

CONSTITUTION

1. Name of Society

The name of this Society shall be the "Community Ventures Society".

2. Purposes

- a) The Society shall support the rights and interests of individuals with disabilities by:
 - ? promoting personal development and well-being;
 - ? ensuring individualized services in education, therapy, training, vocational and residential programs;
 - ? supporting self-advocacy and including consumers in planning and decision making;
 - ? providing for regular systems of monitoring to ensure quality services;
 - ? facilitating the involvement of individuals with disabilities in their community;
 - ? promoting the increased understanding by the general public of the abilities and needs of individuals with disabilities.
3. Providing early intervention services to children and their families to promote age appropriate development for children.
4. The Society shall carry on works exclusively of a charitable nature. (This clause is unalterable)
5. The Society shall be carried on without purpose of gain for its member(s), and no part of any income of the Society shall be payable or otherwise available for the personal benefit of the member(s) thereof, and any profits or other accretions to the Society shall be used for promoting its purposes. (This clause is unalterable)
6. The Directors shall serve without remuneration, and the Directors shall not receive, directly or indirectly, any profits from their position as Directors but may be paid expenses incurred by them in the performance of their duties. (This clause is unalterable)
7. The Society shall provide, maintain and manage (including construction, leasing and/or owning) one or more low-rental housing projects. (This clause is alterable)
8. The Society shall affiliate with and become a member of the British Columbia Association for Community Living. (This clause is alterable)

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9. Upon wind-up or dissolution of the Society the assets remaining after the payment of all costs, charges and expenses properly incurred in the wind-up, including the remuneration of a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after payment of any other debts of the Society, shall be distributed to a charitable organization (or organizations) in Canada, registered under the provisions of the Income Tax Act, which shall be designated by the Board of Directors. (This clause is unalterable)

10. The Society shall co-operate with public and private agencies, government and other groups, organizations and non-profit societies to achieve all of the above. (This clause is alterable)

11. That the Association may own real or personal property and may provide buildings and other accommodations for the use of individuals with disabilities and for the purpose of furthering the objectives of the Association. The Association may further do all acts necessary and incidental to the purposes of the Society including the entering into of contracts for acquiring, encumbering or disposing of real or personal property of the Association, and leasing of real or personal property to or by the Association, all for the purposes of the Association and in accordance with the other clauses of this constitution. (This clause is alterable)

BY-LAWS

PART ONE – INTERPRETATION

1. (1) In these bylaws, unless the context otherwise required,
 - (a) “directors” means the directors of the Association for the time being;
 - (b) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - (c) “registered address” of a member means the address as recorded in the register of members;
 - (d) “Association” means The Powell River Association for Community Living.(2) The definitions in the Society Act at the date these by laws become effective apply to these bylaws.

2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

PART TWO - MEMBERSHIP

3. There shall be four classes of membership, namely active membership, organization membership, associate membership and honorary membership.

4. Any person interested in the objectives, projects and work of the Association shall become an active member upon payment of the membership fee in effect on the date these by-laws are adopted by the Society and thereafter the annual membership fees shall be determined at the Annual General Meeting of the Society. Memberships are valid for one year from October 1st to September 30th of each year.

5. Any organization which shall contribute money or service to the Association shall be eligible for an organization membership in the Association during the year in which such contribution is made and shall become an organization member on appointing a person to attend and vote on its behalf at meetings of the Association and upon advising the Directors in writing of such appointment.

6. Any person who has made any outstanding contribution to support the purposes of the Association may be invited to become an honorary member of the Association. An invitation to honorary membership shall only be extended to such a person or persons as shall be determined at any Annual Meeting of the Association pursuant to recommendation by the Directors. Subject to the provisions of the Bylaws 9(1) (2) (3) and (10), honorary membership shall be for life. Honorary members shall not be required to pay dues.

7. Association staff shall be eligible for associate membership with voice but no vote at meetings. They shall not be required to pay dues.

8. Any active member in good standing for thirty (30) days prior to a General Meeting (including the Annual General Meeting) of the Association shall be eligible to vote at the General Meeting (or the Annual General Meeting as the case may be) including vote for election of Directors. Each honorary member and each organization member shall have one vote in person at a meeting of the Association.

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9. A person shall cease to be a member of the Association
 - (1) by delivering his or her resignation in writing to the secretary of the Association or by mailing or delivering it to the address of the Association;
 - (2) on his or her death or in the case of an organization, or corporation on dissolution;
 - (3) on being expelled; or
 - (4) on having been a member not in good standing for 12 consecutive months.
10. Any active, associate, or honorary member, or organization appointee who conducts himself or herself in such a way as to be detrimental to the purposes and objectives of the Association shall, at the discretion of the Directors, be expelled from the Association or refused the right of representation at General Meetings of the Association as the case may be. Notice of Expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion. The member who is the subject of the proposed expulsion shall be given an opportunity to be heard at the Meeting of Directors before the decision of the Directors is given.
11. All members are in good standing except a member who has failed to pay his or her current annual membership fees or any other subscription or debt due and owing by him or her to the Society and he or she is not in good standing so long as the debt remains unpaid.

