilities and their families. This provision is unalterable.

**BYLAWS**  
**of**  
**INCLUSION BC,**  
**FORMERLY THE BRITISH COLUMBIA ASSOCIATION FOR COMMUNITY LIVING**

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**BYLAWS**  
**of**  
**INCLUSION BC**

**PART 1. - INTERPRETATION**

**1.1 Definitions**

In these Bylaws and the Constitution of the Society, unless the context otherwise requires:

- (a) **“Address of the Society”** means the address of the Society as filed from time to time with the Registrar in the Notice of Address;
- (b) **“Affiliate Members”** means the Organizations that have been accepted by the Board as Affiliate Members in accordance with these Bylaws;
- (c) **“Society”** means **“Inclusion BC Society”**;
- (d) **“Board”** means the Directors acting as authorized by the Constitution and these Bylaws in managing and exercising the powers of the Society;
- (e) **“Board Resolution”** means:
  - (i) a resolution passed at a duly constituted meeting of the Board by a simple majority of the votes cast by those Directors who are present and entitled to vote at such meeting; or
  - (ii) a resolution that has been submitted to all Directors and consented to in writing by 75% of the Directors who would have been entitled to vote on the resolution in person at a meeting of the Board;
- (f) **“Bylaws”** means the bylaws of the Society as filed in the Office of the Registrar;
- (g) **“Constitution”** means the constitution of the Society as filed in the Office of the Registrar;
- (h) **“Delegates”** means the Persons appointed by a Full Member in accordance with these Bylaws, each of whom may exercise one (1) vote on behalf of the Full Member;
- (i) **“Directors”** means those persons who have become directors in accordance with these Bylaws;

- (j) **"Family Members"** means the Families who have been accepted by the Board as Family Members in accordance with these Bylaws;
- (k) **"Full Members"** means the Organizations that have been accepted by the Board as Full Members in accordance with these Bylaws;
- (l) **"General Meetings"** includes the annual general meeting and all extraordinary general meetings of the Society;
- (m) **"Governing Members"** means those Persons who, as Individual or Family Members of INCLUSION BC and, being the Directors and officers of the Society from time to time, become Governing Members in accordance with these Bylaws;
- (n) **"Honourary Life Members"** means the Persons who have been accepted as Honourary Life Members by the Board in accordance with these Bylaws;
- (o) **"Income Tax Act"** means the *Income Tax Act*, R.S.C. 1985 (5<sup>th</sup> Supp.), c.1 as amended from time to time;
- (p) **"Individual Members"** means the Persons who have been accepted by the Board as Individual Members in accordance with the Bylaws;
- (q) **"Members"** means the applicants for incorporation of the Society and those Persons and Organizations who have subsequently become members in accordance with these Bylaws and, in either case, have not ceased to be members;
- (r) **"Non-Voting Members"** means the Members belonging to a class of membership which, in accordance with these Bylaws, is not entitled to a vote ;
- (s) **"Ordinary Resolution"** means a resolution passed at a General Meeting by the Members by a simple majority of the votes cast in person.
- (t) **"Organization"** means a local member association, corporation, partnership or other entity;
- (u) **"President"** means the Person elected to the office of President of the Society in accordance with these Bylaws;
- (v) **"Non- Profit Provider"** means a non-profit society in the Province of BC that exists to provide services, supports and/or advocacy to for more than (1) person with developmental disabilities and/or their families.
- (w) **"Private Provider"** means a for- profit organization that exists in the Province of BC to provide services, supports and/or advocacy for more than (1) person with developmental disabilities and/or their families.
- (x) **"Registered Address"** of a Member or Director means the address of that Person or Organization as recorded in the register of Members or the register of Directors;



