

*Introduction ( identifies the rationale, purpose and/or supporting values)*

**The Constitution and ByLaws of the Society are the primary articles of governance. These articles inform and guide the formation of Governance and Operational policy, and all Society activities. Principles of collaboration, democratic process and shared decision making are preserved in Society governance. Sound leadership is encouraged and the Society supports decisive action within this framework and in preserving the best interests of the Society as a whole.**

**CONSTITUTION and ByLaws**

- 1        *The name of the Society is Canadian Federation of Therapeutic Community Association, hereafter referred to as the Society.*
  
- 2        *The purpose(s) of the Society are:*
  - 2.1      *To form a Canadian association of Organizations, Societies, and Individuals to further knowledge and support existing and new Therapeutic Communities.*
  - 2.2      *To widen recognition and acceptance of the Therapeutic Community approach among Organizations, Societies and individuals*
  - 2.3      *To support social ventures that promote self-sustainability for Therapeutic Communities*
  - 2.4      *To cooperate with other associations having objects similar to those of this Society.*
  - 2.5      *To raise funds by any lawful means including but not limited to subscriptions, grants, donations, fees or legacies.*
  - 2.6      *To buy, construct, hold, lease or rent such properties as may be necessary to advance the aims of the Society.*
  - 2.7      *To cooperate with other Societies in activities of regional and national scope.*
  - 2.8      *To do all such other things as may assist directly or indirectly, in achieving any of the above objects of the Society.*
  
- 3        *The Society is operated exclusively as a non-profit organization without financial gain to its members and all profits and other accretions to the assets of the Society are used to promote the purposes as set forth in paragraph two of this Constitution.  
This provision is unalterable.*
  
- 4        *On the winding up and dissolution of the Society, all of its assets remaining after all debts of the Society have been paid or provision for payment of such debts has been made, are transferred and delivered to such organizations promoting the same purposes of this Society, as may be determined by the members of the Society at the time or wind up or dissolution.*

**BYLAWS OF THE SOCIETY**

- 1.1 *In these bylaws, unless the context otherwise requires:*
- 1.1.1. *“Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it.*
- 1.1.2 *“Directors” means the Directors of the Society for the time being.*
- 1.2 *The definitions in the Society Act on the date these bylaws become effective apply to these bylaws*
- 1.3 *In these bylaws, words importing the singular include the plural and vice-versa, and words importing a male person include a female person and a corporation.*
- 2.0 **MEMBERSHIP**
- GENERAL* 2.1 *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 have not ceased to be members.*
- 2.2 *A person may apply to the Society for membership and upon acceptance is a member.*
- 2.3 *Every member upholds the constitution and complies with these bylaws.*
- FEES* 2.4 *The annual membership fees are determined by the Directors of the Society.*
- CESSATION* 2.5 *A person ceases to be a member of the Society:*
- 2.5.1. *By delivering his resignation in writing to the secretary of the Society.*
- 2.5.2 *In the case of a corporation on its dissolution, winding up or bankruptcy.*
- 2.5.3. *On being expelled, or*
- 2.5.4. *On being a member not in good standing.*
- EXPULSION* 2.6 *A member may be expelled by a special resolution of the Board of Directors provided that:*
- 2.6.1. *The notice of special resolution for expulsion is accompanied by a brief statement of the reason(s) for the proposed expulsion and*
- 2.6.2 *The person who is subject of the proposed resolution for expulsion is given an opportunity to be heard at the Directors meeting before the resolution is put to a vote .Communications may be via telephone or internet.*

- 2.7 *All members are in good standing except*
- i) a member whose annual membership fee is 13 months in arrears in payment and or*
  - ii) a member who has failed to pay any other subscription or debt owed to the Society until payment is paid in full.*

#### **CLASSES**

- 2.8 *The Society has four (4) classes of membership:*

*Voting members are...*

2.8.1 *Individual – a person over the age of eighteen (18) years who is not an employee of the Society.*

