

## SOCIETY ACT

### CONSTITUTION

1. The name of the Society is “The Intersect Youth and Family Services Society”.  
(January 25, 1990)
2. (a) To develop, coordinate and deliver a comprehensive range of services to children, youth and families in northern British Columbia; (March 26, 1993)
- (b) Services delivered shall include but not be limited to periodic overnight care for minors and counselling, consultation and training. (March 26, 1993)

### BY-LAWS

#### **PART 1 – Interpretation**

1. (a) In these by-laws, unless the context otherwise requires:
  - “**Directors**” means those individuals elected or appointed to the Board of Directors of the Society for the purpose of conducting the Society’s business as in Part 5 of these by-laws.
  - “**Executive**” mean those individuals holding those offices named in Part 5 of these by-laws.
  - “**Officers**” shall refer to all individuals holding office as set out in paragraph 28 of these by-laws.
  - “**Society Act**” means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it.
  - “**Registered address**” of a member means his address as recorded in the Register of Members.
- (b) The definitions in the *Society Act* on the date these by-laws become effective apply to these by-laws.
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 have become members in accordance with these by-laws and, in either case, have not ceased to be members.
4. A person who is a resident of the Northeastern service delivery catchment area of B.C. and who is of the age of majority, may apply to the Directors of the Society, and on

approval by the Directors and upon payment of the membership fee, shall be a member.  
(March 9, 1994)

5. Membership fee is three dollars (\$3.00) per year or as may be determined by the members at the annual general meeting.
6. Employees of the Society may hold membership in the Society but are not entitled to vote.
7. Where the majority of the Directors are of the opinion that a member is guilty of conduct which is improper, unbecoming, prejudicial or likely to endanger the interest or reputation of the Society or which constitutes a breach of these by-laws, the Directors shall have the power to suspend or expel the member.
8. No member shall be expelled or suspended by the Directors without first being notified of the accusation against him and having been given an opportunity to be heard by the Directors at the meeting called for that purpose.
9. Every member shall uphold the constitution and comply with these by-laws.
10. All members are in good standing except:
  - (a) A member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the Society and he is not in good standing so long as any debt remains unpaid;
  - (b) A member who has been suspended by the Directors pursuant to these by-laws and he is not in good standing so long as he is under suspension.
11. A person shall cease to be a member of the Society;
  - (a) by delivering his or her resignation in writing to the secretary of 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.

### **PART 3 – Meetings of Members**

12. General meetings of the Society shall be held at the time and place in accordance with the *Society Act* that the Directors decide.
13. Notice of a general meeting shall be mailed to each member at his registered address no later than 14 days in advance of the meeting and shall be published in the Prince George's leading newspaper on the Friday preceding the general meeting.  
(October 16, 2007)
14. Notice of a general meeting shall specify the place, day and hour of the meeting and shall specify the business to be conducted.
15. The first annual general meeting shall be held on September 12, 1993.

16. Subsequent annual general meetings shall be held in accordance with the *Society Act*. (March 26, 1993)
17. The audited financial statements for the past fiscal year shall be available at the annual general meeting.

#### **PART 4 – Proceedings at General Meetings**

18. A quorum at a general meeting shall be 3 (three) voting members present at the meeting and shall include one (1) members of the Executive. (October 16, 2007)
19. A member who has been a member in good standing for a period of two (2) months and present at a meeting is entitled to one vote, except an employee of the Society.
20. General voting is by a show of hands or by secret ballot when deemed necessary by the members.
21. Voting by proxy is not permitted.
22. (a) Society members in good standing who have filed written notice, including a statement of credentials, to the Board of Directors two weeks prior to the Society Annual General Meeting are eligible for election as a Director at the Annual General Meeting; (March 26, 1993)
- (b) Voting for the purpose of electing Directors shall be by a show of hands indicating a minimum 51% majority of present society members in good standing. (March 26, 1993)

#### **PART 5 – Directors and Officers**

23. Any member except an employee of the Society is eligible to be a Director.
  - (a) A previous employee of the Society may become a member of the Society but is restricted from becoming a Director for a period of one (1) year following termination of employment. (January 15, 1996)
24. (a) The minimum number of Directors shall be five (5),
  - (b) The maximum number of Directors shall be ten (10),
  - (c) The specific number of active Directors shall be at the discretion of the elected Directors within the limits of 24(a) and (b) above,
  - (d) At each Annual General Meeting, the Chairperson or a designate will inform the Society of the number of active Directorships and those that are open to election. (January 21, 1985)
25. The first Directors are those designated on Form 4 of the *Society Act* and filed upon incorporation of the Society.
26. (a) At the first annual general meeting seven (7) Directors shall be elected, four (4) of which shall hold a two (2) year term and three (3) of which shall hold a one (1) year term, after which all terms of directorship are two (2) years.