- (y) **“Regions”** means the geographic regions illustrated on the map attached to these Bylaws as Schedule I;
- (z) **“Registrar”** means the Registrar of Companies of the Province of British Columbia;
- (aa) **“Self Advocate”** means a Person who is:
  - (i) is an Individual or Family Member of the Society; and
  - (ii) has a developmental disability;
- (bb) **“Society Act”** means the *Society Act*, R.S.B.C. 1996, c.433, as amended from time to time; and
- (cc) **“Special Resolution”** means a resolution passed at a General Meeting by a majority of not less than 75% of the votes of those Members who, being entitled to do so, vote in person,
  - (i) of which the notice that the Bylaws provide, and not being less than 14 days’ notice, specifying the intention to propose the resolution as a Special Resolution has been given, or
  - (ii) if every Member entitled to attend and vote at the meeting agrees, at a meeting of which less than 30 days’ notice has been given.
- (dd) **“Voting Members”** means the Members belonging to a class of membership which, in accordance with these Bylaws, is entitled to exercise a vote;
- (ee) **“Executive Director”** means the most senior paid staff of a Non-Profit Society that is a Full Member.
- (ff) **“Owner/Chief Executive Officer”** means the Owner/Chief Executive Officer/most senior paid staff of a Private Provider that is a Full Member.
- (gg) **“Executive Directors’ Network”** means the group of Executive Directors and Owners/Chief Executive Officers of the Full Members of the Society.
- (hh) **“Micro Board”** is a registered society that exists to serve only a specific individual with developmental disabilities. Micro Boards are eligible for Family Membership in INCLUSION BC.
- (ii) **“Family”** means two or more Persons who identify as a family.

## 1.2 *Society Act* Definitions

The definitions in the *Society Act* on the date these Bylaws become effective apply to these Bylaws and the Constitution.

## 1.3 Plural and Singular Terms

In these Bylaws, a term defined in the plural form includes the singular and vice-versa.

## **PART 2. - MEMBERSHIP**

### **2.1 Admission to Membership**

Membership in the Society will be restricted to:

- (a) the applicants for incorporation;
- (b) those Persons and Organizations that are Members in good standing on the date these Bylaws are adopted; and
- (c) those Persons, Families and Organizations whose subsequent application for admission as a Member has been accepted by the Directors,

### **2.2 Application for Membership**

A Person, Family or Organization may apply to the Board in writing to become a Member and on acceptance by the Board will be a Member in the class of membership determined by the Board.

The Board has the discretion to deny membership to an applicant and may do so for any reason that the Board determines is prudent. The decision of the Board to refuse membership is final.

### **2.3 Classes of Membership**

The Society will consist of two (2) classes of Voting Members:

- (a) Full Members; and
- (b) Governing Members;

and four (4) classes of Non-Voting Members:

- (c) Individual Members;
- (d) Family Members;
- (e) Affiliate Members; and
- (f) Honourary Life Members.

### **2.4 Full Membership**

An Organization may be accepted as a Full Member if:

- (a) it provides services, support, and/or advocacy to more than (1) person with developmental disabilities or their families; or it advocates on behalf of persons with developmental disabilities or their families; and
- (b) it promotes the full citizenship of persons with developmental disabilities; and
- (c) its purposes, objects and mission are consistent with those of the Society.

## **2.5 Governing Membership**

A person who is elected or appointed as a Director or officer of the Society becomes a Governing Member.

## **2.6 Affiliate Membership**

An organization that does not provide services, support or advocacy to persons with developmental disabilities or their families may be accepted as an Affiliate Member if the purposes, objects and mission of the Organization are consistent with the objects of the Society.

## **2.7 Individual Membership**

A person may be accepted as an Individual Member if he or she is:

- (a) age 19 or older;
- (b) normally resident in British Columbia; and
- (c) interested in furthering the objects and mission of the Society.

## **2.8 Family Membership**

A Family may be accepted as a Family Member if it includes or, in the case of a Micro Board, exists to serve, a person with a developmental disability.

## **2.9 Honourary Life Member**

A Person may be designated by the Board as an Honourary Life Member in recognition of an outstanding contribution to promoting the full citizenship of people with developmental disabilities and their families.

The Board may, in exceptional circumstances, revoke the designation of a Person as an Honourary Life Member by Board Resolution.

## **2.10 Membership not Transferable**

Membership is not transferable.

## **2.11 Compliance with Constitution, Bylaws and Policies**

Every Member will, at all times:

- (a) uphold the Constitution and comply with these Bylaws and the policies of the Society adopted by the Directors from time to time; and
- (b) further and not hinder the purposes, aims and objects of the Society.

The Board may sanction Members who are not in compliance with the Constitution, Bylaws and Policies of the Society, or who hinder the purposes, aims and objects of the Society, including suspending their membership and placing them not in good standing.