2.8.2 *Corporate – a company, society or organization, and has one vote.*

2.8.3 *Honorary – a person who is deemed to have made an outstanding contribution in furtherance of the purposes of the Society.*

2.8.4 *Volunteers – unpaid persons who remain active participants in the delivery of Society program services.*

- 2.9 *Honorary members are nominated by the Directors of the Society, and elected on an ordinary resolution at a general meeting of the Society. An Honorary member is required to pay no annual membership fees or any other subscriptions and has all the rights of membership, including voting rights.*

#### 3.0 **MEETINGS OF MEMBERS**

- 3.1 *The Society holds an Annual General Meeting within ninety (90) days after the end of the fiscal year of the Society.*

- 3.2 *An Extraordinary General Meeting of the Society may be called at any time by the Directors, and is called when requested in writing by five (5) Directors or by 10 percent of members. The requests states the purpose of the meeting, is signed by those making the request and is sent by registered mail to the registered office in the Society.*

#### 3.3 **NOTICE**

- 3.3.1. *Notice in writing of any General Meeting specifying the place, day and time of such meetings and in the case of Extraordinary General Meetings, the nature of the business to be transacted, is mailed to every member in good standing not less than fourteen (14) days prior to the date of the meeting.*

3.3.2 *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.*

#### 4.0 PROCEEDINGS AT GENERAL MEETINGS

##### *QUORUM*

4.1 *A quorum at any general meeting is 60% of members present, or a greater number that the members may determine at a general meeting. No business, other than the election of a Chairperson and the adjournment or termination of the meeting, is conducted at a general meeting when quorum is not present.*

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

4.3 *If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, is terminated; but in any other case, it stands adjourned to the same day in the next week, at the same time and place.*

##### *CONDUCT OF BUSINESS*

4.4 *Special business is:*

4.4.1. *All business at an Extraordinary General Meeting except the adoption of rules of order, and*

4.4.2 *All business transacted at an Annual General Meeting except:*

- *The adoption of rules of order,*
- *The consideration of the financial statements,*
- *The report of the Directors,*
- *The report of the accountant,*
- *The election of Directors,*
- *The appointment of the accountant, and any bylaws, ought to be transacted at an Annual General Meeting, or business, which is brought under consideration by the report of the Directors issued with the notice convening the meeting.*

4.5 *Subject to Bylaw 4.6, the President of the Society, Vice-President, or in the absence of both, one of the other Directors present presides as Chair of a general meeting.*

4.6 *If at a general meeting:*

4.6.1. *There is no President, Vice-President, Treasurer or Secretary or another director present within fifteen (15) minutes after the time appointed for holding the meeting,*

*...the members present choose one of their numbers to be Chair.*

#### **ADJOURNMENT**

4.7 4.7.1. *A general meeting may be adjourned from time to time and from place to place, but no business is transacted at an adjourned meeting other than the business left unfinished at the meeting.*

4.7.2. *Where a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting is given as in the case of the original meeting.*

4.7.3. *Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.*

#### **RESOLUTIONS**

4.8 *Resolutions proposed at a meeting must be seconded, and the Chair of the meeting may not move or second a resolution.*

#### **VOTING**

4.9 4.9.1. *Each individual member in good standing present at a meeting of members is entitled to one vote, except the Chair.*

4.9.2. *A corporate member may exercise its vote by authorizing an individual to represent it at any general meeting of the Society, such authorization to be presented to the secretary in writing.*

4.9.3. *Voting is by show of hands, unless a secret ballot is agreed to by ordinary resolution.*

4.9.4 *Voting by proxy is permitted.*

4.10 *In case of an equality of votes the Chair has the casting vote.*

5.0 **DIRECTORS AND OFFICERS**  
**DIRECTORS' DUTIES & POWERS**

5.1 *The Directors may exercise all the powers and do all the acts and things that the Society 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 Society in general meeting but subject to the provision of:*