PART THREE – MEETINGS OF MEMBERS

12. General Meetings shall be called at the discretion of the Directors but in no case less often than semi-annually; the Annual General Meeting shall count for one of the General Meetings. Special General Meetings may be called at any time by two-thirds (2/3) of the Directors or at the written requisition of any 10% of voting members.
13. Notice of the Annual General Meeting specifying the place, the day and the time of such meeting, and in the case of a Special Meeting, the nature of the business to be transacted, shall be given not less than fourteen (14) days prior to the date of the meeting. Associate members shall be invited to attend Special Meetings at the discretion of the Directors.
14. The Annual General Meeting of the Association shall be held at least once in every calendar year and not more that fifteen (15) months after the holding of the last preceding Annual General Meeting.
15. A quorum at any General Meeting, or Special Meeting shall be seven (7) members of the Association, present in person, entitled to vote at General Meetings of the Association.
16. If within 30 minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present shall constitute a quorum.

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17. Subject to by-law 19, the President of the Association, the Vice-President or in the absence of both, one of the other Directors present, shall preside as chairman of a General Meeting.
18. If at a General Meeting
 - (1) there is no President, Vice-president or other Director present within 15 minutes after the time appointed for holding the meeting; or
 - (2) the President and all the other Directors present are unwilling to act as chairman, the members shall choose one of their number to be chairman.
19.
 - (1) A General Meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
 - (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned General Meeting.
20.
 - (1) No Resolution proposed at the meeting need be seconded and the chairman of a meeting may move or propose a Resolution.
 - (2) In case of an equality of votes the chairman does not have a second or casting vote and the question shall not pass.
21.
 - (1) Voting is by show of hands unless a poll is requested.
 - (2) Voting by proxy will be permitted only at the discretion of the Directors.
22. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

PART FOUR – DIRECTORS AND OFFICERS

23.
 - (1) The Directors may exercise all the powers and do all the acts and things that the Association may exercise and do, and which are not by statute or otherwise lawfully directed or required to be exercised or done by the Association in General Meeting, but subject, nevertheless, to:
 - (a) all laws affecting the Association;
 - (b) these bylaws; and
 - (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Association in General Meeting.
 - (2) No rule, made by the Association in General Meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.

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24. The number of Directors shall be seven (7) or a greater number determined from time to time at the Annual General Meeting, not to exceed fifteen (15).
25. The term of each Directorship shall be one (1) year or two (2) years, as determined from time to time at the Annual General Meeting at which the Directors are elected, provided that not more than half (1/2) of the Directors shall be designated as two (2) year terms.
26. The Directors shall retire from office at each Annual General Meeting (or each second Annual General Meeting in the case of a two year term) when their successors shall be elected. A Director so returning is eligible for re-election.
27. If a Director resigns his or her office or otherwise ceases to hold office, the remaining Directors shall appoint a member to complete the term of the former Director, unless a Director has already been elected pursuant to bylaw 29.
28. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
29. The members may by Special Resolution remove a Director before the expiration of his or her term of office, and may by the same Resolution elect a successor to complete the term of office.
30. In accordance with Article 6 of the Constitution, no Director shall be remunerated for being or acting as a Director and the Directors shall not receive directly or indirectly, any profits from their position as Directors but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the performance of his or her duties.
31.
 - (1) The Directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
 - (2) The Directors may from time to time fix the quorum necessary to transact business, and unless so fixed, the quorum shall be a majority of the Directors then in office.
 - (3) The President shall be chairman of all the meetings of the Directors, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice-President or in the absence of the Vice-President, the 2nd Vice-President, if any, shall act as chairman; but if none is present the Directors present may choose one of their number to be chairman at that meeting.
 - (4) A Director may at any time, and the Secretary, on the request of a Director, shall, convene a meeting of the Directors.
32. For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an Annual or other General Meeting of members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present.

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33. A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Association a waiver notice, which may be by letter, telegram, telex, facsimile or cable, of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn
- (1) no notice of meeting of Directors shall be sent to that Director, and
 - (2) any and all meetings of the Directors of the Association, notice of which has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective.
34. (1) Questions arising at a meeting of the Directors and committee of Directors shall be decided by a majority of votes.
- (2) In case of an equality of votes the chairman shall have a second or casting vote.
35. No Resolution proposed at a meeting of Directors or committees of Directors need be seconded and the chairman of a meeting may move or propose a Resolution.
36. A Resolution in writing, signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.
37. Any Director who shall be absent from three (3) consecutive meetings of the Directors without acceptable cause, at the discretion of the Directors shall cease to be a Director without requirement of a Special Resolution for termination of Directorship.
38. A majority of the Directors shall constitute a quorum at any meeting of Directors.

