

**UNOFFICIAL CONSOLIDATION OF THE
BYLAWS
OF
MPA - MOTIVATION, POWER & ACHIEVEMENT SOCIETY**

PART 1
INTERPRETATION

- 1.01 In these Bylaws, unless the context otherwise requires,
- (a) "Directors" means the Directors of the Society for the time being.
- (b) "Meetings" of the Society shall include:
- (i) general meetings, which shall consist of Regular General Meetings, Special General Meetings and the Annual General Meeting, unless specifically stated otherwise; and
- (ii) Board of Directors Meetings.
- (c) "Registered address" of a member means his/her address as recorded in the register of members.
- (d) "*Society Act*" means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it.
- 1.02 The definitions in the *Society Act* on the date these Bylaws become effective apply to these Bylaws.
- 1.03 Words importing the singular include the plural and vice versa.

PART 2
MEMBERSHIP

- 2.01 The members of the Society are all of the members of the Society at the time of the passing of the special resolution enacting these By-Laws and those persons who have subsequently become members and, in either case, have not ceased to be members.
- 2.02 There shall be one type of membership known as Active Members. The criteria for membership shall be as follows:
- (a) Active Members: Any person, other than an employee of the Society, who has received psychiatric treatment is eligible to become an Active Member of the Society. Status as an Active Member shall be accorded to such a person upon that person requesting membership by completing a membership application.
- 2.03 Active Members of the Society have the following rights:
- (a) To attend all meetings of the Society, with the exception of in camera meetings of the Directors, and to freely express their opinions at any general meeting or Area Meeting which they are so entitled to attend;

- (b) To cast one vote per member on any resolution at any general meeting of the members of the Society;
 - (c) To request permission to speak at any meeting of the Society;
 - (d) To have access to and the use of all services, resources, and facilities provided by the Society so long as they meet any eligibility requirements that may apply from time to time;
 - (e) To elect the Directors of the Society;
 - (f) To speak and vote at a general meeting or applicable Area Meeting on any rules of conduct affecting Active Members, provided that these rules are not inconsistent with the Constitution, Bylaws or philosophies of the Society, or any other legal agreement to which the Society has agreed to abide.
- 2.04 The rights of members, as set out above, are subject to the requirement that a member maintain his/her status as a member in good standing. A member in good standing is one who:
- (a) subscribes to the purposes of the Society and abides by the rules and Bylaws of the Society in effect from time to time;
 - (b) has paid his/her membership fees as time to time assessed; and
 - (c) has not been suspended pursuant to bylaw 2.07.
- 2.05 A member may be suspended or expelled from the Society for conduct deemed prejudicial to the best interests of the Society by special resolution voted on at a general meeting. A person who is the subject of a proposed resolution for suspension or expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 2.06 A member may withdraw from the Society by tendering his/her resignation in writing to the Executive Director of the Society.
- 2.07 Membership and the payment of applicable membership fees shall be renewed on an annual basis prior to the Annual General Meeting.
- 2.08 A membership fee shall be established by ordinary resolution at a general meeting.
- 2.09 A person shall cease to be a member of the Society:
- (a) on his/her death;
 - (b) on his/her resignation;
 - (c) on being expelled; or
 - (d) on having been a member not in good standing for twelve consecutive months.
- 2.10 Every member shall uphold the Constitution, comply with these Bylaws, and conduct him/herself in a manner consistent with the best interests of the Society.
- 2.11 Active Members shall become involved in the affairs of the Society to the best of their ability and make their best efforts to ensure that all persons acting on behalf of the

Society, in any capacity, carry out their duties in accordance with the Constitution, Bylaws, philosophy and policies of the Society, and with any other legal agreement to which the Society has agreed to abide.

