

SOCIETY ACT

THE CHILD DEVELOPMENT CENTRE OF PRINCE GEORGE AND DISTRICT ASSOCIATION

CONSTITUTION

1. The name of the society is "The Child Development Centre of Prince George and District Association".
2. The purposes of the Society are:
 - a) to provide services and support to improve the social, emotional, physical, cognitive, and communication skills of the region's children, with an emphasis on children with special needs or delays, and children at risk of developing delays;
 - b) to engage in the education and training of health sciences and early childhood education students;
 - c) to engage in and promote childhood development and disability research;
 - d) to promote the importance of early childhood development; and
 - e) to promote the importance for additional support services for children with special needs.
3. The operations of the Society are to be chiefly carried on in or near the City of Prince George, British Columbia.
4. The activities and purposes of the Society shall be carried on without purpose of gain for its members and any income, profits or other accretions to the Society shall be used in promoting the purposes of the Society.
5. No Director or Officer shall be remunerated for being or acting as a Director or Officer, but a Director or Officer may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society

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BYLAWS

Part 1 – Interpretation

1. In these bylaws, unless the context otherwise requires:
 - a) “directors” means the directors of the society for the time being;
 - b) “Society Act” means the Society Act of British Columbia from time to time in force and all amendments to it;
 - c) “registered address” of a member means the member’s address as recorded in the register of members.
 - d) “member” means any individual, affiliated or honorary member who has not ceased to be a member.
2. The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
3. 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

4. The members of the society are the applicants for incorporation of the society, and those persons or affiliates who subsequently become members, in accordance with the constitution and these bylaws and, in either case, have not ceased to be members.
5. Every member must uphold the constitution and comply with these bylaws.
6. A person employed by the society may not be a member of the society until two years after the date employment ceases.
7. The directors may confer honorary membership upon a person who has been approved by a majority of the members at an annual general meeting.
8. The amount of the annual membership dues for the fiscal year shall be determined at each annual general meeting of the society.

9. All members are in good standing except a member who has failed to pay his or her or its current annual membership dues, 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.
10. A person or affiliate ceases to be a member of the society:
 - a) by delivering his or her or its 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, or;
 - d) on having been a member not in good standing for six (6) consecutive months.
11. If a person or affiliate ceases to be a member of the society, for whatever reason, no fee nor any portion thereof already paid by such person or affiliate shall be refundable by the society.
12. The directors may, by vote of a majority of those present, expel any member whose conduct has been determined by the directors to be improper, unbecoming or likely to endanger the interest or reputation of the society, or who willfully commits a breach of the constitution or the bylaws of the society. The directors shall first notify the member in writing that such member's expulsion is being proposed and such notice shall include a brief statement of the reasons for the proposed expulsion. The directors shall not vote on the proposed expulsion of a member until after the member is given an opportunity to be heard at a meeting of the directors, such meeting to be open to the members of the society and called for the purpose of the proposed expulsion.

Part 3 – Meetings of Members

13. The annual general meeting must be held at least once in every calendar year and not more than 15 months after the adjournment of the preceding annual general meeting.
14. General meetings of the society must be held at the time and place, in accordance with the Society Act, that the directors decide.
15. The directors may, when they think fit, convene a special general meeting.
16. Not less than 14 days written notice of a general meeting must be given by the secretary to all members of the society. Notice of a general meeting must specify the time and place of the meeting.

17. The accidental omission to give notice of a general meeting to, or the non-receipt of a notice by, any of the members entitled to received notice does not invalidate proceedings at that meeting.
18. A member in good standing present at a general meeting is entitled to one vote.
19. Voting is by show of hands unless the directors decide otherwise.
20. Voting by proxy is not permitted.
21. An affiliated member in good standing 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 general meeting of the society.
22. Eight members shall constitute a quorum at a general meeting.
23. A special general meeting shall be convened by the directors within a reasonable time from receiving a written request for such meeting from at least five members in good standing.

