

# ROUND LAKE ALCOHOL AND DRUG TREATMENT SOCIETY

S-13678

Registered Charity 126181320RR0001

## CONSTITUTION

1. The name of the Society is the Round Lake Alcohol and Drug Treatment Society.
2. The purposes of the Society are:
  - a) To operate a facility or facilities in British Columbia to provide treatment to and rehabilitate persons with alcohol, drug and other addictions, in particular First Nations and their members,
  - b) To educate First Nations and their members about alcohol and drug addiction and prevention,
  - c) To educate professionals about the prevention and treatment of drug and alcohol addiction amongst First Nations and their members, and
  - d) To do all such things as are ancillary and incidental to the attainment of the purposes of the Society.”

## “BYLAWS

### *Part 1 - Interpretation*

- 1.1 In the constitution and the bylaws:
  - a) “Act” means the Societies Act, and “Regulations” means any regulations enacted pursuant to the Act,
  - b) “AGM” means an annual general meeting,
  - c) “Board” or “Board of Directors” means the directors of the Society for the time being, acting as a body,
  - d) “director” means a director of the Society,
  - e) “First Nation” and “member of a First Nation” have the meaning given to them by the Board,
  - f) “general meeting” includes an AGM and a special general meeting,
  - g) “member” means a member of the Society,
  - h) “registered address” means a member’s address as recorded in the register of members,
  - i) “Society” means Round Lake Alcohol and Drug Treatment Society,
  - j) “constitution”, “bylaws”, “special resolution” and “ordinary resolution” have the meaning given to them in the Act,
  - k) “written” means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, and fax,

- l) the singular includes the plural and vice versa, and
- m) persons include corporations and associations.

**1.2** 1) The definitions in the Act apply to the bylaws.

2) if there is a conflict between the bylaws and the Act or the Regulations, the Act or the Regulations, as the case may be, prevail.

**1.3** The Society must on request provide a member a copy of the current constitution and bylaws, without charge. The Society may post a consolidated form of the constitution and bylaws on its website, and provide copies of the constitution and bylaws to members at general meetings, so as to comply with this bylaw.

**1.4** The constitution and bylaws can only be altered by special resolution.

**1.5** The Society must not distribute any of its money or other property except as permitted by the Act.

**1.6** The operation of the Society shall be chiefly carried on in the Interior of British Columbia. The area will include Lytton, Lillooet, Merritt, Kamloops, The Okanagan Valley and Kootenay Valley regions.

**1.7** Upon dissolution of the Society, the assets thereupon remaining shall be distributed to a recognized non-profit organization or organization as the Directors may deem to meet. This provision was previously unalterable.

**1.8** The Directors shall serve without remuneration, and the Directors shall not receive, directly or indirectly, any profit from their position as Director but may be paid expenses incurred by them in the performance of their duties. This provision was previously unalterable.

**1.9** The Society shall be carried on without purpose of gain for its member(s) thereof, and any profits or other accretions to the Society shall be used for promoting its purpose. This provision was previously unalterable.

**1.10** For the purposes of extending Clause 4 “a recognized non-profit organization or organization” means a charitable organization (or organization) in Canada registered under the provisions of the Income Tax Act. This provision was previously unalterable.

## ***Part 2 - Membership***

**2.1** 1) The members of the Society are the applicants for incorporation and those persons who subsequently become members in accordance with these bylaws and who, in either case, have not ceased to be members.

2) A member must be:

- a) ordinarily resident in Canada, and
- b) 19 years of age or older.

3) A business corporation, association, government, or other organization, whether or not incorporated, is not eligible to become a member.

**2.2** 1) There are two categories of members, Voting Members and Honourary Members.

2) A Voting Member is a person who is 19 years of age or older.

3) An Honourary Member may be appointed by resolution of the Board, for exceptional service to the Society, to treatment of alcohol and drug addiction, or both.