PART 3
MEETINGS OF MEMBERS

- 3.01 The Annual General Meeting shall be held no later than three (3) months following the end of the fiscal year of the Society.
- 3.02 The fiscal year of the Society shall be from April 1 to March 31.
- 3.03 Regular General Meetings of the membership of the Society shall be regularly scheduled.
- 3.04 Where notice of a general meeting is required to be given, it shall be given by posting a notice in all the Society's locations.
- 3.05 The notice required for calling the Annual General Meeting or a Special General Meeting shall be not less than fourteen (14) days.
- 3.06 A quorum at a general meeting shall be at least ten (10) Active Members present.
- 3.07 The Active Members at a general meeting shall elect or appoint a Chairperson for the meeting, as well as a Secretary to record the minutes of the meeting.
- 3.08 The Executive Director of the Society shall maintain custody of the minutes taken at general meetings of the Society.
- 3.09 The Society may allow the attendance at any meeting of the Society persons who are not members of the Society, without voting power, whether affiliated or not with other groups, societies, or organizations.
- 3.10 Not less than 10% of the Active Members, or any four of the Directors, may call a Special General Meeting. Notice in accordance with bylaws 3.04 and 3.05 shall be given in respect of such Special General Meeting stating the time, date, place and the nature of business of the meeting.

PART 4
DIRECTORS AND OFFICERS

- 4.01 The Directors shall ordinarily be elected at the Annual General Meeting from among those individuals nominated by the Nominating Committee pursuant to bylaw 4.03 and shall hold office for a period of two (2) years. The Directors shall retire from office at the Annual General Meeting held two (2) years after their election when their successors shall be elected. A Director may not be eligible to seek election for more than three (3) consecutive terms.
- 4.02 A Director of the Society must be a member of the Society.
- 4.03 The Directors shall appoint a Nominating Committee three (3) months prior to the Annual General Meeting consisting of at least two (2) representatives of the Directors and one (1) representative of the Active Members. The Nominating Committee shall provide the names of all members who meet the criteria set for nomination and election of Directors and who have indicated, by way of written or verbal consent, their willingness to stand for election as Directors.

- 4.04 The number of Directors shall be not less than five (5) or greater than twelve (12).
- 4.05 An election for a Director shall be by ballot.
- 4.06 The Directors shall elect or appoint from among themselves a Chairperson, Vice-Chairperson, Secretary and Treasurer. The Chairperson, Vice-Chairperson, Secretary and Treasurer shall not hold the same position for more than two (2) consecutive terms, and may be removed from the position by a 75% majority of votes cast by the Directors present at a Board meeting.
- 4.07 A Director shall cease to be a Director at the time the Director delivers a written resignation to the Chairperson.
- 4.08 The Directors may at any time and from time to time appoint a member as a Director to fill a vacancy in the Directors. A Director so appointed shall hold office only until the next general meeting of the Society, at which time Active Members may ratify his/her appointment or elect someone else. The candidate or appointee must meet with and be recommended by the Nominating Committee of the Board. Their first term of office will end at the second (2) Annual General meeting held after their election."
- 4.09 No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
- 4.10 The Active Members may by special resolution remove a Director before the expiration of his/her term of office, and may by ordinary resolution or ballot elect a successor to complete the term of office.
- 4.11 Any Director who is absent from three (3) consecutive meetings of the Directors without prior notice to and approval by the Board of Directors shall be deemed to have resigned his/her office.
- 4.12 In consideration of Article No. 3 of the Constitution, no Director shall be remunerated for being or acting as a Director but a Director may be reimbursed for all expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the Society.
- 4.13 In consideration of Article No. 5 of the Constitution, no employee of the Society shall be entitled to become or remain a Director or officer of the Society during the period of his/her employment with the Society.

PART 5
PROCEEDINGS OF DIRECTORS

- 5.01 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 subject to the following requirements:
- (a) the Directors shall seek to hold 9 meetings per year;
 - (b) the meetings of the Directors shall be regularly scheduled and notice thereof shall be given to the members of the Society in accordance with bylaw 3.04 not less than seven (7) days prior to the meeting;
 - (c) a majority of the Board of Directors then in office shall constitute a quorum at the Directors' meetings. A Director may be present at a meeting of the Board of Directors either in person or by means of conference telephone or similar communication facilities.