COMMITTEES

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

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PART FIVE – OFFICERS

42. Directors shall, at the first meeting of Directors following the Annual General Meeting, appoint the Officers of the Association for the period until the next Annual General Meeting.

The Officers of the Association shall include a President, a Vice-President, a Treasurer, a Secretary, and such other Officers as the Directors from time to time determine. No Director shall hold more than one (1) office. No person shall be appointed to the same office for more than four (4) consecutive years.

DUTIES OF OFFICERS

43. The President shall preside at all General and Directors Meetings and shall perform all other duties pertaining to that office. He or she shall present a full report of the year's proceedings at the Annual General Meeting.
44. In the absence of the President, the Vice-President shall preside at General and Directors Meetings, and shall perform such other duties as may be assigned by the President.
45. (1) The Secretary shall keep an accurate record of all meetings and of all other motions and Resolutions and shall keep a record of the attendance at Directors Meetings.
- (2) The Secretary shall conduct such correspondence as may be directed by the President and the Directors, and shall arrange the business to be transacted at the Directors and General Meetings, notify members of their appointments to committees and shall be responsible for notifying members of meetings.
46. The Treasurer shall see that accounts are kept of all monies received and expended and of assets and liabilities of the Association. The Treasurer shall be responsible for all books and records pertaining to the funds of the Association. All receipts of the Association shall be deposited in a chartered bank or Credit Union. The Treasurer shall perform such other duties as the Director shall decide.
47. If other officers are appointed the Directors may establish their duties.

PART SIX - OPERATIONS AND ADMINISTRATION

48. The Association shall hire such staff as is necessary to carry out its operations. The Executive Director shall be appointed by the Directors. Other staff shall be hired in accordance with the policy of the Board of Directors from time to time.

PART SEVEN - BORROWING

49. (1) The Association may, if deemed expedient for carrying out its objectives, borrow, raise and secure the repayment of money pursuant to a Special Resolution to that effect passed at a General Meeting of the Association by a majority of not less than 75% of the members of the Association present in person or in proxy.
- (2) The Association may raise and secure the repayment of money by the issue of debentures, but such debentures shall only be issued pursuant to a Special Resolution authorizing the issue of such debentures passed at a General Meeting of the Association by a majority of not less than 75% of the members of the Association present in person or in proxy.
- (3) Without limiting anything in the Constitution the Association may own real or personal property and may provide buildings and other accommodations for the use of individuals with disabilities and for the purpose of furthering the objectives of the Association.

PART EIGHT – SEAL AND SIGNING OFFICERS

SEAL

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

SIGNING OFFICERS

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

PART NINE – AUDITOR

52. This Part applies only where the Association is required or has resolved to have an auditor.
53. At each Annual General Meeting the Association shall appoint an auditor to hold office until he or she is re-appointed or a successor is appointed at the next Annual General Meeting.
54. An auditor may be removed by Ordinary Resolution. In an emergency, an auditor may be removed by Resolution of Directors but in such event the Directors shall as

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soon as reasonably practical call a General Meeting for the purpose of appointing a new auditor.

55. An auditor shall be promptly informed in writing of appointment or removal.
56. No Director and no employee of the Association shall be auditor.
57. The auditor may attend but shall not be entitled to vote at General Meetings.

PART TEN – AMENDMENT TO BYLAWS

58. These Bylaws shall not be altered except pursuant to a Special Resolution by a 75% majority of such members of the Association entitled to vote as are present in person at a General Meeting of which notice specifying the intention to propose the Resolution as a Special Resolution has been duly given, at least fourteen (14) days prior to such meeting.

PART ELEVEN – FISCAL YEAR

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

PART TWELVE – NOTICES TO MEMBERS

60. A notice may be given to a member, either personally or by mail to the member at the member's registered address. In addition, at the discretion of the Directors, notice may be given by advertisement as provided in this part.
61. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
62. (1) Notice of a General Meeting shall, subject to bylaw 13 be given to
 - (a) every member shown on the register of members on the day notice is given; and
 - (b) the auditor, if Part 9 applies.(2) No other person is entitled to receive a notice of General Meeting.
63. In addition, notice may be given to members by publishing notice in a newspaper circulating in the District of Powell River in which event notice shall be deemed to have been given to all members of the Association on the second day following publication of such notice.

PART THIRTEEN – EFFECTIVE DATE

64. These bylaws come into effect upon acceptance by the Registrar of Companies and date the Special Resolution approving these bylaws is passed, and shall govern the proceedings of any meetings or portions of meetings held after their passage.