- 4) An employee or contractor of the Society is not eligible to become a member of the Society.
  - 5) All members have the right to notice of, to attend and to speak at general meetings, and to be nominated for election as directors.
- 2.3** An application for membership, and a renewal of membership, must:
- a) be in writing and in a form approved by the Board,
  - b) include the full name, home address, e-mail address, and telephone numbers of the applicant,
  - c) provide such other information as the Board may reasonably require, and
  - d) include annual membership dues and any other monies due and owing to the Society.
- 2.4** 1) A person may apply to the Board for membership, and becomes a member on:
- a) complying with bylaws 2.2 and 2.3, and
  - b) acceptance by the Board.
- 2) The Board may in its sole discretion approve, postpone, or refuse an application for membership.
- 3) The amount of annual membership dues for Voting Members must be set by ordinary resolution. Honourary Members pay no annual membership dues.
- 4) Except where determined by the Act or the bylaws, the privileges and responsibilities of members of each category must be determined by resolution of the Board.
- 2.5** 1) A membership is not transferable.
- 2) A membership must be renewed as required by the Board, but a membership must not be for a term of greater than five years.
- 3) A member who is renewing must comply with bylaws 2.2 and 2.3.
- 4) A person cannot apply to become a member of the Society, or renew a membership in the Society, at a general meeting.
- 5) An application for membership received 30 days or fewer before a general meeting must be postponed until after that meeting.
- 2.6** Every member and director must uphold the constitution, and comply with:
- a) the Act,
  - b) the constitution and bylaws,
  - c) all policies, procedures, rules, regulations and resolutions enacted by the Board, and
  - d) any rules of order governing the conduct of general meetings and of meetings
- 2.7** A member ceases to be a member on:
- a) delivering a written resignation to the Society,
  - b) death,
  - c) having been a member not in good standing for 30 days, or

d) being expelled.

**2.8** A member becomes a member not in good standing on failing to pay:

- a) a debt due and owing to the Society, or
- b) annual membership dues by or before the date set for their payment.

**2.9** 1) A member may be expelled by special resolution.

2) The notice of a special resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

3) A member who is the subject of a proposed special resolution for expulsion must be given an opportunity to be heard at the general meeting before the resolution is put to a vote.

**2.10** 1) A member may be suspended or expelled for conduct substantially prejudicial to the Society, by a resolution of which not less than 75% of the directors then in office are in favour.

2) A member who is the subject of a proposed directors' resolution for suspension or expulsion must be given:

- a) reasonable notice of the meeting at which it will be proposed,
- b) a brief statement of the reason or reasons for the proposed suspension or expulsion, and
- c) a reasonable opportunity to be heard at the meeting before the resolution is voted on.

### ***Part 3 - Meetings of Members***

**3.1** 1) General meetings must be held at the time and place, in accordance with the Act and the bylaws, that the Board determines.

2) An AGM must be held at least once in every calendar year.

3) Every general meeting, other than an AGM, is a special general meeting.

**3.2** 1) The Board may when it thinks fit convene a special general meeting.

2) The members may requisition a general meeting pursuant to section 75 of the Act.

3) The members may submit a proposal for consideration by the Society at a general meeting pursuant to section 81 of the Act.

### ***Part 4 - Notice to Members***

**4.1** 1) Notice of a general meeting must:

- a) specify the place, day and hour of meeting,
- b) include the text of any special resolution to be proposed at the meeting,
- c) state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business, and
- d) be sent to all members not fewer than 30 days but not greater than 60 days before the meeting.

2) The accidental omission to send notice of a general meeting to a member, or the non-receipt of notice by a member, does not invalidate any proceedings at that meeting.

**4.2** 1) Notice of a general meeting must be given to:

- a) every member shown on the register of members on the day notice is given, and
- b) the auditor, if any.

2) No other person is entitled to receive a notice of general meeting.

**4.3** A notice may be given to a member either personally, by mail, by e-mail or by other electronic means to the member at the member's address or e-mail address, as shown in the register of members.

**4.4** 1) A notice sent by mail from the Society's office is deemed to have been received two days after being mailed.

2) A notice sent by e-mail or other electronic means is deemed to have been received 24 hours after being sent.

**4.5** A member must promptly and in writing notify the Society of any change in the member's name, address, e-mail address, or telephone number.

### ***Part 5 - Proceedings at General Meetings***

**5.1** 1) The business at an AGM is to:

- a) elect a chair, if required,
- b) determine that there is quorum,
- c) adopt rules of order,
- d) approve the agenda,
- e) minutes of the last AGM and any intervening general meetings,
- f) consider the report of the Board on its activities and decisions since the last AGM,
- g) receive the financial statements for the previous financial year, and the auditor's report (if any) on them,
- h) appoint an auditor, if any,
- i) elect directors,
- j) business arising out the financial statements, the auditor's report, the report of the Board, and any matter about which notice has been given in the notice of the meeting,
- k) special resolutions, if any, of which notice has been given as required by the Act and the bylaws,
- l) any members' proposals pursuant to section 81 of the Act, and
- m) adjourn.

2) The financial statements presented to an AGM must comply with the Act.

3) The business at a special general meeting is limited to:

- a) adopting rules of order,

- b) that set out in a requisition pursuant to bylaw 3.2, if applicable, and
- c) that determined by the Board pursuant to bylaw 3.2.