## **2.12 Cessation of Membership**

A Person will immediately cease to be a Member:

- (a) upon the date of delivering his or her resignation in writing to the Secretary/Treasurer of the Society or to the Address of the Society; or
- (b) upon his or her expulsion; or
- (c) upon his or her death or, in the case of an Organization, dissolution or wind-up; or
- (d) upon being a Member not in good standing for reason of debt for 180 days following the end of the fiscal year.

## **2.13 Expulsion of Member**

A Member may be expelled by a Special Resolution if the Member engages in conduct that is detrimental to the purposes, aims and objects of the Society.

Notice of a Special Resolution to expel a Member will be accompanied by a brief statement of the reasons for the proposed expulsion and a copy of the notice will be provided to all Members.

The Member who is the subject of the proposed expulsion will be provided an opportunity to respond to the statement of reasons at or before the time the Special Resolution for expulsion is considered by the Members.

## **PART 3. – RIGHTS AND RESPONSIBILITIES OF MEMBERS**

### **3.1 Dues**

The Board will, by Board Resolution, determine the annual dues payable by Members from time to time.

### **3.2 Standing of Members**

All Members are deemed to be in good standing except a Member that has failed to pay annual dues or any other debt to the Society when the debt is due, or a member who has been sanctioned by the Board per Bylaw 2.11 for non-compliance with the Society's constitution and bylaws, or for hindering the objects and purposes of the Society. Such Member is not in good standing so long as the debt remains unpaid or the Board sanction remains in place.

Any Member not in good standing because of debt must pay that debt 30 days prior to a General Meeting of the Society for a Member to be in good standing at that General Meeting. Members who are not in good standing because of debt or Board sanctions may not vote at a General Meeting until they return to good standing.

### **3.3 Voting by Full Members**

A Full Member is entitled to two (2) votes at General Meetings, to be exercised by two (2) Delegates appointed by that Full Member in accordance with Bylaw 3.4.

Each Delegate will exercise one (1) vote on behalf of the Full Member that appointed him or her at General Meetings.

### **3.4 Appointment of Delegates**

A Full Member can appoint a maximum of two (2) Delegates to represent the Full Member at General Meetings.

Delegates will be appointed in a written notice signed by a person authorized by the Full Member and delivered to the Address of the Society. The notice must include a description of the relationship between the Full Member and the Delegate.

### **3.5 Eligibility of Delegates**

In the case of a Full Member that is a Non-Profit Society, at least one (1) of the voting delegates:

- (a) must be a Member in good standing of that Full Member who is not in receipt of remuneration from that Full Member; and the other delegate
- (b) may be the Executive Director of that Full Member. No other paid staff of that Full Member can be a Voting Delegate.

In the case of a Full Member that is a Private Provider, at least one (1) of the voting delegates:

- (a) must be a Family Member of a person that receives services from that Full Member; or a person who receives services from that Full Member; and the other delegate
- (b) may be the Owner/Chief Executive Officer of that Full Member. No other paid staff of that Full Member can be a Voting Delegate.

The President of the Society may not be appointed as a Voting Delegate of any Full Member.

### **3.6 Probationary Period**

A Full Member is not entitled to exercise its votes during the first 30 days following acceptance as a Full Member by the Board of the Society.

### **3.7 Governing Members**

A Governing Member is entitled to one (1) vote on all matters on which Members are entitled to vote. A Governing Member who is also appointed as a Delegate by a Full Member at a General Meeting may vote as a Delegate, or as a Governing Member, but not both.

### **3.8 Non-Voting Members**

Individual Members, Family Members, Affiliate Members and Honourary Life Members do not have a vote at General Meetings of the Society.

## **PART 4. - MEETINGS OF MEMBERS**

### **4.1 Time and Place of General Meetings**

The General Meetings of the Society will be held at such time and place, in accordance with the *Society Act*, as the Board decides.

### **4.2 Annual General Meetings**

An annual general meeting will be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

### **4.3 Extraordinary General Meeting**

Every General Meeting other than an annual general meeting is an extraordinary general meeting.

### **4.4 Calling of Extraordinary General Meeting**

The Board may, whenever it thinks fit, convene an extraordinary general meeting.

