



KATHLEEN ASSAF

By-laws of 'The Cascadia Society for Social Working'

Part 1: Interpretation

By-law 1. Definitions

(1) In these By-laws, unless the context otherwise requires:

"Board of Directors" means the directors of the Society for the time being;

"Companion" means a person receiving services from the Cascadia Society for Social Working;

"Managing Director" refers to an employee hired by the Society at the discretion of the Board of Directors to provide support to the Board of Directors in the day-to-day operation of the Society;

"Societies Act" means the *Societies Act* of British Columbia from time to time in force and all amendments to it;

"Registered address" of a member means the member's address as recorded in the register of members.

"Vested member" means a member who has a vested interest in the outcomes or benefits of the Society given their family relationship to one or more of the companions as a parent/stepparent, or sibling/stepsibling but not limiting to only those family relationships.

(2) The definitions in the Societies Act on the date these By-laws become effective apply to these By-laws.

By-law 2. Number and Corporation

Words importing the singular include the plural and vice versa, and words importing a person can include a corporation per By-law 23.

Part 2: Membership

By-law 3. Definition of Membership

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, in either case, have not ceased to be members.

By-law 4. Admission of Members

A person may apply to the Board of Directors for membership in the Society and on acceptance by the Board of Directors by resolution is a member. Each Board Director of the Society shall become a member of the Society upon becoming a Board Director.

The Board of Directors may establish policies and procedures respecting the timing, form, and requirements for applications for readmission, including the requirement to satisfy such criteria as the Board considers appropriate from time to time.

By-law 5. Duties of Members

Every member must uphold the constitution and comply with these By-laws. Members will support and advance the purposes of the Society and uphold and promote its values, namely a commitment to life sharing and community building founded on the principles of the international Camphill Movement.

By-law 6. Annual Membership Dues

The annual membership dues must be determined at the annual general meeting of the Society.

By-law 7. Cessation of Membership

A person ceases to be a member of the Society

- a) by delivering their resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society,
- b) on their 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 thirty (30) consecutive days after the annual membership renewal date.

By-law 8. Discipline/Expulsion of a Member

- (1) The Board of Directors may discipline, suspend or expel a member from the Society by a resolution of the Board of Directors if the member
 - a) contravenes any provision of the Constitution, By-laws, or other operating policies of the Society; or
 - b) carries out any conduct which may be detrimental to the Society, as determined by the Board of Directors in their sole discretion per Society policy.
- (2) At least 14 days before the Board of Directors pass a formal resolution under subsection (1), the Society must give the member written notice of the proposed recommendation to discipline, suspension or expulsion of the member and the reasons for same.
- (3) The member is entitled to provide a written response to the Managing Director and the President or designate prior to the Board of Directors considering their recommendation.
- (4) If the member so elects, the member shall have the right to request to meet with the Managing Director and the President or designate to make presentations regarding the recommendation.
- (5) Following the member's written response and/or presentation, the Managing Director and the President or designate shall review the member's written response and/or presentation, and make their recommendation to the Board of Directors, which shall be communicated to the member within seven (7) calendar days following the member's written response and/or presentation (whichever is later).
- (6) The recommendation shall be provided to the Board of Directors who shall review and make its decision regarding the recommendation.
- (7) The decision of the Board of Directors shall be communicated to the member within seven (7) calendar days of the Board of Directors making its decision.
- (8) The member may appeal to the Board of Directors' decision within seven (7) calendar days of the member receiving the Board of Directors' written decision.
- (9) The members' appeal shall be in writing and shall be limited to 500 words.
- (10) The Board of Directors shall review and respond to the members' written appeal within seven (7) calendar days.

(11) The decision of the Board of Directors shall be final.

By-Law 9. Member in Good Standing

All members are in good standing except a member who:

- a) has failed to pay their current annual membership fee within 30 calendar days of submitting their completed membership renewal form.
 - (i) Upon payment, the membership fee shall be retroactive to the annual membership renewal date.
- b) has any other subscription or debt due and owing by the member to the Society.
 - (i) The member is not in good standing so long as the debt remains unpaid and is ineligible to vote in any meeting of the Society and/or is ineligible to serve on the Board of Directors.

Part 3: Meeting of Members

By-law 10. Annual General Meeting

The first annual general meeting of the Society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

By-law 11. Extraordinary General Meetings

Any other general meeting of the Society's members shall be an extraordinary general meeting.

