

Amended June 14, 2004  
Amended March 29, 2006

**FORM 3**

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**SOCIETY ACT**

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**CONSTITUTION**

1. The name of the Foundation is THE BC FOUNDATION TO SUPPORT COMMUNITY RESPONSE TO ADULT ABUSE AND NEGLECT.
2. The purposes of the Foundation are:
  - (a) to promote safe communities, through the development of community networks where individuals and private and public sector organizations can participate in activities to prevent abuse, neglect and self-neglect of adults;
  - (b) to support communities in their response to adults who are experiencing or at risk of experiencing abuse, neglect or self-neglect;
  - (c) to sustain these community networks by establishing a diversified funding base for their activities;
  - (d) to support other initiatives that benefit adults experiencing or at risk of experiencing abuse, neglect or self-neglect;
  - (e) to receive gifts, bequests, funds and property, and to hold, invest, administer and distribute funds and property for the purposes of the Foundation; and
  - (f) to do all such other things as are incidental and ancillary to the attainment of the foregoing purposes and the exercise of the powers of the Foundation.
3. The activities of the Foundation shall be carried on without purpose of gain for its members and any income, profits or other accretions to the Foundation shall be used in promoting the purposes of the Foundation.
4. Upon winding-up or dissolution of the Foundation, the funds and property remaining after the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution, including the remuneration of the liquidator, and after payment to employees of the Foundation of any arrears of salaries or wages, and after payment of any debts of the Foundation, shall be distributed to such charities, registered under the provisions of the *Income Tax Act*, or such "qualified donees" allowed under the *Income Tax Act*, as shall be designated by the board who conduct operations within British Columbia. Any of such funds or property remaining which had originally been received for specific purposes shall, wherever possible, be distributed to "qualified donees" or charities registered under the provisions of the *Income Tax Act* carrying on work of a similar nature to such specific purposes.
5. Paragraphs 3, 4 and 5 are unalterable.

**BYLAWS**  
**of**  
**THE BC ASSOCIATION OF COMMUNITY RESPONSE NETWORKS**

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**SOCIETY ACT**  
**BYLAWS**  
of  
**THE BC ASSOCIATION OF COMMUNITY RESPONSE NETWORKS**

**PART 1. - INTERPRETATION**

**1.1 Definitions**

In these Bylaws and the constitution of the Association, unless the context otherwise requires:

- (a) “**address of the Association**” means the address of the Association as filed from time to time with the Registrar in the Notice of Address;
- (b) “**Board**” means the directors acting as authorized by the constitution and these Bylaws in managing or supervising the management of the affairs of the Association and exercising the powers of the Association;
- (c) “**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 of the directors and consented to in writing by 75% of the directors who would have been entitled to vote on it in person at a meeting of the Board;
- (d) “**Bylaws**” means the bylaws of the Association as filed in the Office of the Registrar;
- (e) “**Chair**” means a person elected to the office of Chair in accordance with these Bylaws;
- (f) “**constitution**” means the constitution of the Association as filed in the Office of the Registrar;
- (g) “**directors**” means those persons who have become directors in accordance with these Bylaws and have not ceased to be directors, and a “director” means any one of them;
- (h) “**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;
- (i) “**members**” means the applicants for incorporation of the Association and those persons who have subsequently become members in accordance with these Bylaws and, in either case, have not ceased to be members, and a “member” means any one of them;
- (j) “**Network**” means a group, whether incorporated or unincorporated, which engages in activities to create local coordinated responses to address abuse, neglect and

self-neglect of adults in one or more communities in British Columbia and which is recognized by the directors as a Network from time to time, and which for the first fiscal year of the Association are the groups listed in Bylaw 16.1 of these Bylaws;