### **4.5 Requisition of General Meeting**

The Members may requisition an extraordinary general meeting in accordance with *Society Act*. A requisition for an extraordinary general meeting must be made in writing, signed by authorized signatories for at least 10% of the Full Members and must state the purpose for which the extraordinary general meeting is to be called. A requisition must be delivered to the Address of the Society

### **4.6 Notice of General Meeting**

The Society will give not less than 30 days' written notice of a General Meeting to all Members; but Full Members may waive or reduce the period for a particular meeting by unanimous consent in writing, signed by a duly appointed Delegate.

### **4.7 Contents of Notice**

Notice of a General Meeting will specify the place, the day and the hour of the meeting and the business to be transacted at the meeting.

### **4.8 Omission of Notice**

The accidental omission to give notice of a General Meeting to, or the non-receipt of notice by, any Member entitled to receive notice does not invalidate proceedings at that meeting.

### **4.9 Resolutions**

Any resolutions to be considered at a General Meeting must be submitted in writing to the Address of the Society according to the timelines set by the Board from time to time.

## **PART 5. - PROCEEDINGS AT GENERAL MEETINGS**

### **5.1 Special Business**

Special business is:

- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
- (b) all business at an annual general meeting, except:
  - (i) the adoption of rules of order;
  - (ii) consideration of the financial statements;
  - (iii) consideration of the report of the Directors;
  - (iv) consideration of the report of the auditor;
  - (v) the appointment of the auditor; and
  - (vi) the election of the President;
  - (vii) the election of Directors ; and
  - (viii) such other business that, under these Bylaws or any governing statutes, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors if the report was issued with the notice of the meeting.

### **5.2 Requirement of Quorum**

No business, other than the election of a Person to chair the meeting and the adjournment or termination of the meeting, will be conducted at a General Meeting at a time when a quorum is not present.

### **5.3 Quorum**

A quorum at a General Meeting is 24 Voting Delegates, each of whom is a Delegate of a Full Member in good standing, or a proxy holder appointed by a Full Member in good standing in place of a Delegate in accordance with section 5.12, or a Governing Member.

### **5.4 Loss of Quorum**

If at any time during a General Meeting there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.

### **5.5 Lack of Quorum**

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, will be terminated; but in any other case it will stand adjourned to the next day, at the same time and place. If at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Full Members present, by Delegate or proxy, will constitute a quorum.

## **5.6 Chair**

The President of the Society will, subject to a Board Resolution appointing another Person, chair all General Meetings; but if at any General Meeting the President, or such alternate Person appointed by a Board Resolution, is not present within 15 minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Full Members present, by Delegate or proxy, may choose a Delegate to chair that meeting.

## **5.7 Alternate Chair**

If a Person presiding as chair of a General Meeting wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof. The person designated as alternate must be approved by the majority of the Full Members present.

## **5.8 Adjournment**

A General Meeting may be adjourned from time to time and from place to place. No business will be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

## **5.9 Notice of Adjournment**

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 14 days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

## **5.10 Ordinary Resolution Sufficient**

Any issue at a General Meeting which is not required by these Bylaws or the *Society Act* to be decided by a Special Resolution will be decided by an Ordinary Resolution.

## **5.11 Decisions by Show of Hands, Voice Vote or Secret Ballot**

Voting will be by show of hands or voice vote recorded by the secretary of the meeting, except that, at the request of the Delegates for any two (2) Full Members present at the meeting, a secret vote by written ballot will be required.

## **5.12 Voting by Proxy**

If a Delegate is unable to attend a General Meeting, the Full Member may assign the vote of such Delegate to a proxy holder, subject to these Bylaws and the following rules:

- (a) proxies must be in writing, and signed by an authorized representative of the Full Member (which does not include a Delegate);
- (b) a Person must qualify to be a Delegate of a Full Member in order to be appointed as proxy-holder by such Full Member;
- (c) a Person who receives remuneration from a Full Member cannot be the proxy holder for such Full Member;



- (d) a Person may not hold the proxy of more than one Delegate at any given time. In the event a Person is appointed as proxy holder for more than one Delegate, both proxies are deemed to be void and of no effect.

A Governing Member cannot assign his or her vote to another Governing Member.

### **5.13 Copy of Special Resolution to be filed with the Registrar**

A copy of any Special Resolution passed in accordance with the Bylaws will be filed with the Registrar in the appropriate form and will not take effect until such copy is accepted by the Registrar.