- (b) At Annual General Meetings subsequent to January 14, 1992, all terms of directorship that have expired shall be for a term of three years. (March 26, 1993)
27. When a vacancy on the Board of Directors occurs, or is created other than at the Annual General Meeting, the following procedure shall be followed:
- (a) a vacancy for Chairperson shall be filled by the Vice-Chairperson for the balance of the term,  
  
other directorships left vacant or created within the limits of Part 4, Item 24 as amended, shall be filled by Board of Director appointment (January 21, 1985) for the balance of the term, (March 26, 1993)
28. From amongst the Directors, the Directors shall annually elect the following Officers:
- Chairperson
  - Vice-Chairperson
  - Secretary
  - Treasurer
  - Chairpersons of any committees deemed necessary.
29. The duties of the Chairperson shall be as follows:
- (a) To chair meetings,
  - (b) To speak on behalf of the Society,
  - (c) As a de jure member to monitor the work of all committees, (March 9, 1994)
  - (d) To arrange meetings with outside groups or individuals as becomes necessary,
  - (e) To accept any donations or grants for the Society, but must have formal Directors' approval before accepting a loan,
  - (f) It is the Chairperson's duty to know and understand the constitution and by-laws of the Society,
  - (g) The Chairperson shall carry out any directives of the Society or Directors, as passed by way of motion according to the by-laws,
  - (h) To delegate the above responsibilities when and where appropriate.
30. The duties of the Vice-Chairperson shall be as follows:
- (a) To take the place and duties of the Chairperson when the Chairperson is absent, except, the Directors must authorize the Vice-Chairperson to speak on behalf of the Society.
31. The duties of the Secretary shall be as follows:
- (a) To keep a careful and authentic record of the proceedings of the Society,
  - (b) To prepare a roll call of members and call it when necessary,
  - (c) To call a meeting to order in the absence of the presiding Director,
  - (d) To preserve all documents of the organization except those specifically assigned to others,
  - (e) To provide the Chairperson of each committee with a list of committee members and with all the papers and instructions intended for it,
  - (f) To provide the presiding officer at the beginning of each meeting with the order of business for that meeting,

- (g) To read all papers that may be called for by the assembly,
  - (h) To bring each meeting a copy of the constitution and by-laws and standing rules of the Society together with a list of members of all committees,
  - (i) To carry on all correspondence for the Society,
  - (j) To keep minutes of all meetings of the Society and Directors,
  - (k) To maintain the register of members,
  - (l) To have custody of all records and documents of the Society, except those required to be kept by the treasurer,
  - (m) To delegate the above responsibilities when and where appropriate.
32. The duties of the Treasurer shall be as follows:
- (a) The Treasurer shall be responsible for ensuring that accurate accounts of all monies received and disbursed on behalf of the Society are kept up-to-date and in order,
  - (b) The Treasurer is responsible to the Board of Directors for a monthly report on income and expenses.
33. A two-thirds (2/3) majority of Directors at large or of members by petition or by motion at a general membership meeting may cause the removal from office of an officer or director.
34. (a) No officer or director shall be removed from office without being notified of the accusation against him and having been given the opportunity to be heard before a special meeting called for that purpose.
- (b) If such special meeting were called by petition, then two-thirds (2/3) of the petitioners must appear at that meeting before the removal of the officer or director may be effected.

## **PART 6 – Responsibilities of Directors**

35. Meetings of Society Board of Directors shall be held a minimum of six times per fiscal year at a time and place as shall be decided by the Directors. (March 9, 1994)
36. Special meetings of the Directors may be called by the Chairperson or by another two (2) Directors.
37. Any Director failing to attend without reasonable cause, three (3) consecutive regular meetings of Directors, or six regular meetings of Directors during the year, shall be considered to resign as Director.
38. A fifty (50) percent majority of the Directors shall constitute quorum.
- (a) The employee of the Society holding the position of Executive Director will be delegated authority to act as a signing officer for contracts, proposals, budgets, cheques, and other formal documents on behalf of the Society. (December 9, 1986)
  - (b) The Directors of the Society shall appoint amongst their number three (3) additional signing authorities. (December 9, 1986)

- (c) At least two (2) signing officers shall be required for all transactions and documents of the Society. (December 9, 1986)
- 40. Non-routine transactions shall be approved by the Board of Directors prior to the placement of signatures by any two (2) of the three (3) signing Officers.
- 41. The Directors may from time to time decide to obtain the services of employees to perform duties as assigned and for such remuneration as shall be determined.
- 42. For the selection and hiring of senior employees, the Directors shall appoint a Personnel Committee, which shall consist of at least three (3) members, one of which shall be a Director. (January 15, 1996)
- 43. The duties of the Personnel Committee shall be defined by the Board of Directors.
- 44. The Directors may from time to time decide to engage the services of such other persons or organizations as is deemed necessary to fulfill the purpose of the Society.
- 45. Any voting members of the Board of Directors or Executive will not receive remuneration or other financial benefits for their services to the Society, regardless of the type of service performed. However, any voting members of the Board of Directors or Executive may be reimbursed for expenses incurred while carrying out their duties as directors or Executives. (August 21, 2000)
- 46. The fiscal year for the Society shall be from April 1 to March 31.
- 47. The Society's funds shall be kept at a Canadian Chartered Bank or a Credit Union.
- 48. Upon winding up or dissolution of the Society, the assets which remain after payment of all cost, charges, and expenses which are properly incurred in the winding up shall be distributed to such charitable organization or organizations having a similar charitable purpose. This provision shall be unalterable. (August 21, 2000)

## **PART 7 – Borrowing**

- 49. 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.
- 50. Revisions to the Society's by-laws and constitution may occur:
  - (a) only by way of special resolution by the general society membership,
  - (b) only within the guidelines of the Society Act.