

MPA - MOTIVATION, POWER AND ACHIEVEMENT SOCIETY

BY-LAWS

PART 1 - INTERPRETATION

1. (1) In these By-laws, unless the context otherwise requires,
 - (a) "Application Form" means the application form established by the Directors, as amended from time to time, to be completed by applicants for membership in the Society;
 - (b) "Board" means the Board of Directors of the Society;
 - (c) "Directors" means the directors of the Society from time to time;
 - (d) "Executive Director" means the person who is employed by the Society to oversee and carry out, under the supervision of the Directors, the operations and activities of the Society;
 - (e) "members" means the members of the Society from time to time;
 - (f) "Membership Year" means the period of time extending from the conclusion of the annual general meeting in one year until the conclusion of the annual general meeting in the year which next follows;
 - (g) "Nominating Committee" means the nominating committee appointed pursuant to 'By-Law 55';
 - (h) "registered address" of a member means the address of the member recorded in the register of members;
 - (i) "Society" means the MPA - Motivation, Power and Achievement Society, as such name may be amended from time to time; and
 - (j) "*Society Act*" means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it.
- (2) 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.

PART 2 - MEMBERSHIP

3. The members of the Society shall be those persons set out in the register of members of the Society on the date on which the special resolution adopting these By-laws is approved and those persons who subsequently have become members in accordance with these By-laws and, in either case, who have not ceased to be members.
4. A person may apply to the Directors for membership in the Society by delivering a completed Application Form to the Executive Director or to the address of the Society. In considering an application for membership in the Society, the Directors may assume the truth and accuracy of

- the information contained in an Application Form. Upon acceptance by the Directors and payment of membership dues, if any, the applicant shall be a member.
5. To be eligible for membership in the Society, an applicant must have, or have had in the past, a mental illness (whether or not such mental illness has been medically diagnosed or treated by a medical professional) and have received services from the Society.
 6. The following persons are not eligible for membership in the Society:
 - (a) employees of the Society;
 - (b) former employees of the Society, for a period of two years after the date on which each such individual has ceased to be an employee of the Society; and
 - (c) corporations.
 7. Every member shall uphold the Constitution and comply with these By-laws, and conduct themselves in a manner which is respectful of the purposes of the Society.
 8. There shall be no membership dues payable by the members unless otherwise determined by ordinary resolution.
 9. Each member must confirm their continued membership in the Society for the following Membership Year, and pay the required membership dues, if any, during or prior to the annual general meeting following which the relevant Membership Year commences.
 10. A person shall cease to be a member of the Society:
 - (a) by delivering a resignation in writing to the Executive Director of the Society or to the address of the Society;
 - (b) upon the Directors determining that such person is not eligible to be a member pursuant to By-law 5;
 - (c) on becoming employed by the Society;
 - (d) upon death;
 - (e) on being expelled pursuant to By-law 11; or
 - (f) on having been a member not in good standing for 18 consecutive months.
 11.
 - (1) A member may be expelled or suspended by a special resolution of the members passed at a general meeting.
 - (2) The notice of special resolution for expulsion or suspension, as the case may be, shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion or suspension, as the case may be.
 - (3) The person who is the subject of the proposed resolution for expulsion or suspension, as the case may be, shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
 12. All members are in good standing except:

- (a) a member who has failed to pay the current annual membership fee or any other subscription or debt due and owing by the member to the Society and such member is not in good standing for so long as the debt remains unpaid;
- (b) a member who has not confirmed their continued membership in the Society within the time period specified in By-law 9 and such member is not in good standing until he or she has so confirmed their membership;
- (c) a member who has failed to comply with these By-laws and such member is not in good standing for so long as such non-compliance continues; and
- (d) a member who has been suspended pursuant to By-law 11 and such member is not in good standing for so long as the suspension remains in effect.