- 5.02 A special meeting of the Directors may be called at any time upon the written request of a majority of the Directors or upon the written request of the Society in general meeting or upon the request of the Chairperson of the Board.
- 5.03 The Chairperson shall preside at all meetings of the Directors. In the absence of the Chairperson, the duties of the Chairperson shall devolve upon the Vice-Chairperson. In the absence of both the Chairperson and the Vice-Chairperson, the Directors shall appoint from among themselves another person to preside at the meeting.
- 5.04 Questions arising at a meeting of the Directors shall be decided by a majority of votes cast by the Directors present unless some other majority is required by these Bylaws.
- 5.05 In the case of an equality of votes, the question voted upon shall be decided in accordance with the vote initially cast by the Chairperson.

PART 6
POWERS AND DUTIES OF DIRECTORS AND OFFICERS

- 6.01 The affairs and business of the Society shall be managed by the Board of Directors, who shall give consideration to the recommendations from a general meeting. The Directors shall exercise all the powers and do all the acts and things that the Society may exercise and do, subject to their powers to delegate, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to:
- (a) all laws affecting the Society; and
 - (b) these Bylaws.
- 6.02 All funds received on behalf of the Society shall be deposited into an account with a Chartered Bank or Credit Union approved by the Directors.
- 6.03 The Directors may delegate any, but not all, of their powers to a committee(s) consisting of a Director(s) and/or a person(s) other than a Director hired by the Directors to be employed as part of the management team of the Society. The Directors in particular shall hire an Executive Director for the Society who shall head the management team with supervisory responsibility.
- 6.04 The Directors may remove any person from a committee or the Executive Director of the Society from his/her position.
- 6.05 The Directors shall be responsible for defining the duties and powers delegated to the Executive Director of the Society, and for the evaluation of the performance of the Executive Director.
- 6.06 The Directors shall place the seal of the Society, as well as all deeds, contracts, bonds, certificates, securities and munities of title belonging to the Society, in the charge of the Executive Director of the Society. The Directors shall also place the Society's register of members in the charge of the Executive Director.
- 6.07 The Directors shall designate two (2) or more persons from among the employees or Management Team of the Society who shall have the authority to sign cheques on behalf of the Society.
- 6.08 All monies disbursed by the Society shall be disbursed by way of cheque signed by at least two of the persons described in bylaw 6.08.

- 6.09 The Chairperson of the Board of Directors shall be the chief executive officer of the Society.
- 6.10 The Vice-Chairperson shall carry out the duties of the Chairperson in his/her absence.
- 6.11 In the event of the resignation, removal, permanent incapacity or death of the Chairperson, the Vice-Chairperson shall become the Chairperson and shall hold office until ratified or replaced at the next meeting of the Board of Directors.
- 6.12 The Treasurer shall report quarterly to the Directors, or otherwise as the Directors may from time to time require, as to all monies received by the Society and all monies disbursed by the Society.
- 6.13 The Treasurer, in conjunction with the Executive Director of the Society and the Director of Finance of the Society, shall prepare Annual Financial Statements in respect of all of the Society's financial and other transactions, assets and liabilities, and shall keep the financial records, including books of account, necessary to comply with the *Society Act*.
- 6.14 The Secretary, or designate appointed by the Board of Directors, shall:
- (a) give due notice to the Executive Director of all meetings of the Directors;
 - (b) record and maintain custody of the minutes of the proceedings at Directors' meetings; and
 - (c) have custody of all records and documents of the Society except those required or designated to be kept by the Treasurer or Executive Director.
- 6.15 In the event of the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary.
- 6.16 In consideration of Article No. 6 of the Constitution, in addition to their responsibilities under the bylaws and the *Society Act*, the Directors' primary responsibility shall be program and policy development and the acquisition of funds for the purposes of the Society. The Directors shall stand as an independent active governing body of the Society and shall be responsible for the effectiveness of services provided and shall be financially accountable for funds received from all sources.
- 6.17 Without restricting the generality of Bylaw 6.17, the Directors shall:
- (a) establish and maintain procedures for conducting its business on behalf of the Society in accordance with the Constitution, Bylaws, and philosophies of the Society;
 - (b) develop and continuously update a long range plan and ensure that decisions are made in accordance with that plan;
 - (c) monitor and evaluate plans and programs to ensure that they meet the goals, policies and objectives of the long range plan. These evaluations will be reported to the Annual General Meeting;
 - (d) demonstrate financial accountability for Society funds by reviewing and approving budgets and financial statements;
 - (e) ensure long range financial stability;

- (f) ensure the community served is well informed about goals, performance and achievements;
- (g) ensure services fit into the spectrum of health care needs in the community; and
- (h) protect the rights of the Active Members of the Society within the Society and the community.