Part 5 – Directors and Officers

24. Subject to:
 - a) all laws affecting the society;
 - b) these bylaws; and
 - c) rules, not being inconsistent with these bylaws that are made from time to time by the society in a general meeting;

the directors may exercise all the powers and do all the acts and things that the society may exercise and do.
25. The number of directors shall be not less than 5 and not more than 15. All directors shall serve a two year term.
26. All directors must be members in good standing of the society at the time of their election and must remain members in good standing throughout their term.
27. All directors must retire at the annual general meeting that occurs concurrently with, or immediately after, the conclusion of their two year

term. If a successor is not elected, the person previously elected continues to hold office.

28. A retiring director shall be eligible for re-election.
29. A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
30. The directors shall from amongst their number elect by show of hands, or if requested by one of their number, by secret ballot, the following offices:

President
Vice-President
Secretary
Treasurer

31. Nominating committees shall be appointed by the president two months prior to an annual general meeting. The duty of the committee shall be to prepare a list of suitable persons to serve as directors for the ensuing year. Such list shall be presented by the president at the annual general meeting. All nominees must be members of the Society in good standing in the current fiscal year and must consent to serve if elected. Candidates may also be nominated from the floor at an annual general meeting provided the member nominated is eligible and would be willing to serve as director.
32. Every member entitled to vote at an election of directors has the right to cast thereat a number of votes equal to the number of directors to be elected, and he must distribute them among the candidates provided that he may not give more than one vote to any one candidate. The member need not exercise all of his votes.
33. 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.
34. Any director absent from three consecutive meetings of the directors (the "Absentee Director") will be proposed to the members for removal, unless, by the date which is sixty (60) days after the third missed meeting or the date of the next annual general meeting, whichever comes first, the Absentee Director offers to the directors a valid written reason for his absence and that reason is accepted by the directors.
35. So long as a quorum of directors remains in office, the directors may, if they see fit to do so, appoint from among the qualified members of the

- society persons to fill vacancies on the board of directors, however caused, provided that the persons so appointed shall retire from office at the next annual general meeting. However, if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the society to fill the vacancy.
36. An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
 37. No director shall 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.
 38. No person under the legal age of majority shall hold any office of the society.

Part 6 – Proceedings of Directors

39. Meetings of the directors shall be held at least three times a year and at such other times as the president may decide upon. A meeting of the directors may be convened by the president or any two (2) directors at any time. Notice of the meeting shall be communicated to each director not less than two (2) days [excluding the day on which the notice is communicated, but including the day of the meeting] before the meeting is to take place; PROVIDED that meetings of the directors may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence. Notice of any meeting or an irregularity in any meeting or notice thereof may be waived by any director. Any resolution in writing signed by all the directors shall be as valid and effectual as if it has been passed at a meeting of the directors duly called and constituted and such resolution shall be reported to and entered in the minutes of the next or some subsequent meeting of the directors.
40. Any five directors present at a director's meeting shall constitute a quorum of the board of directors.
41. 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.

42. Questions arising at any meeting of the directors shall be decided by a majority of votes and in the case of an equality of votes the chairman, in addition to his original vote, shall have a second or casting vote.
43. The board of directors may appoint an executive committee and a finance committee. The directors may appoint other committees of directors or members from time to time for special purposes.
44. The members of a committee may meet and adjourn as they think proper.
45. An executive committee shall be made up of the president, the vice-president, the secretary and the treasurer. The president shall be the chairman of the executive committee.
46. A finance committee shall be made up of the treasurer, and one or more other directors. The treasurer shall be the chairman of the finance committee.
47. If necessary, the directors may empower any two or more members of the executive committee to deal with specific matters between director's meetings using the authority granted to the directors pursuant to bylaw 24.
48. The directors shall have the power to hire employees as may be necessary for the supervision of the society's programs. Persons employed by the society may not be directors and shall not have the right to vote.
49. The directors may appoint an executive director.
50. The executive director, when appointed, shall be directly responsible to the board of directors or to a committee appointed by the board of directors and, wherever possible, he shall attend all general meetings, meetings of the directors, and meetings of any committees.
51. The directors shall prescribe the rules and regulations which shall govern the actions of the executive director. A written copy of such rules shall be given to the executive director on appointment.