- (k) **“ordinary resolution”** means
  - (i) a resolution passed in a general meeting by the members of the Association by a simple majority of the votes cast in person or, if proxies are allowed, by proxy, or
  - (ii) a resolution that has been submitted to the members of the Association and consented to in writing by 75% of the members who would have been entitled to vote on it in person or by proxy at a general meeting of the Association, and a resolution so consented to is deemed to be an ordinary resolution passed at a general meeting of the Association;
- (l) **“registered address”** of a member or director means the address of that person as recorded in the register of members or the register of directors;
- (m) **“Registrar”** means the Registrar of Companies of the Province of British Columbia;
- (n) **“Foundation”** and **“ Association”** mean “The BC Association of Community Response Networks
- (o) **“Society Act”** means the *Society Act* R.S.B.C. 1996, c. 433, as amended from time to time;
- (p) **“special resolution”** means:
  - (i) a resolution passed in a general meeting by a majority of not less than 75% of the votes of those members of the Association who, being entitled to do so, vote in person or, if proxies are allowed, by proxy,
    - (1) 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
    - (2) if every member entitled to attend and vote at the meeting agrees, at a meeting of which less than 14 days’ notice has been given, or
  - (ii) a resolution consented to in writing by every member of the Association who would have been entitled to vote on it in person or, if proxies are allowed, by proxy at a general meeting of the Association, and a resolution so consented to is deemed to be a special resolution passed at a general meeting of the Association.

## 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.

## **PART 2. - MEMBERSHIP**

## **2.1 Network Nominations**

Each Network will annually nominate at least one representative to apply for admission as a member of the Association for a three year term.

## **2.2 Admission to Membership**

Membership in the Association shall be restricted to the applicants for incorporation and to those persons whose application for admission as a member of the Association has been accepted by the directors. All memberships shall be for three year terms, and members may apply to renew their membership for successive three year terms.

## **2.3 Expulsion of Member**

A member may be expelled by an ordinary resolution.

## **2.4 Cessation of Membership**

A person will immediately cease to be a member of the Association:

- (a) upon the close of the annual general meeting in the year in which his or her term of membership expires;
- (b) upon the date which is the later of the date of delivering his or her resignation in writing to the Secretary of the Association or to the address of the Association and the effective date of the resignation stated thereon; or
- (c) upon his or her death; or
- (d) upon being expelled.

## **2.5 Dues**

There shall be no annual membership dues.

## **2.6 Standing of Members**

All members are deemed to be in good standing.

## **2.7 Compliance with Bylaws**

Every member shall uphold the constitution and comply with these Bylaws.

## **PART 3. - MEETINGS OF MEMBERS**

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

The general meetings of the Association shall be held at such time and place, in accordance with the *Society Act*, as the Board shall decide.

### **3.2 Extraordinary General Meeting**

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

### **3.3 Calling of Extraordinary General Meeting**

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

### **3.4 Notice of General Meeting**

The Association shall give not less than 14 days written notice of a general meeting to those members entitled to receive notice; but those members may waive or reduce the period for a particular meeting by unanimous consent in writing.

### **3.5 Contents of Notice**

Notice of a general meeting shall specify the place, the day and the hour of the meeting.

### **3.6 Omission of Notice**

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

### **3.7 Annual General Meetings**

The first annual general meeting of the Association shall be held not more than 15 months after the date of incorporation, and thereafter an annual general meeting shall 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.

## **PART 4. - PROCEEDINGS AT GENERAL MEETINGS**

### **4.1 Special Business**

Special business is:

- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
- (b) all business that is transacted 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 election of directors;
  - (vi) the appointment of the auditor; and
  - (vii) 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.

#### **4.2 Requirement of Quorum**

No business, other than the election of a person to chair the meeting and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

#### **4.3 Loss of Quorum**

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

#### **4.4 Quorum**

A quorum at a general meeting is the greater of one-tenth of the members or 15 persons.

#### **4.5 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, shall be terminated; but in any other case, it shall stand adjourned to the next day, 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.

#### **4.6 Chair**

The Chair of the Association shall, subject to a Board resolution appointing another person, chair all general meetings; but if at any general meeting the Chair, 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 members present may choose one of their numbers to chair that meeting.