## **PART 6. - DIRECTORS**

### **6.1 Powers of Directors**

The Board may exercise all powers of the Society and are subject to the provisions of:

- (a) all laws affecting the Society; and
- (b) these Bylaws and the Constitution.

### **6.2 Management of Property and Affairs**

The property and the affairs of the Society will be managed by the Board.

### **6.3 Composition of Board**

The Board will be composed of up to 13 Directors including:

- (a) President;
- (b) Past President;
- (c) up to eight (8) Directors elected in accordance with section 6.5; and
- (d) up to three (3) Directors appointed in accordance with section 6.6.

### **6.4 Invalidation of Acts**

No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of Directors in office.

### **6.5 Election of Directors**

The Voting Members will normally elect a maximum of eight (8) Directors at a General Meeting as follows:

- (a) at least one (1) Director will be elected from each of the Regions; and
- (b) no more than six (6) Directors may be elected from a single Region; and
- (c) at least two (2) elected Directors must be Self-Advocates; and
- (d) at least two (2) elected Directors must be Immediate Family Members of a Person with a developmental disability.

## **6.6 Appointment of Directors**

Up to three (3) Directors will be appointed as follows:

- (a) two (2) Directors may be appointed by the Board to provide specific expertise, skills or knowledge as determined by the Board;
- (b) one (1) Director will be an Executive Director or Owner/Chief Executive Officer of a Full Member, as appointed by the Executive Directors' Network of the Society.

## **6.7 Eligibility for Directors**

Other than the Director who is appointed under sub-section 6.6(c), a Person may not serve as a Director if he or she is employed by any of the following:

- (a) any provincial government agency or crown corporation that gives rise to a conflict of interest; or
- (b) the Society; or
- (c) any Full Member or Affiliate Member, except if that person is the appointed Executive Director under 6.6 ( c).

A Person who was formerly employed under either (b) or (c) of the above may not be elected or appointed as a Director for a period of five (5) years following the end of his or her employment or contract, as the case may be.

## **6.8 Directors Subscribe to and Support Objects**

Every Director will fully support the objects of the Society.

## **6.9 Term of Office**

The term of office of all elected Directors will normally be three (3) years.

The term of office of Appointed Directors is normally one (1) year. An Appointed Director may not serve in that capacity for more than two (2) consecutive years

For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the annual general meeting at which such Director was elected. If, however, the Director was elected at an extraordinary general meeting his or her term of office will be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting.

## **6.10 Consecutive Terms**

Directors may be elected for consecutive terms, to a maximum of two (2) terms for a total of six (6) years as a Director. A Director who has served six (6) years may not be further elected or appointed for at least three (3) years after the date on which he or she last ceased to be a Director. The only way a Director who has completed a six (6) term on the Board can remain on the Board uninterrupted is if they are elected as President.

A term of nine (9) months or less will not be counted as a term when calculating Directors' terms. Any individual may serve a maximum of eleven (11) consecutive years as a Director or Officer, including a maximum of six (6) years as a Director, four (4) years as President, and one (1) year as Past President.

#### **6.11 Election by Secret Ballot**

In elections where there are more candidates than vacant positions for Directors, election will be by secret ballot. Candidates receiving the most votes will be deemed elected.

#### **6.12 Voiding of Ballot**

Any ballot on which more names are voted for than there are vacant positions will be deemed to be void.

#### **6.13 Election of Less than Required Number of Directors**

Every Director serving a term of office will retire from office at the close of the annual general meeting in the year in which his or her term expires; but if no successor is elected and the result is that the number of Directors would fall below three (3), the Person previously elected as a Director will continue to hold office until such time as successor Directors are elected, subject to Bylaw 6.10.

#### **6.14 Replacement of Directors**

If a Director other than the President ceases to hold office, the Board may appoint a Person who is an Individual or Family Member in good standing as a replacement Director to take their place until the next annual general meeting.

#### **6.15 Removal of Director**

The Full Members may remove a Director before the end of their term by Special Resolution and may elect a replacement Director by election at that General Meeting to serve for the balance of the term.

#### **6.16 Ceasing to be a Director**

A Person will automatically cease to be a Director:

- (a) upon the date that his or her resignation is received in writing by the Secretary/Treasurer of the Society or to the Address of the Society; or
- (b) upon the date such Person is no longer a Member; or
- (c) upon his or her removal; or
- (d) upon his or her death.

