

## CONSTITUTION & BYLAWS

### Crisis Intervention and Suicide Prevention Centre of British Columbia

*As approved by membership present at Annual General Meeting, September 11, 2019*

#### -----CONSTITUTION-----

The Crisis Intervention and Suicide Prevention Centre of British Columbia is a volunteer organization, committed to helping people help themselves and others deal with crisis for the purposes of:

- promoting mental health and the prevention of suicide by operating a crisis call centre;
- promoting mental health and the prevention of suicide by providing prevention planning programs and workshops to the community;
- advancing education by providing scholarships based on leadership in mental wellness to students at a Lower Mainland/Sea-to-Sky Corridor high schools; and
- addressing and preventing specific problems faced by families by providing grief support and counselling for survivors that addresses issues associated with losing someone to suicide.

#### -----BYLAWS-----

##### **Part 1 — Interpretation**

1 (1) In these bylaws, unless the context otherwise requires:

“code of conduct” means the Volunteer Code of Conduct as amended from time to time.

"committee" includes a standing committee, an ad-hoc committee, or a task force;

"directors" means the directors of the society for the time being;

“general meeting” means a meeting of the membership,

"officers" means a president, vice-president(s), secretary, and/or treasurer of the society;

"registered address" of a member means the member's address as recorded in the register of members;

"Societies Act" means the current legislation governing societies in British Columbia and all amendments to it.

(2) The definitions in the Society Act on the date these bylaws 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 2 — Membership**

- 3 The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
- 4 Any individual, corporate entity, partnership, or non-corporate entity can be eligible for membership in the society:
  - (1) A person may apply to the directors for membership in the society and the person becomes a member on the Board's acceptance of the application.
  - (2) A volunteer who has completed their volunteer commitment to the Society is eligible to apply for membership in the Society.
  - (3) The directors may elect any person who has made a significant contribution to the society as an honorary member for life without further payment of membership dues.
  - (4) A non-individual member like a corporation must appoint an authorized individual to act on behalf of the member.
  - (5) An individual or corporate representative must be 19 years of age and not an employee or contractor of the society.
- 5 Membership is not transferable.
- 6 Every member must uphold the constitution and comply with these bylaws and the Society's Code of Conduct.
- 7 The amount of the annual membership dues, if any, must be determined by the Board.
- 8 A member is not in good standing if the member does not complete the annual affirmation of membership, including payment of the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.
- 9 A person ceases to be a member of the society
  - (a) by delivering his or her resignation in writing via electronic communications to the Society or by mailing or delivering it to the address of the society,
  - (b) on his or her death or, in the case of a corporation, on dissolution,
  - (c) on being expelled, or
  - (d) on having been a member not in good standing for 6 consecutive months.

- 10** (1) A member may be expelled by a special resolution of the members passed at a general meeting.
- (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
- (3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to speak at the general meeting before the special resolution is put to a vote.
- 11** The records of the Society will be open to inspection by any of the directors in accordance with the Societies Act. The members will have the right to inspect the records required to be kept by the Society in accordance with section 20 (1) of the Societies Act (as such section may be amended, restated, renumbered or replaced from time to time), including without limitation:
- (a) the Society's certificate of incorporation;
  - (b) the minutes of each meeting of members, including the text of each resolution passed at the meeting; and
  - (c) the financial statements of the society and the auditor's report, if any, on those financial statements.
  - (d) the register of members, as allowed by the Societies Act.

Members will not have the right to inspect the records required to be kept by the Society in accordance with section 20 (2) of the Societies Act (as such section may be amended, restated, renumbered or replaced from time to time).

No person, other than a member, director or auditor of the Society (where applicable) may inspect the records of the Society, except as required by the Societies Act or otherwise required by law.

- 12** All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society and the member is not in good standing so long as the debt remains unpaid.

### **Part 3 — Meetings of Members**

- 13** General meetings of the society must be held at the time and place, in accordance with the Society Act. Participation at a general meeting must be in person.
- 14** Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 15** The directors may, when they think fit, convene an extraordinary general meeting.

- 16** (a) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
- (b) 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.
- 17** An annual general meeting must be held at least once in every calendar.
- 18** A general meeting may be called by the membership in accordance with the Act.