#### **4.7 Alternate Chair**

If a person presiding as chair of a general meeting wants 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, and upon such designated alternate receiving the consent of a majority of the members present at such meeting, he or she may preside as chair.

#### **4.8 Adjournment**

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.

#### **4.9 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 shall be given as in the case of the original meeting.

#### **4.10 Motions need not be Seconded**

No resolutions proposed at a general meeting need be seconded.

#### **4.11 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 shall be decided by an ordinary resolution.

#### **4.12 Entitlement to Vote**

A member in good standing is entitled to one vote.

#### **4.13 No Casting Vote**

The person chairing a general meeting, providing he or she is a member of the Association, may vote but, if he or she does so and the result is a tie, shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.

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

Voting shall be by show of hands or voice vote recorded by the secretary of the meeting; except that, at the request of any two members present at the meeting, a secret vote by written ballot shall be required.

#### **4.15 Voting by Proxy**

Voting by proxy is not permitted.

#### **4.16 Ordinary Resolution in Writing**

A resolution in writing which is identified as an ordinary resolution and has been submitted to all the members and signed by a minimum of 75% of the members who would have been entitled to vote on it at a general meeting of the Association is as valid and effectual as an ordinary resolution as if it had been passed at a meeting of members duly called and constituted and shall be deemed to be an ordinary resolution. Such a resolution may be in two or more counterparts which together shall be deemed to constitute one ordinary resolution in writing. Such ordinary resolution shall be filed with minutes of the proceedings of the members and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

#### **4.17 Special Resolution in Writing**

A resolution in writing which is identified as a special resolution and has been signed by all the members who would have been entitled to vote on it at a general meeting of the Association is as valid and effectual as a special resolution as if it had been passed at a meeting of members duly called and constituted and shall be deemed to be a special resolution. Such a resolution may be in two or more counterparts which together shall be deemed to constitute one special resolution in writing. Such special resolution shall be filed with minutes of the proceedings of the members and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

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

A copy of any special resolution passed in accordance with the Bylaws shall be filed with the Registrar in the prescribed form and shall not take effect until such copy is accepted by the Registrar.

### **PART 5. - DIRECTORS**

#### **5.1 Powers of Directors**

The Board may exercise all such powers and do all such acts and things as the Association may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the members in general meeting, but subject, nevertheless, to the provisions of:

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

#### **5.2 Management of Property and Affairs**

The property and the affairs of the Association shall be managed by the Board.

#### **5.3 Number of Directors**

The number of directors shall be such number, not being less than three, as may be determined from time to time by ordinary resolution.

#### **5.4 Election of Directors**

Directors shall be elected by the members at a general meeting and shall take office commencing at the close of such meeting.

#### **5.5 Term of Office**

Elections for directors shall normally be held at the annual general meeting and the term of office of directors shall normally be 2 years. However the members may by resolution determine that some or all vacant directors' positions shall have a term of less than two years, the length of such term to be determined by the members in their discretion. For purposes of calculating the duration of a director's term of office, the term shall 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 shall be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting.

#### **5.6 Consecutive Terms**

Directors may be elected for consecutive terms.

#### **5.7 Term Limit**

A director may serve for no more than 3 consecutive terms.

**5.8 Election by Secret Ballot**

In elections where there are more candidates than vacant positions for directors, election shall be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates shall be deemed to be elected in order of those candidates receiving the most votes.

**5.9 Voiding of Ballot**

No member shall vote for more directors than the number of vacant positions for directors. Any ballot on which more names are voted for than there are vacant positions shall be deemed to be void.

**5.10 Directors Eligibility**

A person must be a member of the Association to be eligible for election as a director of the Association by the members pursuant to Bylaw 5.4, but a person appointed as an additional director pursuant to Bylaw 5.24 need not be a member of the Association.