Part 7 – Duties of Officers

52. The president presides at all meetings of the society and of the directors.
53. The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.

54. The vice president must carry out the duties of the president during the president's absence.
55. The treasurer shall be responsible for:
 - a) ensuring that a true and just account of all monies received and paid out by the society, all assets and liabilities of the society and of all financial transactions of any kind whatsoever are kept;
 - b) ensuring that all funds of the society are deposited in an account to be kept in the name of the society in a chartered bank selected by the directors;
 - c) ensuring that all monies in excess of Five (\$5.00) Dollars payable by the society are paid out by cheque only, signed by such officers elected by resolution from time to time, and never signed in blank unless a defined maximum amount is endorsed clearly on the cheque;
 - d) providing for the safe keeping of all books and records of the society;
 - e) keeping the financial records, including books of account, necessary to comply with the Society Act; and
 - f) rendering copies of the latest financial statements to the members or to the holders of debentures of the society when required.
56. The secretary shall be responsible for:
 - a) ensuring that a record of the proceedings of all meetings, whether of the society or of the executive committee be kept in a special book to be kept for that purpose;
 - b) bringing to every meeting the proper minutes and record books, and all necessary books and correspondence which he may have in his possession relevant to the business likely to be transacted at the meeting;
 - c) custody of the seal of the society;
 - d) keeping the members at large informed of the activities of the society; and
 - e) ensuring that a register of the members of the society is kept together with the names of the subscribers of the constitution and

by-laws and the name of every other person who is admitted as a member of the society, together with the following particulars:

- (i) full name, address and occupation of every such subscriber;
- (ii) the date on which each person is admitted as a member;
- (iii) the date on which every person ceases to be a member; and
- (iv) whether the member is a voting or non-voting member.

57. In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

Part 8 – 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 signing officers of the society shall be any two of the following: president, vice-president, treasurer, secretary and executive director.

60. The use of the seal of the society shall not be valid without the accompanying signature of any two of the above mentioned officers.

61. Upon the appointment of an executive director, the books of the society and seal may be placed in his custody in a place designated by the directors for the carrying on of the work of the society.

Part 9 – Borrowing and investments

62. The directors may from time to time borrow money in such manner and on the credit of the society and in such amounts as they may think proper and may cause to be executed mortgages and pledges of the real and personal property and rights of the society and may cause to be signed bills, notes, contracts and other evidence of security for moneys borrowed or to be borrowed, such moneys to be borrowed from any person, firm or corporation or bank, on such terms as the lender may be willing to advance the same.

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.

64. The Society may make any investments which, in the uncontrolled discretion of the directors, are considered advisable, without being limited to investments authorized by law for trustees. The directors shall not be

liable for any loss that may occur in connection with any investment authorized by them so long as such authorization was made in good faith.

Part 10 – Auditor

65. The directors may from time to time appoint an auditor to conduct an audit of the books of account of the society and submit their audit to the annual general meeting of the society.

Part 11 – Notices to Members

66. A notice may be given to a member, either personally or by mail to the member at the member's registered address.
67. 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.
68. Notice of a general meeting must be given to every member shown on the register of members on the day notice is given.
69. No other person is entitled to receive a notice of a general meeting.

Part 12 – Inspection of Books and Records

70. Any member of the society shall be entitled to examine the books and records of the society at an annual or general meeting provided three days notice of intent is given to the secretary before such meeting.

Part 13 – Bylaws

71. On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.
72. These bylaws must not be altered or added to except by special resolution.

Part 14 – Rules of Order

73. All meetings provided for herein shall be conducted where possible in accordance with rules of order adopted by the directors from time to time.

Part 15 –The Fiscal Year

74. The fiscal year of the society and the year for the purposes of membership in the society shall run from the 1st of April until the 31st of March.