PART 3 - MEETINGS OF MEMBERS

- 13. General meetings of the Society shall be held at the time and place, in accordance with the *Society Act*, that the Directors decide.
- 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.
 - (1) Subject to complying with the *Society Act* and any orders issued by the Registrar of Companies from time to time, notice of meetings may be given by posting a notice of meeting in all of the facilities owned or operated by the Society.
 - (2) Subject to the *Society Act*, not less than 14 days' notice shall be given of all general meetings to each member, provided that the members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.
 - (3) Subject to these By-laws, notices of a general meeting shall comply with the requirements of the *Society Act* and shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business.
 - (4) 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. The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the preceding annual general meeting.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

- 18. Special business is:
 - (a) all business at an extraordinary general meeting except the adoption of rules of order; and
 - (b) all business transacted at an annual general meeting, except,
 - (i) the adoption of rules of order;

- (ii) the consideration of the financial statements;
 - (iii) the report of the Directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of Directors;
 - (vi) the appointment of the auditor, if required; and
 - (vii) the other business that, under these By-laws, 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.
19. (1) No business, other than the appointment of a chair of the meeting and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) A quorum is ten (10) members present.
20. 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, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
21. Subject to By-law 22, the Chairperson of the Society, the Vice-Chairperson or in the absence of both, one of the other Directors present, shall preside as the chair of a general meeting.
22. If at a general meeting:
- (a) there is no Chairperson, Vice-Chairperson or other Director present within 15 minutes after the time appointed for holding the meeting; or
 - (b) the Chairperson and all the other Directors present are unwilling to act as the chair of the meeting,
- the members present shall choose one of their number to chair the meeting.
23. (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted 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 ten days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- (3) Except as provided in this By-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
24. (1) No resolution proposed at a meeting need be seconded.

- (2) The chair of a meeting may not move or propose a resolution unless the chair is a member in good standing.
 - (3) In the case of an equality of votes, the chair of a meeting shall not have a casting or second vote in addition to the vote to which the chair of the meeting may be entitled as a member and the proposed resolution shall not pass.
- 25.
- (1) Each member in good standing is entitled to one vote and may cast that vote in-person at a meeting of members or by absentee ballot pursuant to this By-law 25.
 - (2) Directors who are not members in good standing of the Society may attend and speak, but are not entitled to a vote, at any meeting of members.
 - (3) Subject to these By-laws, voting is by show of hands.
 - (4) Voting at a meeting of members by proxy is not permitted; however, members may vote by absentee ballot in advance of a general meeting on resolutions to be considered at that meeting which are identified in advance of the meeting. Subject to By-law 25(5), the Directors may, in their discretion, determine the procedures for the casting, collecting and counting of votes cast by absentee ballot provided that they implement appropriate controls to ensure the safety and security of the votes cast by absentee ballot.
 - (5) A member may vote by absentee ballot by attending at a site at which absentee voting is made available by the Directors in advance of the meeting and submitting a properly completed ballot to the representatives of the Society at that site. The absentee ballot must:
 - (a) identify each resolution in respect of which a vote is being cast;
 - (b) state the date and location of the general meeting in respect of which the vote is being cast;
 - (c) provide an opportunity for a member to vote for or against the resolution, or to abstain from voting thereon; and
 - (d) instruct the member on how to complete the ballot and return it to the Society.
 - (6) Upon the Society's receipt of a completed absentee ballot, a member may not revoke the vote cast in such ballot nor vote at the meeting in respect of the resolutions identified on the absentee ballot.
26. The Directors may, in their discretion, allow the attendance at any general meeting of individuals who are not members, provided that such individuals may only speak at a general meeting at the discretion of the chair of that meeting.

PART 5 - DIRECTORS

- 27.
- (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 By-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to
 - (a) all laws affecting the Society;
 - (b) these By-laws; and