**5.11 Election of Less than Required Number of Directors**

Every director serving a term of office shall retire from office at the close of the annual general meeting in the year in which is or her term expires; but if no successor is elected or appointed and the result is that the number of directors would fall below three, the person previously elected or appointed as director shall continue to hold office until such time as successor directors are elected or appointed.

**5.12 Directors Subscribe and Support Purposes**

Every director shall unreservedly subscribe to and support the purposes of the Association.

**5.13 Removal of Directors**

The members may by ordinary resolution remove any director at any time and may elect or appoint a person as a replacement director and determine the term of such replacement director.

**5.14 Replacement of Directors**

Notwithstanding the foregoing bylaws, if a director ceases to hold office during his or her term for any reason other than removal in accordance with these Bylaws and the number of directors is then less than three, the Board may appoint a person as a replacement director to take the place of such director until the next annual general meeting.

**5.15 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.

**5.16 Cessation of Directors**

A person shall automatically cease to be a director of the Association:

- (a) upon the expiry of his or her term; or

- (b) upon the date which is the later of the date of delivering his or her resignation in writing to the Secretary of the Association or to the address of the Association and the effective date of the resignation stated therein; or
- (c) upon his or her death; or
- (d) upon being removed in accordance with these Bylaws.

#### **5.17 Remuneration of Directors**

A director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Association.

#### **5.18 Powers of the Board**

The Board shall have the power to make expenditures and loans, whether or not secured or interest-bearing for the purposes of furthering the purposes of the Association including its investment purposes. The Board shall also have the power to enter into trust arrangements or contracts on behalf of the Association for the purpose of discharging obligations or conditions either imposed by a person donating, bequeathing, advancing or lending funds or property to the Association, or assumed by the Association in expectation of such donations, bequests, advances or loans. Such arrangements or contracts shall be in accordance with the terms and conditions that the Board may prescribe.

#### **5.19 Board Enabled to Receive Donations**

The Board shall take such steps as it deems necessary to enable the Association to receive donations, bequests, funds, property, trusts, contracts, agreements and benefits for the purpose of furthering the purposes of the Association. The Board in its sole and absolute discretion may refuse to accept any donation, bequest, trust, loan, contract or property.

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

If the directors are required to invest funds on behalf of the Association, the directors may invest the property of the Association in any form of property or security in which a prudent investor might invest. The standard of care required of the directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Association. For greater certainty, the directors are not limited to investments authorized for trustees found in Section 15 of the *Trustee Act* of British Columbia.

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

Investment of the property in the Association may be made by the directors of the Association or by any agent or delegate of theirs in any mutual fund, common trust fund, pooled fund or similar investment.

#### **5.22 Investment Advice**

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

### **5.23 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 Association's property that a prudent investor might delegate in accordance with ordinary business practice.

### **5.24 Additional Directors**

The directors may appoint one or more additional directors between annual general meetings, but the number of additional directors appointed under Bylaw 5.24 shall not at any time exceed 3 during any such period. Any director so appointed ceases to hold office immediately before the next election or appointment of directors under Bylaw 5.4, but is eligible for re-election or reappointment at such meeting. Directors appointed under this section are members of the Association.

## **PART 6. - PROCEEDINGS OF THE BOARD**

### **6.1 Procedure of Meetings**

After issue of the certificate of incorporation, a meeting of the directors shall be held at which the directors may:

- (a) appoint officers;
- (b) make banking arrangements;
- (c) appoint an auditor to hold office until the first annual general meeting; and
- (d) transact any other business.

Subsequent meetings of the Board may be held at any time and place determined by the Board, provided that two days' notice of such meeting shall be sent to each director. However, no formal notice shall be necessary if all directors were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary of the Association.

### **6.2 Quorum**

The Board 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.

### **6.3 Chair of Meetings**

The Chair of the Association shall, subject to a Board resolution appointing another person, chair all meetings of the Board; but if at any Board meeting the Chair 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 directors present may choose one of their number to chair that meeting.

### **6.4 Alternate Chair**

If the person presiding as chair of a meeting of the Board wants 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, and upon such designated alternate receiving the consent of a majority of the directors present at such meeting, he or she may preside as chair.