**Part 4 — Proceedings at General Meetings**

- 19** Except where inconsistent with the Society Act or these bylaws, the Rules contained in the then-current edition of Robert's Rules of Order govern meetings of the members.
- 20** Special business is
- (a) all business at an extraordinary general meeting, and
  - (b) all business conducted at an annual general meeting, except the following:
    - (i) the consideration of the financial statements,
    - (ii) the report of the directors,
    - (iii) the report of the auditor, if any,
    - (iv) the election of directors,
    - (v) the appointment of the auditor, if required, and
    - (vi) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.
- 21** (1) A quorum is 10 members present or a greater number that the members may determine at a general meeting.
- (2) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting while a quorum is not present.
- (3) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present.
- 22** 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, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place.

- 23** The president of the society, or if the president is absent a vice-president, or if the president and all vice-presidents are absent one of the other directors present, shall preside as chair of a general meeting.
- 24** If at a general meeting
- (a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
  - (b) the president and all the other directors present are unwilling to act as the chair, the members present shall choose one of their number to be the chair.
- 25** (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted 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 must 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 conducted at an adjourned general meeting.
- 26** (1) A member in good standing present at a meeting of members, who has been a member for at least 60 days immediately preceding that meeting is entitled to one vote.
- (2) Voting is by show of hands, unless at least 25 percent of the members in good standing present at a meeting request a ballot, in which case voting is by ballot.
- (3) Voting by proxy is not permitted.
- 27** A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.
- 28** In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution fails.

#### **Part 5 — Directors and Officers**

- 29** The property and the affairs of the society shall be managed by the directors.
- 30** Without limiting the generality of bylaw 29, but subject to all laws affecting the society and to the constitution and bylaws of the society:
- (a) the directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting.

- (b) the directors may enter into trust agreements or contracts on behalf of the society for the purpose of discharging obligations or conditions either imposed by a person donating, bequeathing, advancing or lending money to the society, or assumed by the society in expectation of such donations, bequests, advances, or loans, provided that such contracts are in accordance with the terms and conditions that the directors prescribe.
  - (c) the directors may take such steps they deem necessary to enable the society to receive donations, bequests, trusts, contracts, agreements, and benefits for the purpose of furthering the mission of the society. The directors may in their sole discretion refuse to accept any donations, bequests, trusts, funds or property.
  - (d) in investing the funds of the society, the directors shall not be limited to securities and investments in which trustees are authorized by law to invest, but may make any investments which are prudent, and the directors shall not be liable for any loss that arises in connection with any investments made by them in good faith.
- 31** The number of directors shall be not less than 8 and no more than 12 unless otherwise determined at a general meeting.
- 32** The following persons shall be directors:
- (a) those persons elected by the members at a general meeting,
  - (b) those persons appointed to fill a vacancy, and
  - (c) the immediate past president of the society.
- 33** A director shall:
- (a) Be a member in good standing
  - (b) Be at least 18 years of age;
  - (c) Be present at a meeting where he or she is elected as a director and not refuse to be a director or refuse to provide written consent to be a director.
- 34** A person is not qualified to be a director if the person:
- (a) Has been found by the court to be incapable of managing their own affairs;
  - (b) Has been convicted of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or convicted of an offence involving fraud; or
  - (c) Is an undischarged bankrupt; or
  - (d) Is employed by the Society or a volunteer supervised by an employee of the Society.
- 35** The term of a director is two years.

- 36** A director is eligible for nomination and re-election at the end of his or her term, provided that no director, except the 1<sup>st</sup> and 2<sup>nd</sup> vice-presidents and past president of the society, may serve as a director for more than eight consecutive years. Term limits can be extended by a special resolution.
- 37** (1) Every director shall retire from office at the annual general meeting which marks the end of his or her term and when his or her successor is elected or appointed.
- (2) Voting in respect of the list of candidates is by show of hands, unless at least 25 percent of the members in good standing present at a meeting request a ballot, in which case voting is by ballot.
- (3) No nominations from the floor at the annual general meeting of candidates for election as directors and/or appointment as officers will be permitted.
- 38** (1) The directors may at any time and from time to time appoint a member in good standing as a director to fill a vacancy in the directors.
- (2) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.
- 39** (1) The members may by special resolution remove a director before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- (2) The directors may remove a director before the expiration of his or her term of office, if he or she fails to attend 3 consecutive meetings of the directors or is in violation of the Code of Conduct, provided that the resolution to remove that director:
- (a) is included in the notice of the meeting at which it is to be voted on, and
- (b) is approved by 2/3 or more of the directors present at that meeting.
- 40** (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors may appoint a person to take the place of the former director.
- (2) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
- 41** A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.
- 42** The officers shall be elected by the directors of the society for one year terms.