- 5.2**
- 1) Quorum at a general meeting is 10% of the members, but not fewer than three members, present at all times.
  - 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 at a time unless a quorum of voting members is present.
  - 3) If at any time during a general meeting there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

- 5.3** If within 30 minutes from the time set for holding a general meeting a quorum of voting members is not present:

- a) in the case of a meeting convened on a requisition of members, the meeting is terminated, and
- b) in any other case, the meeting stands adjourned to a time and place determined by the Board but not more than 14 days later, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time set for meeting, the voting members who are present constitute a quorum for that meeting.

- 5.4**
- 1) A general meeting can only be adjourned by ordinary resolution.
  - 2) A general meeting may be adjourned from time to time and from place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - 3) When a general meeting is adjourned for thirty days or more, notice of the adjourned meeting must be given as for the original meeting.
  - 4) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

- 5.5**
- 1) The President must chair each general meeting.
  - 2) If the President is not present within 15 minutes after the time set for a meeting, or is unable or unwilling to act as chair, the Vice-President must be chair.
  - 3) If neither the President nor the Vice-President is present within 15 minutes after the time set for a meeting, or neither of them is able or willing to act as chair, the members present may elect an individual who is present to be chair.

- 5.6**
- 1) In the case of an equality of votes at a general meeting, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the resolution fails.
  - 2) A resolution proposed at a general meeting must be seconded, and the chair may move or propose a resolution.

- 5.7**
- 1) Each member who is in good standing and present is a voting member, and has the right to one vote at a general meeting.
  - 2) A question, resolution, or motion arising at a general meeting must be decided by ordinary resolution, unless it must pursuant to the Act or bylaws be decided by special

resolution, or is another resolution having a higher voting threshold than that of an ordinary resolution.

- 3) Voting must be by show of hands, except when a secret ballot is required by:
  - a) the bylaws or Act,
  - b) ruling of the chair, or
  - c) ordinary resolution, voting on which must be by show of hands.
- 4) The chair of a meeting must announce the outcome of each vote, which must be recorded in the minutes of the meeting.
- 5) All members have the right to notice of, to attend and to speak at general meetings. A member who is not in good standing cannot vote.
- 6) Proxy voting is prohibited.

**5.8** Subject to the Act and the bylaws, a general meeting may adopt rules of order, but if it does not do so, then the most recent edition of Rules of Order must be used.

### ***Part 6 – Board of Directors***

**6.1** Subject to the Act, the Regulations, the constitution and the bylaws, the Board must manage, or supervise the management of, the activities and internal affairs of the Society.

- 6.2** 1) A director must, when exercising the powers and performing the functions of a director:
- a) act honestly and in good faith with a view to the best interests of the Society,
  - b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances,
  - c) act in accordance with the Act and Regulations, and
  - d) subject to paragraphs (a) to (c), act in accordance with the bylaws.
- 2) Without limiting subsection (1), a director, when exercising the powers and performing the functions of a director, must act with a view to the purposes of the Society.
- 3) This section is in addition to, and not in derogation of, any enactment or rule of law or equity relating to the duties or liabilities of directors of a society.
- 4) Nothing in a contract or the bylaws relieves a director from
- a) the duty to act in accordance with this Act and the Regulations, or
  - b) liability that, by any enactment or rule of law or equity, would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the Society.

**6.3** 1) There must be seven directors.

2) A director has a normal term of office of three years, beginning at the adjournment of the AGM at which the director is elected, and ending at the adjournment of the AGM three years later.

3) So far as is reasonably practicable, one third of the directors must be elected at the AGM, so that at the adjournment of the AGM:

- a) one third of the directors have remaining terms of office of three years,

- b) one third of the directors have remaining terms of office of two years, and
- c) one third of the directors have remaining terms of office of one year.

A director may be elected for a term of one year or two years so as to comply with this bylaw.

4) A nominee for election as a director must:

- a) be a Voting Member in good standing, or an Honourary Member,
- b) not be a family member or business associate of a director,
- c) be nominated by two members. the nominations committee (if any) or by the Board, and consent to the nomination,
- d) consent to the nomination, in person or in writing,
- e) subject to bylaw 6.4 (3), be nominated not fewer than 30 days before an election is to be held,
- f) consent to a criminal record check, and
- g) be qualified to be a director pursuant to section 44 of the Act.

A director must comply with bylaws 6.3 (4)(a), (b), (f) and (g).

5) In an election of directors:

- a) the nominees must be permitted a reasonable opportunity to provide information about themselves to voters, to make a presentation, and to answer questions,
- b) each member who has the right to vote has as many votes as there are positions to be filled, but must not cast more than one vote for a candidate, and
- c) those nominees who receive the greater number of votes are elected.