#### **6.5 Calling of Meetings**

A director may at any time, and the Secretary at the request of a director shall, convene a meeting of the Board.

#### **6.6 Notice**

For the purposes of the first meeting of the Board held immediately following the appointment or election of a director or directors at an annual or other general meeting, or for the purposes of a meeting of the Board at which a director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be properly constituted.

#### **6.7 Motions need not be Seconded**

No resolutions proposed at a meeting of the Board need be seconded.

#### **6.8 Simple Majority Sufficient**

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 shall be decided by a Board resolution.

#### **6.9 No Casting Vote**

The person chairing a meeting may vote but, if he or she does so and the result is a tie, he or she shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.

#### **6.10 Procedure for Voting**

Voting shall be by show of hands or voice vote recorded by the secretary of the meeting except that, at the request of any one director, a secret vote by written ballot shall be required.

#### **6.11 Resolution in Writing**

A Board resolution in writing which has been deposited with the Secretary is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such Board resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with minutes of the proceedings of the Board and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

#### **6.12 Waiver of Notice by Absent Director**

A director who contemplates being or is absent from British Columbia may, by letter, facsimile, or electronic mail, send or deliver to the address of the Association a waiver of notice of any meeting of the Board for a period not longer than one year and may, at any time, withdraw the waiver in like manner. Until the waiver is withdrawn:

- (a) no notice of meetings of the Board need be sent to that director; and

- (b) any and all meetings of the Board, notice of which has not been given to that director shall, if a quorum is present, be valid and effective.

## **PART 7. - COMMITTEES**

### **7.1 Delegation of 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 thinks fit.

### **7.2 Rules**

A committee, in the exercise of the powers delegated to it, shall conform to any rules that may from time to time be imposed by the Board, and shall report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board directors may determine.

### **7.3 Meetings**

The members of a committee may meet and adjourn as they think proper and meetings of the committees shall be governed mutatis mutandis by the rules set out in these Bylaws governing proceedings of the Board.

### **7.4 Executive Committee**

There may be an Executive Committee consisting of directors of which there must be at least two.

### **7.5 Power to Transact Business**

Subject to the control of the Board, the Executive Committee shall have power to transact all business of the Association in the interim between meetings of the Board. The Executive Committee shall meet at the call of the chair of the Executive Committee.

### **7.6 Standing and Special Committees**

The Board may create such standing and special committees as may from time to time be required. Any such committee shall limit its activities to the purpose or purposes for which it is appointed, and shall 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 only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee shall automatically be dissolved.

## **PART 8. - DUTIES OF OFFICERS**

### **8.1 Election of Officers**

At the first meeting of the Board, the Board shall elect from among the directors a Chair together with such other officers as are required in accordance with these Bylaws who shall hold office until the first meeting of the Board held after the next following annual general meeting.

## **8.2 Secretary and Treasurer Required**

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

## **8.3 Removal of Officers**

A person may be removed as an officer by a resolution passed at a meeting of the Board by a majority of not less than two-thirds of the directors present.

## **8.4 Replacement**

Should the Chair or any other officer for any reason not be able to complete his or her term, the Board shall remove such officer from his or her office and shall elect a replacement without delay.

## **8.5 Duties of Chair**

The Chair shall supervise the other officers in the execution of their duties and shall preside at all meetings of the Association and of the directors.

## **8.6 Duties of Secretary**

The Secretary shall be responsible for making the necessary arrangements for:

- (a) the issuance of notices of meetings of the Association and Board;
- (b) the keeping of minutes of all meetings of the Association and Board;
- (c) the custody of all records and documents of the Association except those required to be kept by the Treasurer;
- (d) the custody of the common seal of the Association;
- (e) the maintenance of the register of members; and
- (f) the conduct of the correspondence of the Association.