#### **Part 6 — Proceedings of Directors**

- 43** Except where inconsistent with the Society Act or these bylaws, the Rules contained in the then-current edition of Robert's Rules of Order govern meetings of the directors.

- 44** (1) The directors may meet as often as they deem necessary, but they must meet at least five times in each calendar year.
- (2) The directors may meet at the places or by tele-conference to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (3) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.
- (4) The president is the chair of all 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 must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
- (5) On the request of a director at any time, the secretary must call a meeting of the directors.
- (6) 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.
- 45** (1) Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.
- (2) In the case of a tie vote, the chair does not have a second or casting vote.
- 46** 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.
- 47** A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, facsimile, or e-mail of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- (a) a notice of meeting of directors is not required to be sent to that director, and
- (b) any and all meetings of the directors, where a quorum is present, are valid and effective without notice being given to that director.

## **Part 7 — Committees**

- 48** (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors and/or such other persons as the directors think fit.
- (2) The directors shall determine the membership (including the chair) and the terms of reference of a committee so formed, including whether it is to operate as a task force, an ad-hoc committee, or a standing committee.

- (3) The directors may refer any matter to a committee so formed for further investigation, consideration and recommendation.
- (4) A committee must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing is done.
- (5) The executive director of the society shall be an ex-officio member of every committee except the nominating committee.
- 49** (1) The directors shall establish an executive committee, consisting of the president, past president, vice-president(s), treasurer, and executive director of the society.
- (2) The executive committee shall meet not less than five times per year.
- (3) In addition to any matters referred to it by the directors, the executive committee shall evaluate and report to the directors on the performance of the executive director.
- 50** (1) The directors shall establish a nominating committee, consisting of the past president and up to 3 other members of the society who are not interested in becoming directors in the upcoming year.
- (2) Prior to each annual general meeting, the nominating committee shall present a list of candidates for election as directors and for appointment as officers.
- (3) Any person who is eligible to serve as a director during the term immediately following an upcoming annual general meeting may have his or her name added to the nominating committee's list of candidates, if that person, at least 45 days before that annual general meeting, submits to the chair of the nominating committee an application in the form required by the nominating committee and signed by at least ten members (other than the applicant) in support of the application.
- 51** (1) The directors shall appoint a chair of each committee, and the chair so appointed shall appoint a vice-chair to act as chair in the event that the chair is absent from a meeting.
- (2) The chair of each committee shall call and adjourn meetings as he or she thinks proper.

## **Part 8 — Duties of Officers**

- 52** (1) The president presides at all meetings of the society, of the directors and of the executive committee.
- (2) The president shall monitor and evaluate the other officers' performance of their duties.
- 53** The vice-president(s) shall carry out the duties of the president during the president's absence.

- 54** The secretary shall do or make the necessary arrangements to:
- (a) conduct the correspondence of the society;
  - (b) issue notices of meetings of the society and directors;
  - (c) keep minutes of all meetings of the society and directors;
  - (d) have custody of all records and documents of the society except those required to be kept by the treasurer;
  - (e) have custody of the common seal of the society;
  - (f) maintain the register of members.
- 55** The treasurer shall do or make the necessary arrangements to:
- (a) keep the financial records, including books of account, necessary to comply with the Society Act, and
  - (b) render financial statements to the directors, members and others when required.
- 56** (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
- (2) If a secretary treasurer holds office, the total number of directors shall not be less than 5 or the greater number that may have been determined under bylaw 31.
- 57** In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

**Part 9 — Seal**

- 58** The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
- 59** The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

**Part 10 — Signing Authority and Borrowing**

- 60** The Society may, for the purposes of carrying out its objectives, borrow or raise or secure the payment of money in any manner the Board deems appropriate. Notwithstanding the foregoing, debentures may only be issued upon approval by the Members by way of a Special Resolution.
- 61** Any contract placing financial liability on the society above \$50,000 requires the signatures of a signing officer of the Board and the Executive Director.

- 62 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.
- 63 (1) Cheques drawn on any account of the Society for more than an amount determined by the directors shall be signed by:
- (a) signing officer of the Board AND
  - (b) the executive director or approved designate.