6) In an election of directors for terms of differing lengths, those nominees who receive the greater number of votes are elected to the longer terms.

7) An election must take place by secret ballot, unless the number of nominees is equal to or fewer than the number of positions, in which case the nominee or nominees must be declared to have been elected.

**6.4** 1) The Board may, not fewer than 60 days before the AGM:

- a) give notice of the AGM and election of directors to the members, including information on the number of directors to be elected, their terms, and the process for nominations, and
- b) appoint a committee to:
  - i) nominate and solicit the nomination of candidates for election,
  - ii) conduct any election that is required, and
  - iii) ensure, not fewer than 30 days before the AGM, that there are sufficient candidates, and that they have complied with the bylaws.

2) A person who is a candidate for election, or a family member or business associate of a candidate, is not eligible to be a member of the nominations committee.

3) If the Board does not give notice of an election pursuant to bylaw 6.4 (1), then nominations and elections must be conducted at the AGM, subject to bylaw 6.3.



4) Nominations from the floor of the AGM are prohibited, unless the number of nominees is fewer than the number of positions to be filled, or bylaw 6.4 (3) applies.

**6.5** A director ceases to be a director on:

- a) the end of the director's term of office, unless the director is re-elected,
- b) resigning in writing,
- c) ceasing to be a member in good standing,
- d) death,
- e) being removed pursuant to bylaw 6.7,
- f) becoming unable to perform the duties of a director due to physical or mental disability, or
- g) failing to attend three meetings of the Board in one year without the consent of the Board, which consent must not be unreasonably withheld.

**6.6** No act or proceeding of the Board is invalid only by reason that there are fewer directors in office than the number required by bylaw 6.3.

**6.7** 1) The members may, by special resolution, remove a director before the expiration of the director's term of office, and may elect a successor to complete the term of office.

2) The Board may remove a director before the expiration of the director's term of office by a resolution of which all the other directors are in favour.

**6.8** The Board may appoint a member who is qualified pursuant to bylaw 6.3 to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office, for the balance of that director's term.

**6.9** A director and a senior manager must comply with the provisions of the Act with regard to disclosure and to conflicts of interest.

**6.10** The Society must indemnify a director or senior manager as permitted by the Act.

**6.11** 1) A director must not become an employee of the Society within a period of one year after the date on which the person ceased to be a director.

2) An employee or contractor of the Society must not become a director within a period of one year after the date on which the person ceased to be an employee or contractor.

### ***Part 7 - Proceedings of the Board***

**7.1** 1) The Board may meet together at the places it thinks fit to dispatch business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit.

2) The Board must meet at least four times each year.

3) Quorum at a meeting of the Board is a simple majority of the directors then in office, but must not be fewer than three.

4) A meeting of the Board may be called by:

- a) the President, or
- b) any three directors, or
- c) resolution of the Board.

- 5) Notice of a meeting of the Board is sufficient if properly addressed to every director, and sent by ordinary mail, e-mail or fax. Notice of a meeting of the Board must be given not less than three days before the meeting, unless notice is waived by all directors.
- 6) The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at that meeting.
- 7.2** When a meeting of the Board is held immediately following the election or appointment of a director or directors, it is not necessary to give notice of the meeting to the new directors for the meeting to be constituted, if a quorum is present.
- 7.3** A director may waive in writing notice of any meeting or meetings of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn:
- a) no notice of meetings of the Board need be sent to that director, and
  - b) all meetings of the Board, notice of which have not been given to that director are, if a quorum is present, deemed to be valid and effective.
- 7.4**
- 1) Except where otherwise required, a question arising at a meeting of the Board or a committee must be decided by a majority of votes.
  - 2) A resolution proposed at a meeting of the Board or a committee need not be seconded, and the chair of such a meeting may move or propose a resolution.
  - 3) In the case of an equality of votes at a meeting of the Board or a committee, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the motion or resolution is defeated.
- 7.5** A resolution in writing signed by 75% of the directors is as valid and effective as if regularly passed at a meeting of the Board.
- 7.6**
- 1) The Board may by resolution create and name committees, appoint their chairs and members, give them tasks, and establish rules for governing their proceedings. Not fewer than one director must be a member of each committee.
  - 2) A committee must conform to any rules imposed on it by the Board, and must report every act or thing it does to the next meeting of the Board held after it has been done.
  - 3) The chair of a committee must be a director.
  - 4) A committee cannot act on behalf of the Society or the Board.
- 7.7**
- 1) The members of the Executive Committee are the President, Vice-President, Secretary, Treasurer, the Immediate Past-President and such other persons as may be appointed to the committee by the Board. The Immediate Past-President is that person who most recently was but who no longer is the President, or a director.
  - 2) Subject to resolutions of the Board, the Executive Committee may manage, or supervise the management of, the affairs of the Society between meetings of the Board.
- 7.8** Subject to the Act and these bylaws, the Board may adopt rules of order, but if it does not do so then the most recent edition of Robert's Rules of Order must be used.