## **8.7 Duties of Treasurer**

The Treasurer shall be responsible for making the necessary arrangements for:

- (a) the keeping of such financial records, reports and returns including books of account, as are necessary to comply with the *Society Act* and the *Income Tax Act*; and
- (b) the rendering of financial statements to the directors, members and others when required.

## **8.8 Absence of Secretary at Meeting**

If the Secretary is absent from any meeting of the Association or the Board, the directors present shall appoint another person to act as secretary at that meeting.

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

The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.

## **PART 9. - SEAL**

### **9.1 No Seal**

No seal is required.

### **9.2 Execution of Instruments**

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

- (a) the Chair together with the Secretary or the Treasurer, or
- (b) any two directors

and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The board of directors shall have power from time to time by resolution to appoint any officer or officers, or any person or persons, on behalf of the Association either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

## **PART 10. - BORROWING**

### **10.1 Powers of Directors**

In order to carry out the purposes of the Association the Board may, on behalf of and in the name of the Association, 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.

### **10.2 Issuance of Debentures**

No debenture shall be issued without the authorization of a special resolution.

### **10.3 Restrictions of Borrowing Powers**

The members may by ordinary resolution restrict the borrowing powers of the Board.

## **PART 11. - AUDITOR**

### **11.1 Requirement**

This part applies only where the Association is required or has resolved to have an auditor.

### **11.2 First Auditor**

The first auditor shall be appointed by the Board which shall also fill any vacancy occurring in the office of auditor.

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

At each annual general meeting, the Association shall appoint an auditor to hold office until he or she is reappointed or his or her successor is appointed at the next following annual general meeting in accordance with the procedures set out in the *Society Act*.

### **11.4 Removal of Auditor**

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

### **11.5 Notice of Appointment**

An auditor shall be promptly informed in writing of his appointment or removal.

### **11.6 Restrictions on Appointment**

No director or employee of the Association shall be auditor.

### **11.7 Attendance at Annual General Meetings**

The auditor may attend general meetings.

## **PART 12. - NOTICES**

### **12.1 Entitlement to Notice**

Notices of a general meeting shall be given to:

- (a) every person shown on the register of members as a member on the day the notice is given; and
- (b) the auditor.

No other person is entitled to be given notice of a general meeting.

### **12.2 Method of Giving Notice**

A notice may be given to a member or a director either personally, by delivery, facsimile, or electronic mail, or by first class mail posted to such person's registered address.

### **12.3 When Notice Deemed to Have Been Received**

A notice sent by mail shall be deemed to have been given on the second day following that on which the notice was posted. In proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if there shall be, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails, then such notice shall only be effective when actually received. Any notice delivered either personally, by delivery, facsimile, or electronic mail, or by first class mail shall be deemed to have been given on the day it was so delivered or sent.

#### **12.4 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 shall not, but the day on which the event for which notice is given shall, be counted in the number of days required.

### **PART 13. - MISCELLANEOUS**

#### **13.1 Inspection of Records**

The members shall from time to time determine whether and to what reasonable extent, times and places and under what conditions or regulations the documents, including the books of account, of the Association and minutes of meetings of the Board shall be open to the inspection of members of the Association not being directors. In the absence of such determination by the members, the documents, including the books of account, of the Association shall be open to inspection by any member of the Association not being a director.

#### **13.2 Participation in Meetings**

Any meeting of the Association, the Board or any committee may also be held, or any member, director or committee member may participate in any meeting of the Association, the Board or any committee, by telephone or video conference call or similar communication equipment so long as all the members, directors, or persons participating in the meeting can see or hear and respond to one another. All such members, directors, or persons so participating in any such meeting shall be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing bylaws, shall be entitled to vote by a voice or written vote recorded by the Secretary of such meeting. This method of voting will from time to time be used for passing resolutions.

#### **13.3 Rules Governing Notice, Board Resolutions and Ordinary Resolutions**

The rules governing when notice is deemed to have been given set out in these Bylaws shall apply mutatis mutandis to determine when a Board resolution shall be deemed to have been submitted to all of the directors and when an ordinary resolution shall be deemed to have been submitted to all of the members.