#### **Part 11 — Auditor**

- 64 This Part applies only if the society is required or has resolved to have an auditor.
- 65 The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
- 66 At each annual general meeting the society shall appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
- 67 An auditor may be removed by ordinary resolution.
- 68 An auditor shall be promptly informed in writing of the auditor's appointment or removal.
- 69 A director or employee of the society shall not be its auditor.
- 70 The auditor may attend general meetings.

#### **Part 12 — Indemnification**

- 71 To the full extent permitted by the Society Act, the society shall indemnify and hold harmless every person heretofore, now or hereafter serving as a director, officer, or agent of the society and his or her heirs and legal representatives.
- 72 Subject to the provisions of the Society Act, each officer or director of the society shall be indemnified by the society against expenses reasonably incurred by him or her in connection with any action, suit, or proceeding to which he or she may be made a party by reason of his or her being, or having been, an officer or director of the society, except in relation to matters as to which he or she shall be finally adjudged in such action, suit, or proceeding to have been derelict in the performance of his or her duty as an officer or director. In this bylaw, “derelict” means grossly negligent, criminally negligent, intentionally engaged in tortious conduct with the intent to defraud, deceive, misrepresent, or take advantage improperly of an opportunity available to the society.
- 73 The directors may from time to time give indemnities to any director or other person who has undertaken or is about to undertake any liability on behalf of the society, and to secure that director or other person against loss by mortgage and charge on the whole or any part of the

real and/or personal property of the society by way of security. Subject to the provisions of the Society Act, any action from time to time taken by the directors under this bylaw shall not require approval or confirmation by the members.

- 74** Subject to the provisions of the Society Act, no director or officer for the time being of the society shall be liable for the acts, neglects, or defaults of any other director or officer or employee of the society or for any other loss, damage, or misfortune whatsoever which may happen in the execution of the duties of his or her office or trust in relation thereto, unless all or any such loss, damage or misfortune happens through the willful act, default, or neglect of that director or officer.
- 75** The society may advance expenses incurred with respect to any claim, action, suit or proceeding prior to the final disposition thereof in the discretion of the directors and upon receipt of an undertaking made by or on behalf of the recipient in form and amount satisfactory to the directors to repay such amount unless it is ultimately determined that he or she is entitled to indemnification under this part.
- 76** The society shall apply to the Court of competent jurisdiction for any approval which may be required to make the indemnity in this part effective and enforceable. Every director and officer of the society on being elected or appointed shall be deemed to have contracted with the society on the terms of the indemnity in this part.
- 77** The failure of a director or officer of the society to comply with the provisions of the society act or of the constitution or bylaws of the society shall not invalidate any indemnity to which he or she is entitled under this part.
- 78** The society 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 in his or her capacity as director, officer, employee or agent of the society.

### **Part 13 — Notices to Members**

- 79** A notice may be given to a member either personally, or by mail to the member's registered address, such as by insertion into a newsletter, or by electronic communication to the member at the member's email address.
- 80** A notice sent by mail is deemed to have been given on the second day following the day 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 with sufficient postage for normal delivery.
- 81** (1) Notice of a general meeting shall be given to
- (a) every member shown on the register of members on the day notice is given, and

(b) the auditor, if any,  
and no other person is entitled to receive a notice of a general meeting.

**82** (1) Notice of a general meeting shall include:

- a) the place, the day and the hour of the meeting;
  - b) any special resolutions or special business to be dealt with at the meeting; and
  - c) a list of persons who have agreed to stand for election
- or shall specify where and when the above mentioned information is available for viewing.

**Part 14 — Miscellaneous**

**83** Every member is entitled to receive, and the society shall give the member upon request without charge, one copy of the constitution and bylaws of the society.

**84** Members review of society records are limited to minutes of Directors Meetings and accounting records excluding payroll sub-ledger. Requests to review this information must be made in writing to the Executive Director or designate with 3 business days advance notice.

**85** These bylaws shall not be altered or added to except by special resolution.

**86** Upon the dissolution or final cessation of the affairs and undertaking of this Society, all its remaining assets, after payment of all just debts, outstanding liabilities and obligations, shall be transferred and distributed to such one or more recognized charitable organizations in Canada (whether incorporated or unincorporated) carrying on work allied to one or more of the objects of this Society as the directors in their absolute discretion shall so decide (previously unalterable).

**87** The charitable activities of the Society shall be carried on without purpose of gain for the members. Any profits or other accreditations to the Society shall be used as and when determined by the directors of the Society in promoting the purposes of the Society (previously unalterable).