#### **6.17 Reimbursement of Directors' Expenses**

A Director may be reimbursed for all reasonable expenses incurred by him or her while engaged in the affairs of the Society based on guidelines that are approved from time to time by the Board.

## **6.18 Compensation of Directors**

Directors cannot receive payment for their services from the Society.

## **6.19 Powers of the Board**

The Board has the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, to further of the objects of the Society. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Society to further of the objects of the Society. The Board shall have the power to delegate its powers to manage operations, supervise staff and implement policies to further of the objects of the Society.

## **6.20 Investment of Property and Standard of Care**

If the Board is required to invest funds on behalf of the Society, it may do so in any form of property or security. The standard of care required of the Directors in making investments is that they exercise the care, skill, diligence and judgment that a prudent investor would.

## **6.21 Investment in Mutual or Pooled Funds**

The property of the Society may be invested by the Board, or by any agent or delegate of the Board, in any mutual fund, common trust fund, pooled fund or similar investment.

## **6.22 Investment Advice**

The Directors may obtain advice with respect to the investment of the property of the Society and may rely on such advice if a prudent investor would rely upon the advice under comparable circumstances.

## **6.23 Delegation of Investment Authority to Agent**

The Directors may delegate to a stockbroker, investment dealer, or investment counsel the degree of authority with respect to the investment of the Society's property that a prudent investor might delegate.

## **PART 7. - PROCEEDINGS OF THE BOARD**

### **7.1 Procedure of Meetings**

Meetings of the Board may be held at any time and place determined by the Board, provided that the Directors receive at least two (2) days notice. However, formal notice is not necessary if at a meeting the time and place of the next meeting is determined.

### **7.2 Quorum**

Normally quorum is the majority of Board members The Board may from time to time change the quorum necessary to transact business.

A Director who has, or may have, an interest in a proposed contract or transaction with the Society will, if he or she attends the meeting of the Board at which such proposed contract or transaction is

discussed, be counted towards the quorum at such meeting but is not entitled to vote on the proposed contract or transaction.

### **7.3 Chair of Meetings**

The President of the Society will normally chair all Board meetings. If at any Board meeting the President or such alternate Person appointed by a Board Resolution is not present within 15 minutes after the start of the meeting, or requests that he or she not chair that meeting, the Directors may choose one of their number to chair that meeting.

### **7.4 Alternate Chair**

If the Person presiding as chair of a meeting of the Board wishes to step down as chair for all or part of that meeting, he or she may upon approval by the Board designate an alternate to chair.

### **7.5 Calling of Meetings**

Any two (2) Directors may request that a meeting of the Board be called and the Secretary/Treasurer will then convene such a meeting.

### **7.6 Notice**

It is not necessary to give notice to newly elected or appointed Board Members of the Board meeting held immediately following the annual or other General Meeting of the Society.

### **7.7 Passing Resolutions**

Any issue at a meeting of the Board which is not required by these Bylaws or the *Society Act* to be decided by a resolution requiring more than a simple majority will be decided by Board Resolution.

### **7.8 Voting**

Each Director present at a meeting of the Board is entitled to one (1) vote on all matters that come before that meeting.

### **7.9 Procedure for Voting**

Voting will be by show of hands or voice vote recorded by the Secretary/Treasurer of the meeting except that, at the request of any one Director, a secret vote by written ballot will be required.

### **7.10 Resolution in Writing**

A Board Resolution in writing which has been received by the Secretary/Treasurer is as valid and effectual as if it had been passed at a Board meeting. Such Board Resolution will be recorded in the minutes of the Board as being approved.

## **PART 8. - OFFICERS**

### **8.1 Officers**

The officers of the Society are the President, Vice-President, Secretary/Treasurer and Past President. All officers must be Directors.

### **8.2 Election of Officers**

The President will be elected by the Full Members at the annual general meeting.

The Vice-President and Secretary /Treasurer will be elected by the Directors at the first meeting of the Board following an annual general meeting.

The office of Past President is filled by the Person who has most recently completed a term as President.

### **8.3 Term of office**

The term of office for an officer will normally be two (2) years.

The term of office for the Past President will be one (1) year.

Officers may be elected for a maximum of two (2) consecutive terms in the same office, with the exception of the Secretary/Treasurer, who may serve three (3) consecutive terms in that office.