By-law 12. Convening an Extraordinary General Meeting

The Board of Directors may, when they think fit, convene an extraordinary general meeting.

By-law 13. Notice of General Meeting (both Annual and Extraordinary)

- (1) Written notice of a general meeting must be sent to every member of the Society at least 14 days before the meeting and not more than 60 days before the meeting and must include the date and time of the meeting, the location of the meeting, if applicable, and the text of any special resolution to be submitted at the meeting.
- (2) General meetings can be held in person with video conference access. Upon the Board of Directors discretion, a general meeting can be held exclusively as an electronic meeting.
- (3) The notice of a general meeting must include instructions for attending and participating by video conference and, if applicable, instructions for voting at the meeting.
- (4) If notice of a general meeting is given by email or another electronic method permitted by law, the notice is deemed to have been given when it is sent to the member's email address or other electronic contact information shown in the register of members.
- (5) The accidental omission to send 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.

Part 4: Proceedings at General Meetings

By-law 14. Business at the Annual General Meeting

The business at the Annual General Meeting shall be:

- a) the adoption of rules of order;
- b) the consideration of the financial statements;
- c) the report of the Board of Directors;
- d) the report of the auditor, if any;
- e) the election of Board of Directors;
- f) the appointment of the auditor, if required;
- g) the other business that, under these By-laws, ought to be conducted at an annual general meeting (AGM), or business that is brought under consideration by the report of the Board of Directors issued with the notice convening the meeting.

By-law 15. Business at an Extraordinary General Meeting

The business at an Extraordinary General Meeting shall be:

- a) the adoption of rules of order;
- b) other business that, under these By-laws, or business that is brought under consideration by the report of the Board of Directors issued with the notice convening the meeting.

By-law 16. Quorum

- (1) 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 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 must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) A quorum is 20% of all eligible voting members (rounded up to the next full number) or a greater number that the voting members may determine at a general meeting.

By-law 17. Absence of Quorum

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, must be terminated, but in any other case, it must 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, it must stand adjourned to the same day in the next week, at the same time and place. If the 3rd (third) adjourned meeting does not meet quorum, then it will default to those members attending to become a quorum.

By-law 18. Chair of Meetings

Subject to By-law 19, the president of the society, the vice president or, in the absence of both, one of the other Board of Directors present, must preside as chair of a general meeting.

By-law 19. Selection of Chair

If at a general meeting

- a) there is no president, vice president or other Board Director present within 15 minutes after the time appointed for holding the meeting, or
- b) the president and all the other Board of Directors present are unwilling to act as the chair,

the members present must choose one of their number to be the chair.

By-law 20. Adjournment of Meetings

- (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted 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 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

By-law 21. Voting on Resolutions

- (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- (2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.

By-law 22. Voting by Members

- (1) A member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting is by show of hands.
- (3) Voting by proxy is not permitted. A vote at a general meeting may be conducted by show of hands, ballot, or by another method that adequately discloses the intention of the voting members, including a method used at an electronic meeting.
- (4) A voting member who participates in a general meeting by video conference is deemed to be present at the meeting. Members participating in a general meeting electronically for the purpose of voting shall keep their cameras on for the duration of the vote to allow verification of identity. Failure to comply with this requirement will result in the member's vote being deemed invalid for that item.

By-law 23. Voting by Corporate Member

If an authorized individual of a corporation becomes a member, they have the right to speak and vote as a member of the Society while acting in that authorized role.

However, per section 44(1) of the BC Societies Act, only a living person can be a Board Director of a society, not an authorized representative of a corporation.

Part 5: Board Directors and Officers

By-law 24. Powers of the Board of Directors

- (1) The Board of Directors may manage the affairs of the Society and exercise all powers of the Society, except those that must be exercised by the members at a general meeting under the law or these By-laws. In doing so, the Board of Directors must comply with:
 - a) all applicable laws;
 - b) these By-laws; and
 - c) any rules adopted by the Society at a general meeting that are consistent with these By-laws.
- (2) Any rule adopted by the Society at a general meeting does not affect or invalidate actions previously taken by the Board of Directors that were valid at the time they were made.