#### **13.4 Right to Become Member of other Society**

The Association shall 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 Association's purposes.

#### **13.5 Not a Reporting Society**

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

#### **13.6 Branch Societies**

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

## **PART 14. - INDEMNIFICATION**

### **14.1 Indemnification of Directors and Officers**

Subject to the provisions of the *Society Act*, each director and each officer of the Association will be indemnified by the Association 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 Association.

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

To the extent permitted by the *Society Act*, the Association will indemnify and hold harmless every person heretofore, now or hereafter serving as a director or officer of the Association and that person's heirs and personal representative.

### **14.3 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 Association 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.

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

The Association will apply to the court for any approval of the court which may be required to make the indemnities herein effective and enforceable. Each director and each officer of the Association on being elected or appointed will be deemed to have contracted with the Association upon the terms of the foregoing indemnities.

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

The failure of a director or officer of the Association 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.

### **14.6 Purchase of Insurance**

The Association may 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 15. - BYLAWS**

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

On being admitted to membership, each member is entitled to and upon request the Association shall provide him or her with a copy of the constitution and bylaws of the Association.

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

These Bylaws shall not be altered or added to except by special resolution.

## **PART 16. - COMMUNITY RESPONSE NETWORKS**

### **16.1 List of Networks**

The following are the list of networks:

100 Mile House Community Response Network  
 Abbotsford Community Response Network  
 Armstrong/Enderby Community Response Network  
 Ashcroft Community Response Network  
 Boundary Community Response Network  
 Burnaby/New Westminster Community Response Network  
 Campbell River Community Response Network  
 Castlegar Community Response Network  
 Chilliwack Community Response Network  
 Comox Valley Community Response Network  
 Cranbrook Community Response Network  
 Creston Community Response Network  
 Dawson Creek Community Response Network  
 Delta Community Response Network  
 Duncan Community Response Network  
 Elk Valley Community Resource Network (Elkford, Fernie, Sparwood)  
 Fort Nelson Community Response Network  
 Fort St. John Community Response Network  
 Greater Trail Community Response Network Society  
 Hope Community Response Network  
 Kamloops Community Response Network  
 Kaslo Community Response Network  
 Kelowna Community Response Network  
 Kimberley Community Response Network  
 Kitimat Community Response Network  
 Langley Community Response Network  
 Merritt Community Response Network  
 Mission Community Response Network  
 Nanaimo Community Response Network  
 Nelson Community Response Network  
 North Island (or Mount Waddington) Community Response Network (Port Hardy, Port McNeil)  
 North Shore Adults at Risk Support Network  
 Oceanside Community Response Network  
 Peachland Community Response Network  
 Penticton Community Response Network  
 Port Alberni Community Response Network  
 Powell River Assist  
 Prince George Community Response Network  
 Prince Rupert Community Response Network  
 Queen Charlotte Islands/Haida Gwaii Community Response Network  
 Quesnel Community Response Network  
 Revelstoke Community Response Network  
 Richmond Community Response Network  
 Ridge Meadows Community Support Network (Maple Ridge, Pitt Meadows)

Saanich Peninsula Community Response Network  
Salmo Community Response Network  
Salmon Arm Community Response Network  
Saltspring Island Community Response Network  
Sea-to-Sky Community Response Network  
Smithers Community Response Network  
Sooke Community Support Network  
South Surrey/White Rock Community Response Network  
Sunshine Coast Community Response Network  
Surrey Community Response Network (Surrey North and Central)  
Terrace Community Response Network  
Tri-Cities Community Response Network (Coquitlam, Port Coquitlam, Port Moody)  
Vancouver Community Response Network  
Vanderhoof Community Response Network  
Vernon Community Response Network  
Victoria Community Response Network  
Williams Lake Community Response Network

Amended in accordance with the *Society Act* of BC, March 29, 2006.

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Richard Bridge  
Solicitor