### **8.4 Other officers**

The Board may appoint and remove such other officers of the Society as it deems necessary and determine the duties, responsibilities and term, if any, of all officers.

### **8.5 Removal of Officers**

A Person may be removed as an officer by a resolution passed by at least seventy-five percent (75%) of the Directors present at a Board meeting.

### **8.6 Replacement**

Should the President or any other officer not be able to complete his or her term, the Board will remove such officer from his or her office and will elect a replacement from among the elected Directors without delay. Such replacement will serve until the next General Meeting.

### **8.7 Duties of President**

The President will supervise the other officers in the execution of their duties and will preside at all meetings of the Society and of the Board. The Board may assign other duties and responsibilities to the President by Board Resolution.

## **8.8 Duties of Past President**

The Past President will assist the President in the performance of his or her duties and will carry out such other duties or responsibilities as may be assigned to him or her by Board Resolution.

## **8.9 Duties of Vice-President**

In the absence of the President the Vice-President will carry out the duties of the President. The Vice-President will carry out such other duties or responsibilities as may be assigned to him or her by Board Resolution.

## **8.10 Duties of Secretary/Treasurer**

The Secretary/Treasurer will be responsible for making the necessary arrangements for:

- (a) notices of meetings of the Society and the Board;
- (b) keeping of minutes of all meetings of the Society and the Board;
- (c) custody of all records and documents of the Society, except those required to be kept by the Secretary/Treasurer;
- (d) maintaining of the list of Members;
- (e) sending correspondence of the Society
- (f) keeping the financial records, reports and returns, including books of account, that are necessary to comply with the *Society Act* and the *Income Tax Act*; and
- (g) providing financial statements to the Directors, Members and others, when required.

## **8.11 Absence of Secretary/Treasurer at Meeting**

If the Secretary/Treasurer is absent from any meeting of the Society, the Directors present will appoint another person to act as Secretary/Treasurer at that meeting.

## **8.12 Combination of Offices of Secretary and Treasurer**

The offices of Secretary and Treasurer may be held by one Person who will be known as the Secretary/Treasurer.

## **PART 9. – COMMITTEES**

### **9.1 Standing and Special Committees**

The Board may create standing and special committees as necessary. All committees will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by a Board Resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period. A special committee will automatically be dissolved once its' work is completed or the specified time period is done, whichever comes first.

## **9.2 Delegation to Committees**

The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors as it sees fit.

## **9.3 Terms of Reference and Rules**

When the Board creates a committee, it must establish Terms of Reference. A committee will report back to the Board as it completes its activities.

## **9.4 Meetings**

The members of a committee may meet as they deem necessary and in keeping with these Bylaws.

## **PART 10. - EXECUTION OF INSTRUMENTS**

### **10.1 No Seal**

The Society will not have a seal.

### **10.2 Execution of Instruments**

Contracts, documents or instruments in writing requiring the signature of the Society may be signed by:

- (a) the President, together with the Secretary/ Treasurer, or
- (b) any two (2) Directors

and all contracts, documents and instruments in writing so signed will be binding upon the Society without any further authorization or formality. From time to time by Board Resolution, the Board may appoint any officer or officers, or any Person or Persons, on behalf of the Society to sign generally or specifically contracts, documents and instruments in writing.

## **PART 11. - BORROWING**

### **11.1 Powers of Directors**

In order to carry out the objects of the Society, the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in any manner it decides, including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

### **11.2 Issuance of Debentures**

No debenture will be issued without the authorization of a Special Resolution.

### **11.3 Restrictions on Borrowing Powers**

The Members may by Ordinary Resolution restrict the borrowing powers of the Board.



## **PART 12. - AUDITOR**

### **12.1 Requirement**

The Society may be audited and may appoint an external auditor with the qualifications described in section 42 of the *Society Act*.

### **12.2 Appointment of Auditor at Annual General Meeting**

The auditor will be appointed at an annual general meeting, to hold office until he, she or it is reappointed or his, her or its successor is appointed at the next following annual general meeting in accordance with the procedures set out in the *Society Act* or until the Society no longer wishes to appoint an auditor.

### **12.3 Removal of Auditor**

An auditor may be removed by Ordinary Resolution in accordance with the procedures set out in the *Society Act*.

### **12.4 Notice of Appointment**

An auditor will be promptly informed in writing of his, her or its appointment or removal.