By-law 25. Number and Qualifications of Board of Directors

- (1) The president, vice president, secretary, treasurer and one or more persons are the Board of Directors of the society with a maximum of two (2) vested members as part of the total number of Board Directors.
- (2) To be elected or appointed as a Board Director, a person must be at least 18 years old and must not be disqualified from being a Board Director under the Societies Act.
- (3) A person is not qualified to be a Board Director if the person:
 - a) has been found by a court, in Canada or elsewhere, to be incapable of managing the person's own affairs;
 - b) is an undischarged bankrupt; or
 - c) has been convicted in or out of British Columbia of an offence involving fraud or the promotion, formation or management of a corporation or unincorporated entity, unless the time required by law has passed or a pardon or record suspension has been granted and remains in effect.
- (4) In addition to the requirements in By-law 25(2) or 25(3), a Board Director must be a member in good standing of the Society.

By-law 26. Election of Board Directors

- (1) The term of office for all Board of Directors shall be a three (3) year term ending fourteen (14) days from when they cease to hold the position.
- (2) Separate elections must be held for each office to be filled.
- (3) An election must be by ballot and/or by a show of hands.
- (4) If a Board Director does not take office, resigns or dies, an Extraordinary General Meeting shall be called within thirty (30) calendar days if the time before the next Annual General Meeting is more than ninety (90) calendar days pursuant to By-law 27(1).
- (5) A person wishing to run for election shall:
 - a) fill out a Society Board Director Nomination Form;
 - b) gain the signature of one (1) member in good standing as the Nominator;
 - c) provide the completed Society Board Director Nomination Form to the Managing Director, or Business Administrator, at least twenty-one (21) days prior to the Annual General Meeting or an Extraordinary Special Meeting as the case may be.

- (6) There shall be no nominations accepted after the above deadline and no nominations shall be accepted from the floor at the Annual General Meeting or an Extraordinary Special Meeting as the case may be.

By-law 27. Appointment to Fill Vacancy

- (1) The Board of Directors may at any time, and from time to time, appoint a member as a Board Director to fill a vacancy in the Board of Directors so long as the time before the next Annual General Meeting is not more than ninety (90) calendar days. If more than ninety (90) days, an election must be held, and an Extraordinary General Meeting be called within thirty (30) calendar days.
- (2) A Board Director so appointed holds office only until the conclusion of the next annual general meeting of the Society but is eligible for re-election at the meeting.

By-law 28. Vacancy in Office of the Board of Directors

- (1) If a Board Director resigns their office or otherwise ceases to hold office, the remaining Board of Directors must appoint a member to take the place of the former Board Director pursuant to By-law 27.
- (2) An act or proceeding of the Board of Directors is not invalid merely because there are less than the prescribed number of Board of Directors in office.
- (3) A vacancy occurs if a Board Director:
- a) no longer fulfils all of the qualifications to be a Board Director set out in By-law 25, as determined in the sole discretion of the Board of Directors;
 - b) vacates for the reasons listed in By-law 26
 - c) is removed by the Members in accordance with By-law 29 and/or the Societies Act.

By-law 29. Removal and Replacement of Board Directors

The members may, by special resolution, remove a Board Director before the expiration of their term of office, and may elect a successor to complete the term of office.

By-law 30. Board Director Remuneration and Reimbursement

A Board Director must not be remunerated for being or acting as a Board Director, but a Board Director must be reimbursed for all expenses necessarily and reasonably incurred by the Board Director while engaged in the affairs of the society.

Part 6: Proceedings of the Board of Directors

By-law 31. Meetings of the Board of Directors

- (1) The Board of Directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The Board of Directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum, it is a majority of the Board Directors then in office.
- (3) The president is the chair of all meetings of the Board of 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 Board Directors present may choose one of their number to be the chair at that meeting.
- (4) A Board Director may at any time, and the secretary, on the request of a Board Director, must, convene a meeting of the Board of Directors.

- (5) A meeting of the Board of Directors may be held in person, partly by telephone or other communications medium and partly in person, or fully by telephone or other communications medium, if all Board Directors attending the meeting are able to participate in it.

By-law 32. Committees of the Board of Directors

- (1) The Board of Directors may choose to form a committee consisting of Board of Director members or other members in good standing to study issues in order to advise and make recommendations to the Board of Directors or the membership at a general meeting.
- (2) A committee so formed shall be advisory with the power to make recommendations which shall be reviewed and acted upon at the discretion of the Board of Directors.