- (c) rules, not being inconsistent with these By-laws, which are made from time to time by the Society in general meeting.
- (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.
- 28. (1) Subject to these By-laws, the Directors shall be elected by the members at the annual general meetings of the Society from among the nominations presented at each annual general meeting by the Nominating Committee.
- (2) The number of Directors elected by the members shall be no less than five and no more than 12.
- 29. (1) The term of office of a Director is two (2) years.
- (2) No person shall be eligible for election as a director for more than five (5) consecutive terms. A person who has served as a Director for five (5) consecutive terms will not be eligible for election as a Director for any additional terms.
- 30. (1) At the expiry of the term of a Director, a successor shall be elected by the members to serve for a term of two (2) years.
- (2) An election may be by acclamation, otherwise it shall be by ballot.
- 31. A Director shall cease to be a Director upon:
 - (a) delivering a signed resignation to the Chairperson or the Executive Director;
 - (b) being removed by special resolution pursuant to By-law 36;
 - (c) ceasing to be qualified as a Director pursuant to these By-laws;
 - (d) failing to abide by the Board's code of conduct (as amended from time to time), as such failure is determined by a resolution of the Board of Directors having the approval of at least 75% of the Directors voting on such resolution;
 - (e) failing to attend three (3) consecutive meetings of the Board without prior notice to and approval by the Board; or
 - (f) at the expiration of the term of such Director unless the Director is re-elected in accordance with these By-laws.
- 32. (1) The Directors may at any time and from time to time appoint a person as a Director to fill a vacancy in the Directors; without limitation, such vacancy may arise from a Director resigning or otherwise ceasing to be a Director or from the failure of the members to elect the maximum number of Directors permitted by these By-laws.
- (2) A Director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting provided that such Director is nominated by the Nominating Committee in accordance with By-law 56.
- (3) A person appointed by the Board to fill a vacancy until the date of the next annual general meeting shall not be deemed to have served one term and if re-elected at the next annual general meeting, such re-election will be for a two-year term which will be deemed to be that person's first term as a Director.

33. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
34. A Director is not required to be a member of the Society, but a member may be a Director provided that such member is in good standing.
35. Neither current employees of the Society nor former employees, within a period of two years from the date on which they ceased to be an employee of the Society, are eligible to serve as Directors.
36. The members may by special resolution remove a Director before the expiration of that Director's term of office, and may by ordinary resolution elect a successor to hold office until the conclusion of the next following annual general meeting of the Society. If the members do not elect a successor Director, the Directors may fill the vacancy on the Board pursuant to By-law 32(1).
37. No Director shall be remunerated for being or acting as a Director but Directors shall be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the Society.

PART 6 - PROCEEDINGS OF DIRECTORS

38.
 - (1) The Directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit, provided that the Directors shall meet on a regular basis and no less than nine times per year, on days to be fixed by the Board.
 - (2) The Directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the Directors then in office.
 - (3) The Chairperson shall chair all meetings of the Directors, but if at a meeting the Chairperson is not present within 30 minutes after the time appointed for holding the meeting, the Vice-Chairperson shall act as chair of the meeting; if neither is present, the Directors present may choose one of their number to chair that meeting.
 - (4) The Chairperson or a majority of Directors may at any time, and the Executive Director shall, on the request of the Chairperson or a majority of Directors, convene a meeting of the Directors.
39. A Director may participate in and vote at meetings of the Board and committees of the Directors by telephone or other communications medium if all Directors participating in the meeting, whether by telephone or other communications medium or in person, are able to communicate with each other.
40.
 - (1) The Directors may as they think fit delegate any, but not all, of their powers to committees consisting of any number of the Directors.
 - (2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.
41. A committee shall elect a chair of its meetings; but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee shall choose one of their number to be chair that meeting.

42. The members of a committee may meet and adjourn as they think proper.
43. 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.
44. A Director who may be absent temporarily from British Columbia may deliver (either in person or by mail, facsimile or electronic mail) to the address of the Society a written waiver of notice of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn:
 - (a) no notice of meeting of Directors shall be sent to that Director; and
 - (b) any and all meetings of the Directors of the Society, notice of which has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective.
45. (1) Questions arising at a meeting of the Directors and committee of Directors shall be decided by a majority of votes.

(2) In case of an equality of votes the Chairperson shall have a second or casting vote.
46. No resolution proposed at a meeting of Directors or committee of Directors need be seconded and the chair of a meeting of Directors or committee of Directors may move or propose a resolution.
47. A resolution in writing, signed by all the Directors and placed within the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.

PART 7 - OFFICERS AND EXECUTIVE DIRECTOR

48. The Directors shall elect or appoint from among themselves, at their first regular meeting of each Membership Year, a Chairperson, Vice-Chairperson and Treasurer and such other officers as the Directors deem appropriate. An officer may be removed from office by a resolution of the Directors having the approval of least 75% of the Directors voting on such resolution.
49. The Chairperson shall preside at all meetings of the Society and of the Directors and shall supervise the other officers in the execution of their duties. The Chairperson will sign all instruments requiring the Chairperson's signature and perform all duties incident to the office.
50. The Vice-Chairperson shall carry out the duties of the Chairperson during any absence of the Chairperson and, should the Chairperson cease to hold office, the Vice-Chairperson shall become the Chairperson and hold office until ratified or replaced at the next Board of Directors.
51. The Treasurer shall:
 - (a) review the financial records, including books of account, of the Society on a regular basis;
 - (b) report quarterly to the Directors, or otherwise as the Directors may from time to time require, as to funds received and disbursed by the Society; and
 - (c) render financial statements to the Directors, members and others when required.