### ***Part 8 – Officers***

- 8.1**
- 1) The elected officers are the President, Vice-President, Secretary and Treasurer, who must be elected by the Board from amongst the directors at the first meeting of the Board following the AGM.
  - 2) An elected officer ceases to be an elected officer on:

- a) ceasing to be a director pursuant to bylaw 6.3,
  - b) resigning in writing,
  - c) failing to attend three consecutive meetings of the Board without the consent of the Board, which consent must not be unreasonably withheld, or
  - d) being dismissed by a resolution of which a majority of the directors are in favour.
- 3) The Board may elect another director to take the place of an elected officer who ceases to hold office between AGMs, for the remainder of the officer's term. If the President ceases to be President before the end of the President's term of office, the Vice-President becomes the President for the remainder of the term, and the Board must appoint or elect a director to be Vice-President for the remainder of that person's term of office.
- 4) The Board may appoint such other officers from amongst the directors as it deems necessary, and determine their titles, authority, and responsibilities.

**8.2** The President:

- a) is the chief executive officer of the Society, unless that title and role have been delegated to an employee,
- b) must chair all meetings of the Board and all general meetings,
- c) must supervise the other officers in the execution of their duties,
- d) has the responsibility and authority generally pertaining to the office of President, subject to any limitations imposed by resolution of the Board.

**8.3** In the absence or inability of the President, the Vice-President must perform the duties of the President.

**8.4** The Secretary is responsible for doing, or making the necessary arrangements for:

- a) issuing notices and taking minutes of general meetings and Board meetings,
- b) keeping the records and documents of the Society in accordance with the Act, including the register of members,
- c) conducting the correspondence of the Society, and
- d) filing the annual report and making any other filings with the Registrar pursuant to the Act.

**8.5** In the absence of the Secretary from a meeting, the Board must appoint another individual to act as Secretary.

**8.6** The Treasurer is responsible for doing, or making the necessary arrangements for:

- a) receiving and banking all monies received by the Society,
- b) keeping accounting records in respect of the Society's financial transactions,
- c) preparing the Society's financial statements, and
- d) making the Society's filings with respect to taxes.

The Treasurer may be compensated for being and acting as Treasurer.

**8.7** 1) The Board may appoint an Executive Director, and determine the remuneration and terms and conditions of employment of that person.

- 2) The Executive Director:
- a) must be qualified pursuant to section 44 of the Act,
  - b) is an appointed officer,
  - c) reports to the Board,
  - d) is responsible for managing the operations of the Society,
  - e) must work in partnership with the Board to provide leadership to the Society,
  - f) must inform the Board of major decisions, actions, and plans,
  - g) may also be titled the General Manager or Chief Executive Officer, and
  - h) has the right to receive notice of, attend, and speak at, but not to vote at, Board meetings.

### ***Part 9 – Borrowing and Investment***

**9.1** The Society may by resolution of the Board borrow money, and issue bonds, debentures, notes or other evidence of debt obligations.

**9.2** The Board must only invest the funds of the Society in investments in which a prudent investor might invest.

**9.3** 1) A member may without charge inspect a record that the Society is required to keep pursuant to section 20 of the Act.

2) The Board may by resolution restrict the members' rights to inspect the register of members, pursuant to section 25 of the Act.

3) A director may without charge inspect a record of the Society that the Society is required to keep pursuant to section 20 of the Act.

4) A person other than a member or director cannot inspect the records of the Society, except as required or permitted by resolution of the Board, the bylaws, the Act, or another statute.

**9.4** The Board must determine, by resolution, the:

- a) financial year of the Society, and
- b) signing officers of the Society, and their authority.

### ***Part 10 – Auditor***

**10.1** This Part applies only where the Society is required or has resolved to have an auditor.

**10.2** At each AGM the Society may appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next AGM, and determine the terms of engagement of the auditor, including whether the auditor will perform an audit, a review engagement, or another form of review.

**10.3** An auditor may be removed by ordinary resolution.

**10.4** An auditor must be promptly informed in writing of appointment or removal.

**10.5** The auditor may attend general meetings.

**10.6** The Board must fill all vacancies arising in the office of auditor between AGMs.”