By-law 33. Committee Chair

A committee must 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 Board Directors present who are members of the committee must choose one of their number to be the chair of the meeting

By-law 34. Committee Meeting Adjournment

The members of a committee may meet and adjourn as they think proper.

By-law 35. Notice of Board of Directors' Meetings

For a first meeting of Board of Directors held immediately following the appointment or election of a Board director or Board directors at an annual or other general meeting of members, or for a meeting of the Board of Directors at which a Board Director is appointed to fill a vacancy in the Board of Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Board Director or Board Directors for the meeting to be constituted, if a quorum of the Board of Directors is present.

By-law 36. Board Director's Absence

A Board Director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex or cable, of any meeting of the Board of Directors and may at any time withdraw the waiver, and until the waiver is withdrawn,

- a) a notice of meeting of the Board of Directors is not required to be sent to that Board Director, and
- b) any and all meetings of the Board of Directors of the society, notice of which has not been given to that Board Director, if a quorum of the Board of Directors is present, are valid and effective.

By-law 37. Voting at Board of Directors' Meetings

- (1) Questions arising at a meeting of the Board of Directors and committee of Board of Directors will normally be decided by a consensus or, failing that, must be decided by a majority of votes.
- (2) In the case of a tie vote, the chair does not have a second or casting vote.

By-law 38. Resolutions

A resolution proposed at a meeting of Board of Directors or committee of Board of Directors need not be seconded, and the chair of a meeting may move or propose a resolution.

By-law 39. Written Resolution of the Board of Directors

A resolution in writing, signed by all the Board of Directors and placed with the minutes of the Board of Directors, is as valid and effective as if regularly passed at a meeting of Board of Directors

Part 7: Duties of Officers

By-law 40. Duties of the President

- (1) The president shall:
 - a) preside at all meetings of the Society and of the Board of Directors;
 - b) be the chief executive officer of the Society; and
 - c) supervise the other officers in the execution of their duties.

By-law 41. Duties of the Vice President

The vice president must carry out the duties of the president during the president's absence.

By-law 42. Duties of the Secretary

- (1) The secretary must do the following:
 - a) conduct the correspondence of the society;
 - b) issue notices of meetings of the society and Board of Directors;
 - c) keep minutes of all meetings of the society and Board of Directors;
 - d) have custody of all records and documents of the society except those required to be kept by the treasurer;
 - e) have custody of the common seal of the society; and
 - f) maintain the register of members.

By-law 43. Duties of the Treasurer

- (1) The treasurer must:
 - a) keep the financial records, including books of account, necessary to comply with the *Societies Act*, and
 - b) render financial statements to the Board of Directors, members and others when required.

By-law 44. Duties of the Secretary Treasurer

- (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
- (2) If a secretary treasurer holds office, the total number of the Board of Directors must not be less than 5 or the greater number that may have been determined under By-law 25(2).

By-law 45. Acting Secretary

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

Part 8: Seal

By-law 46. Authority to Adopt and Replace Seal

The Board of Directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

By-law 47. Execution of the Common Seal

The common seal must be affixed only when authorized by a resolution of the Board of Directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

Part 9: Borrowing

By-law 48. Borrowing Authority

In order to carry out the purposes of the society the Board of 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 that power, by the issue of debentures.

By-law 49. Debenture Authorization

A debenture must not be issued without the authorization of a special resolution.

By-law 50. Restriction of Borrowing Powers

The members may, by special resolution, restrict the borrowing powers of the Board of Directors, but a restriction imposed expires at the next annual general meeting.

Part 10: Auditor

By-law 51. Application of Part

This Part applies if the Society is required by law or by these By-laws to have an auditor, or if the Society has appointed an auditor.

By-law 52. First Auditor

The first auditor, if any, may be appointed by the Board of Directors or by ordinary resolution of the members, and holds office until the close of the next annual general meeting.

By-law 53. Appointment of Auditor

- (1) If the Society is required to have an auditor, the Society must appoint an auditor at each annual general meeting by ordinary resolution, to hold office until the close of the next annual general meeting.
- (2) If the Society is not required to have an auditor, the Society may appoint an auditor by ordinary resolution.