52. The Board shall select and engage a competent Executive Director who shall be its direct representative in the management of the Society's facilities and operations. The Executive Director shall manage and administer, or supervise the management and administration of, the operations of the Society, subject to the provisions of the employment agreement between the Executive Director and the Society and the duty of the Executive Director to report to the Board. The Directors shall be responsible for defining the duties and powers of the Executive Director and for the evaluation of the performance of the Executive Director.
53. Without limiting the duties of the Executive Director pursuant to these By-laws and the terms of the Executive Director's employment agreement with the Society, the Executive Director shall be responsible for:
- (a) conducting the correspondence of the Society;
 - (b) issuing notices of meetings of the Society to the members and Directors;
 - (c) issuing notices of meetings of the Directors to the Directors;
 - (d) keeping minutes of all meetings of the Society, the Directors and any committee of the Directors;
 - (e) custody of all records and documents of the Society other than those in the custody of the Treasurer or any other officer of the Society or in the custody of the auditor, accountants, lawyers or other professional advisors of the Society;
 - (f) custody of the common seal of the Society, unless custody of the common seal has been granted to a lawyer or other professional advisor of the Society; and
 - (g) maintaining the register of members.
54. The Executive Director may attend, but not vote at, all meetings of the Society and the Board, and any committee of Directors.

PART 8 - COMMITTEES

55. The Directors will annually appoint a Nominating Committee, consisting of at least two Directors and one member, to serve until the conclusion of the next occurring annual general meeting. The Nominating Committee shall comply with the applicable terms of reference established by the Directors, as may be amended from time to time.
56. The Nominating Committee shall present at each annual general meeting of the Society nominations for the election of Directors, provided that the nominations have first been presented to and approved by the Board and the nominees have all indicated, by way of written or verbal consent, their willingness to stand for election as Director.
57. Additional committees may be created by the Board from time to time whenever it is deemed necessary or desirable. Such committees shall abide by their terms of reference, as established by the Board, and shall limit their activities to the purposes for which they were created. Such committees shall have no power to act unless such power has specifically been conferred by resolution of the Board.

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 prescribed in the resolution, or if no persons are prescribed, in the presence of two Directors.

PART 10 - FINANCIAL RECORDS AND ACCOUNTING

60. The Directors shall ensure that:
- (a) the Society has at least one account with a chartered bank, credit union or trust company for the deposit of funds;
 - (b) appropriate internal controls are imposed on such accounts; and
 - (c) all funds received on behalf of the Society are deposited into such accounts.

PART 11 - BORROWING

61. In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.
62. No debenture shall be issued without the sanction of a special resolution.
63. The members may by special resolution restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.

PART 12 - AUDITOR

64. This Part applies only where 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 the 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 appointment or removal.
69. No Director and no employee of the Society shall be auditor.
70. The auditor may attend general meetings and may speak at such meetings at the discretion of the chair of that meeting.

PART 13 - RULES OF ORDER

71. Subject to the *Society Act* and these By-laws, meetings of the members and the Directors shall be conducted according to Robert's Rules of Order; in the event of a conflict between such rules and the *Society Act* or these By-laws, the *Society Act* and By-laws, as the case may be, shall govern.

PART 14 - NOTICES TO MEMBERS

72. A notice may be given to a member either personally, by mail to member's registered address or in the case of notice of general meetings, by posting the notice of meeting pursuant to By-law 16(1).
73. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is mailed, 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.
74. (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 Part 12 applies.
- (2) No other person is entitled to receive a notice of general meeting.

PART 15 - BY-LAWS

75. On being admitted to membership, each member is entitled to and upon request the Society shall give such member, without charge, a copy of the Constitution and By-laws of the Society.
76. These By-laws shall not be altered or added to except by special resolution.