- *All laws affecting the Society,*
- *These bylaws and Rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general meeting.*

5.2 *No rule, made by the Society in general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.*

5.3 *The Directors may from time to time make rules and regulations consistent with these bylaws as they consider necessary, provided that they are approved by at least a majority of (50% plus one) of those present and voting*

5.4 *The number of Directors is not less than five (5) or a greater number determined from time to time at a general meeting and no more than fifteen (15).*

5.5 *The immediate Past-President is an ex-officio director of the Society, with voting privileges for one year.*

#### *QUALIFICATIONS*

5.6 *Each candidate for director is a member in good standing.*

5.7 *The Directors of the Society at the time of the registration of these bylaws continue to hold office and conduct the affairs of the Society until the appointment of Directors at the Annual General Meeting.*

#### *APPOINTMENT*

5.8 *A casual vacancy in the position of Director is filled by nomination from the Directors. The newly appointed Director completes the term of the Director being replaced.*

#### *EXPENSES*

5.9 *Directors of the Society may be reimbursed for out-of-pocket expenses reasonably incurred in the performance of the Society's remuneration from the Society.*

#### *REMOVAL*

5.10 *A Director or an officer may be removed from the Board of Directors for breach of Section 25 of the Society Act, or other just cause, having due regard for the purpose of the Society. A resolution for removal must be presented to the Board of Directors and passed by two thirds (2/3) majority of the Directors present and voting.*

## OFFICERS

### 5.11 *Officers of the Society are:*

- *The President*
- *The Past-President*
- *The Vice-President*
- *The Secretary and*
- *The Treasurer*

5.11.1. *The positions of secretary and treasurer may be joined*

5.12 *Nominations for each office are forwarded to the Nominating Committee and the nomination list is approved at the last Board meeting before the Annual General Meeting. Nominations will be accepted from the floor of the Annual General Meeting. A separate election is held for each officer of the society and may be filled by acclamation or by vote.*

5.13 5.13.1. *Officer's term shall be for a two-year period and each officer shall serve until the close of the applicable Annual General Meeting.*

5.14 *A casual vacancy occurring among the officers is filled by appointment by the Directors of one of their number, except that a vacancy in the position of President is filled by the Vice-President.*

5.15 *Officers are eligible for re-election for at least one additional term in the same office. A Director who has served two consecutive terms in any office is expected to stand down from that office in the fourth year, unless the position cannot be filled or should not be vacant. A Director may stand for a different office in the fifth year.*

## DUTIES

5.15.1. *The President is the chief officer of the Society, presides at meetings of the Society and its Directors, and is ex-officio member of all committees. The President also performs all other duties pertaining to the office.*

5.15.2. *The Vice-President performs such duties as may be directed by the President or these bylaws, and in the case of the absence of the President undertakes the duties of the President.*

5.15.3. *The secretary ensures that:*

- *the correspondence of the Society is carried out*
- *notices of meetings of the Society and its Directors are issued*
- *minutes of all meetings of the Society and its Directors are kept*
- *custody of all records and documents of the Society are secured*
- *custody of the common seal of the Society is secured*
- *the register of members is maintained*

5.15.4. *The treasurer:*

- *presents financial statements to the meetings of the Society and its Directors*
- *presents a financial statement to the Annual General Meeting*
- *recommends the appointment of an auditor for the ensuing year to the members of the Annual General Meeting and*
- *presents a proposed budget for the ensuing year to the meeting of the Directors, which precedes the Annual General Meeting.*

5.15.5. *The Directors may delegate any but not all of their powers to committees consisting of one or more of the Directors as they see fit. A committee so formed shall conform to any rules imposed upon it by the Board of Directors.*

MEETINGS

5.16 *The Directors conduct the work of the Society in Directors' meetings at least five (5) times yearly at a time and place chosen by the President in consultation with the Directors. In extraordinary circumstances, and if a normal meeting is not possible, Directors may conduct business by conference call or email with the same rules for notice and quorum. At least five (5) days' notice by any agreed method is given to the Directors for all meetings.*