### **12.5 Restrictions on Appointment**

No Director, officer or employee of the Society will act as auditor.

### **12.6 Attendance at Annual General Meetings**

The auditor may attend General Meetings.

## **PART 13. - NOTICES**

### **13.1 Entitlement to Notice**

Notices of a General Meeting will be given to:

- (a) every Member shown on the register of Members on the day the notice is given; and
- (b) the auditor.

No other Person is entitled to be given notice of a General Meeting.

### **13.2 Method of Giving Notice**

Any notice required under the Society Act or these Bylaws may be given to a Member or a Director either personally, by delivery, facsimile, electronic mail, or by first class mail posted to such Person or Organization's Registered Address.

### **13.3 When Notice Deemed to have been Received**

A notice sent by mail will be deemed to have been given on the day following that on which the notice was posted. Any notice delivered either personally, by delivery, facsimile, or electronic mail will be deemed to have been given on the day it was so delivered or sent.

### **13.4 Days to be Counted in Notice**

If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

## **PART 14. - MISCELLANEOUS**

### **14.1 Inspection of Records**

The documents, including the books of account of the Society and the minutes of meetings of the Society and the Board will be made available to the Directors. The minutes of any meeting of the Society will be made available to the Members in good standing upon reasonable notice. The Members will not be entitled to inspect any other documents of the Society.

### **14.2 Participation in Meetings**

Any meeting of the Society, the Board or any committee, may be held, by telephone, conference call, video conference or other similar communications equipment so long as all those participating in the meeting can hear and respond to one another. All those participating in these meetings will be entitled to vote. This method of voting will from time to time be used for passing resolutions.

### **14.3 Right to become Member of other Society**

The Society will have the right to subscribe to, become a member of, and cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Society's objects.

### **14.4 Not a Reporting Society**

Subject to an order of the Registrar pursuant to the *Society Act* stating that the Society is a "reporting society" as defined under the *Society Act*, the Society is not a "reporting society".

### **14.5 Branch Societies**

The Society may establish and maintain one or more branch societies with the powers, not exceeding the powers of the Society, and powers the Society confers.

### **14.6 Policies and Procedures**

The Board may establish rules, regulations, policies or procedures relating to the affairs of the Society provided that they are not inconsistent with the Society Act, the Constitution or these Bylaws.

## **PART 15. - INDEMNIFICATION**

### **15.1 Indemnification of Directors and Officers**

Subject to the provisions of the *Society Act*, each Director and each officer of the Society will be indemnified by the Society against all costs, charges and expenses reasonably incurred in connection with any claim, action, suit or proceeding to which that Person may be made a party by reason of being or having been a Director or officer of the Society.

### **15.2 Indemnification of Past Directors and Officers**

To the extent permitted by the *Society Act*, the Society will indemnify and hold harmless every Person now or hereafter serving as a Director or officer of the Society and that Person's heirs and personal representatives.

### **15.3 Advancement of Expenses**

To the extent permitted by the *Society Act*, all costs, charges and expenses incurred by a Director or officer with respect to any claim, action, suit or proceeding may be advanced by the Society prior to the final disposition thereof, in the discretion of the Board, and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that the recipient is entitled to indemnification hereunder.

### **15.4 Approval of Court and Term of Indemnification**

The Society will apply to the court for any approval which may be required to ensure that the indemnities noted here are effective and enforceable. Each Director and each officer of the Society on being elected or appointed will be deemed to have contracted with the Society upon the terms of the foregoing indemnities.

### **15.5 Indemnification not Invalidated by Non-Compliance**

The failure of a Director or officer of the Society to comply with the provisions of the *Society Act*, or of the Constitution or these Bylaws, will not invalidate any indemnity to which he or she is entitled under this part.

### **15.6 Purchase of Insurance**

The Society must purchase and maintain insurance for the benefit of any or all Directors, officers, employees or agents against personal liability incurred by any such Person as a Director, officer, employee or agent.

## **PART 16. - BYLAWS**

### **16.1 Entitlement of Members to copy of Constitution and Bylaws**

On being admitted to membership, each Member is entitled to, and upon request the Board will provide him, her or it with, a copy of the Constitution and Bylaws of the Society.

## **16.2 Special Resolution required to Alter or Add to Bylaws**

These Bylaws will not be altered or added to except by Special Resolution.