By-law 54. Removal of Auditor

- (1) An auditor may be removed only by ordinary resolution passed at a general meeting called for that purpose.
- (2) Before calling the meeting, the Society must give the auditor written notice of the intention to call the meeting, specify the date on which notice of the meeting is proposed to be sent, and provide the auditor with a copy of all materials proposed to be sent to the members in connection with the meeting.
- (3) The Society must give the auditor that notice and those materials at least fourteen (14) days before the date on which notice of the meeting is sent.
- (4) If the auditor sends written representations to the Society at least seven (7)-days before the notice of meeting is sent, the Society must send a copy of those representations with the notice of meeting.

By-law 55. Qualifications of Auditor

A person is qualified to act as auditor only if the person is qualified and independent as required by the Societies Act.

By-law 56. Independence of Auditor

A Board Director or employee of the Society must not be its auditor.

By-law 57. Attendance of Auditor at General Meetings and Providing the Membership with Financial Statements and Auditor's Report for the Annual General Meeting

- (1) The auditor may attend general meetings.
- (2) If the Society is required to have an auditor or has appointed an auditor, the Society must send to the auditor and to each member, at least 10 days before the date of each annual general meeting, a copy of the financial statements that are to be presented at the meeting and the auditor's report on those financial statements.

Part 11: Notices to Members**By-law 58. Notice to Members**

A notice or other record may be given to a member in any manner agreed to by the Society and the member, by mail to the member's registered address, by personal delivery, or, if the member has provided an email address, fax number or other electronic contact information for that purpose, by email, fax or other electronic method permitted by the Societies Act.

By-law 59. Deemed Notice

A notice sent by email, fax or other electronic method permitted by law is deemed to have been given when it is sent to the member's electronic contact information shown in the register of members or otherwise provided by the member for that purpose. In proving that notice has been given, it is sufficient to prove that the notice was properly addressed and sent.

By-law 60. Recipients of Notice of General Meeting

- (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 By-laws 10 applies.
- (2) No other person is entitled to receive a notice of a general meeting.
- (3) If permitted by law and these By-laws, notice of a general meeting may be:
 - a) sent by email or another electronic method; and
 - b) posted on the Society's website which is accessible to all members for a minimum of 21 days in advance of the meeting and ending when the meeting is held.

Part 12: By-laws

By-law 61. Copy of Constitution and By-laws

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 By-laws, as amended from time to time, of the Society.

By-law 62. Alteration or Repeal of By-laws

- (1) These By-laws must not be altered, added or repealed except by special resolution.
- (2) When these By-laws come into effect, all previous By-laws of the Society are repealed. However, the repeal does not affect any actions taken, decisions made, rights or obligations created, agreements entered into, or governing documents adopted under the previous By-laws before they were repealed.
- (3) Any Board of Directors, officers, committees, and any resolutions of the members, Board of Directors, or committees that were valid under the previous By-laws will continue to be valid and effective unless they are inconsistent with these By-laws. They will remain in effect until they are amended or repealed.

Part 13: Provisions formerly in the Society's Constitution

By-law 63. Use of Income and Property

The income and property of the Society shall be applied solely towards the promotion of the objects of the Society as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividends, bonus, or otherwise by way of profit to the members of the Society provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Society or to any member of the Society in return for any services actually rendered to the Society. No amount shall be payable to anyone for services as acting as a Board Director per se although persons who are Board Directors may also be employed by or provide other services to the Society for remuneration. *This provision was previously unalterable.*

By-law 64. Distribution of Assets on Dissolution

Upon winding up and dissolution of the Society, the assets remaining, after all debts have been paid or provided for, shall be paid, transferred and delivered to a member of the Camphill Association of North America that is a charitable organization within Canada or, failing that, then to a charitable institution within Canada. *This provision was previously unalterable.*

By-law 65. Guiding Principles

The Society subscribes to the principles of the International Camphill Movement as adopted by the Camphill Association of North America and seeks to give expression to these principles in daily life.

The International Camphill Movement is an instrument of the Camphill Community promoting human services through a cooperative life, social interaction and spiritual activity, based on Anthroposophy as developed by Rudolf Steiner. Camphill works for the individual's unfolding towards community life; particularly where the individual's unfolding may be threatened by handicaps. Camphill's fields of activity are chiefly in the areas of education, development of social skills, youth guidance and social therapy, training, agriculture and horticulture for and with persons who are handicapped mentally, physically, or socially or are otherwise in need of special care.

The Camphill Movement upholds the equal rights of each human being within the context of all religious beliefs. *This provision was previously unalterable.*