5.17 *A quorum at a meeting of Directors is not less 60% of the Directors.*

6.0 STANDING COMMITTEES

6.1 EXECUTIVE COMMITTEE

6.1.1. *The Executive Committee consists of the Past-President, the President, the Vice-President and the Secretary/Treasurer.*

6.1.2. *The Executive Committee has the power of the Society's Board in any circumstances in which a normal meeting cannot be held and decisions must be made to maintain service delivery and/or to preserve the well being of the Society. The Executive Committee makes recommendations and conducts routine business between meetings of the Society's Board provided that the Executive Committee takes no action which is contrary to a resolution passed by the Society's Board nor makes any appointment of Directors to the Society's Board or other officers of the Society's Board.*

OTHER

COMMITTEES

6.2 *The Directors may at any time establish committees with specific terms of reference to address specific tasks or problems. Such committees' existence end at the time of the final report to the Directors, or at the close of the next Annual General Meeting, whichever comes first. Committees may be reappointed by the Directors following the Annual General Meeting if it is deemed necessary. The members of any such committee are appointed at the pleasure of the Board of Directors.*



*NOMINATING*

6.3 *A nominating committee is established by the Directors or executive committee each year. It is chaired by the Vice President.. Its duties are:*

*6.3.1. To make recommendations to the Annual General Meeting for election of Directors.*

7.0 *EXECUTIVE DIRECTOR*

7.1 *The Directors may appoint a person to the position of the Executive Director.*

7.2 *The Executive Director is the senior staff person of the Society.*

7.3 *The duties of the Executive Director are those designated in the job description, and such other duties as the Directors may from time to time assign, as may be required to fulfill the purpose of the Society.*

8.0 *FINANCE AND BORROWING*

*ACCOUNTANT*

8.1 *The Society, at each Annual General Meeting, appoints an auditor to hold office until the close of the next Annual General Meeting; and if at that meeting an appointment is not made, the auditor in office continues until a successor is appointed. The Board of Directors may fill any casual vacancy in the office of the auditor.*

8.2 *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 such manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures.*

8.3 *No debenture is issued without the sanction of a special resolution of the members in general meeting.*

8.4 *The members may by special resolution restrict borrowing powers of the Directors but a restriction so imposed expires at the next general meeting.*

8.5 *The fiscal year of the Society is from September to August*

8.6 *The treasurer keeps or causes to be kept such financial records, including books of account, as are necessary to comply with the Society act.*

9.0 *DOCUMENTS AND SEAL*

9.1 *Signing authority is determined by resolution of the Board of Directors, and all negotiable instruments have at least two (2) authorized signatures.*

9.2 *The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.*

10.0 *MEMBERSHIP IN OTHER SOCIETIES*

- 10.1 *The Society may become a member of other Societies/organizations which the Directors deem to be of advantage to the Society.*
- 10.2 *The Society, may form associations, incorporated or unincorporated, with other Regional Societies to advance the aims and objectives of the Society and to integrate their activities and operations.*
- 11.0 **BYLAWS**
- 11.1 *On being admitted to membership a member is entitled to and the Society gives without charge, a copy of the Constitution and Bylaws of the Society.*
- 11.2 *These bylaws are not altered or added to except by special resolution. Notice of intention to introduce a special resolution to amend the constitution and bylaws of the Society, together with the text of the proposed amendment(s) and the names of the proposer and seconder, is in the hands of the President no less than thirty (30) days before the Annual or Special General Meeting at which the special resolution is to be presented, and must be mailed to each member at his or her last postal address of record no less than fourteen (14) days prior to that meeting. It will require a seventy five percent (75%) majority in order to pass a special resolution.*
- 11.3 *In matters of procedure where these bylaws are silent, Robert's Rules of Order, Revised prevail.*