PART 7
VOTING

- 7.01 Subject to contrary provision in these Bylaws, all issues discussed at any general meeting of the members of the Society shall be passed by ordinary resolution of the Active Members present at the meeting before being submitted to the Directors for consideration and implementation if required.
- 7.02 An Active Member who is unable to be present at a general meeting of the Society may vote by absentee ballot on Notices of Motion, election of Directors or hiring of employees.
- 7.03 There shall be no proxy votes.
- 7.04 A Director shall be entitled to attend at any general meeting or Area Meeting of the Society and to speak on matters authorized by the Board of Directors at these meetings. However, a Director attending such a meeting shall not be entitled to vote on any resolution.

PART 8
BORROWING

- 8.01 In order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.
- 8.02 No debenture shall be issued without the sanction of a Special Resolution of the Society in general meeting.
- 8.03 The Directors may from time to time, by Directors' Resolution, authorize any Director, employee, or member, or any other person, to make arrangements with reference to the raising or securing payment of or repayment of money as set out above in respect of the terms and conditions of any loan thereon, or as to any securities to be given therefor, with power to vary or modify such arrangements, terms and conditions, and to give such additional securities for any money borrowed or remaining due by the Society as the Directors may authorize by Directors' Resolution.

PART 9
FINANCIAL STATEMENTS

- 9.01 The Directors shall cause to be presented at the Annual General Meeting before the Society, the Annual Financial Statements prepared pursuant to bylaw 6.14 showing the income, expenditure, assets and liabilities of the Society during the preceding fiscal year; the financial statement so presented shall be signed by two (2) or more Directors or, in the event of the appointment of an auditor in compliance with the provisions of the *Society Act*, by the Society's auditor.

PART 10
INSPECTION OF RECORDS

- 10.01 The books and records of the Society shall be located at the address of the Society and shall be open to inspection by any member of the Society at any reasonable time providing that a minimum of twelve (12) hours' notice of a member's intent to inspect the books or records has been given to the person responsible for the custody of the books and records to be inspected and provided further that at the time of inspection there shall be present, in addition to the member inspecting, two (2) other members of the Society or members of the Management Team.

PART 11
RULES OF ORDER

- 11.01 The fundamental principles of Canadian Parliamentary Rules of Procedure shall govern the proceedings of the Society, the Directors and its Committee's, so far as such rules may be applicable without coming into conflict with the *Society Act*, the Constitution or Bylaws of the Society.

PART 12
DISTRIBUTION OF FUNDS

- 12.01 In consideration of Article No. 7 of the Constitution, the Society shall not distribute any gain, profit or dividend to any member of the Society.
- 12.02 In consideration of Article No. 4 of the Constitution, upon the winding up or dissolution of the Society any funds of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such recognized Canadian Charitable Organization in British Columbia promoting aims similar to that of the Society as may be decided by members of the Society at the time of winding up or dissolution. "Recognized Canadian Charitable Organization" means an organization recognized as such by the Department of National Revenue of Canada under the provisions of the *Income Tax Act* of Canada from time to time in effect.

PART 13
AMENDMENT

- 13.01 Subject to the provisions of the Constitution, the Constitution and Bylaws of the Society may be amended at any general meeting of the Society by special resolution in accordance with the provisions of the *Society Act*.
- 13.02 Notice of all proposed amendments shall be given to the membership of the Society in accordance with bylaws 3.04 and 3.05 before the proposed amendment is put to a vote at a general meeting.
- 13.03 The Executive Director shall notify each Director of the proposed amendment no less than fourteen (14) days prior to the general meeting at which the proposed amendment is to be voted on.