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Constitution & Bylaws

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CONSTITUTION

Title

The name of the Society is Big Brothers and Big Sisters of Victoria Capital Region, hereinafter referred to as the Society.

The Purposes of the Society are:

- a) To establish and maintain a social movement dedicated to the assistance and welfare of children who demonstrate required need.
- b) With professional assistance and support to provide children with the friendship, understanding, and guidance of a volunteer adult of reputable character.
- c) To provide a resource to be used by social agencies and professionals engaged in youth service.
- d) To promote interest in the Society among agencies, individual Members of the Public, and Municipal, Provincial and Federal Governments who may be able to assist in all ways in the attainments of the purpose of the society.
- e) To organize and participate in fundraising activities for the purpose of providing necessary funds to attain the purposes of the Society.

BYLAWS

Part 1: Interpretation

Section 1:

In these bylaws, ‘Board’:	unless the context otherwise requires, means the Board of Directors of the Society:
‘Director’:	means a Member of the Board:
‘Members’:	means a Members of the Society whose Membership is approved or awarded in a manner hereinafter specified:
‘President’:	means the president of the Society elected in a manner hereinafter specified:
‘Society’:	means Big Brothers and Big Sisters of Victoria Capital Region:
‘Society Act’:	means the Society Act, R.S.B.C. 1996, Chapter 443, as amended.

The definitions in the Society Act on the date these bylaws became effective apply to these Bylaws.

Section 2:

Words importing the singular include the plural and vice versa, and words importing a male person include a female person and/or a corporation.

Part 2: Membership

Section 1:

The classes of Membership are:

- i. Active
- ii. Honorary; and
- iii. Advisory.

Section 2:

The Board may approve the application of a person as an Active Member upon application to the Society and payment of the annual Membership dues, if any, then in force. Active Members of the Society will ordinarily comprise:

- i. Board Members

- ii. Mentors (i.e., those who have been approved as “Bigs” or who are acting in any other approved mentoring role for the Society), who have requested membership
- iii. Parents of children actively participating in programs operated by the Society who have requested Membership
- iv. Other persons whom the Board, in its sole discretion, approves for Membership

Active Members may attend, speak at, and vote at general meetings.
Paid staff of the Society are not permitted to be Active Members.

Section 3:

The Board may award an Honorary Membership to a person who has served the Society with distinction or who has made a significant financial or other contribution to the Society. Honorary Members shall be entitled to receive notice of general meetings and to attend meetings and to speak at general meetings, but shall not be entitled to vote at any such meeting. The Board may prescribe the terms and conditions of Honorary Membership.

Section 4:

The Board may appoint an Advisory Member from the community at large. An Advisory Member acts as an advisor in their particular area of expertise, and can be called on as needed. The Executive Director and other staff of the Society will be extended Advisory Membership for their term of employment. Advisory Members shall be entitled to receive notice of general meetings and to attend general meetings and to speak at general meetings, but shall not be entitled to vote at any such meetings. The term of Advisory Membership will, unless expressly determined by the Board, expire after two years.

Section 5:

Every Member shall uphold the Constitution and comply with these Bylaws. Failure to do so may result in expulsion from the Society.

Section 6:

A person shall cease to be a Member:

- i. by advising the President in writing;
- ii. by delivering or mailing his or her resignation, in writing to the office of the Society;
- iii. on his or her death or, in the case of corporation, upon dissolution;
- iv. upon expulsion from the society; and,
- v. where he or she has ceased to be a Member in good standing for 12 consecutive months.

Section 7:

A Member shall be expelled from the Society by a special resolution of the Members passed at a general meeting.

The notice of a special resolution under this section shall be accompanied by a brief statement of the reasons for the proposed expulsion.

The Member who is the subject of a special resolution to expel him or her shall receive notice of the motion to expel him or her and shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

Any Member who has been expelled may apply for reinstatement by delivering written notice of his or her intention within fourteen (14) days to the office of the Society.

The appeal of the Member who has been expelled shall be heard at the next general meeting and such Member shall require a special resolution to be passed to be reinstated as a Member.

Part 3: General Meetings

Section 1:

General meetings of the Society shall be held at the time and place that the Board decides, including virtually, and in accordance with the Society Act.

Section 2:

Every general meeting, other than an annual general meeting, is an extraordinary general meeting

Section 3:

The Board shall convene an extraordinary general meeting upon the written request of:

- i. a majority of the Directors, or
- ii. ten (10) percent of the Active Members

Section 4:

Notice of a general meeting shall be given to every Member of the Society at least fourteen (14) days before the date of the meeting and

shall specify the place, day and hour of meeting, and in case of special business, the nature of that meeting.

The accidental omission to give notice of a meeting to, or the non-receipt of the notice by, any Member entitled to receive such notice does not invalidate proceedings at that meeting.

Section 5:

Special business is:

- i. all business at an extraordinary general meeting except the adoption of rules or order; and
- ii. all business transacted at an annual general meeting except matters hereinafter referred to
- iii. proposed expulsion of a Member
- iv. proposed changes to the Constitution or Bylaws.

Section 6:

An annual general meeting shall be held at least once in every calendar year and not more than fifteen (15) months after the previous annual general meeting.

The annual Membership dues may only be determined at an annual general meeting of the Society.

Notice of an annual general meeting shall include the notice of proposed annual Membership dues, if any, to be voted on at that meeting.

Membership dues, if any, continue in force from year to year until amended or repealed at an annual general meeting.

A Member who fails to pay Membership dues on or before the date owing is not in good standing.

Honorary and Advisory Members shall not be required to pay Membership dues, if any.

Part 4 Proceeding at General Meetings

Section 1:

ROBERT'S RULES OF ORDER SHALL GOVERN ALL MEETINGS OF THE SOCIETY.

Section 2:

The following business shall be transacted at an annual general meeting:

- i. the adoption of rules of order;
- ii. the consideration of the financial statements;
- iii. the report of the Board;
- iv. the report of the auditor, if any;
- v. the report of the Board of Development Committee;
- vi. the election of the Board;
- vii. the appointment of the auditor, if required;
- viii. any other business that, under these Bylaws, ought to be transacted at an annual general meeting; and
- ix. any other business which is brought for consideration by the Board issued with the notice convening the meeting.

Section 3:

A quorum at a general meeting is fifteen (15) Active Members present.

No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting when a quorum is not present.

Where there ceases to be a quorum present at any time during the course of the meeting, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated or continued only if it is the wish of the majority of the remaining Active Members to do so.

When no quorum of Active Members is present within thirty (30) minutes of the time appointed for a general meeting, the meeting:

- i. shall stand adjourned to the same day in the next week at the same time and place. If at this meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Members present constitute a quorum.
- ii. shall be terminated, where it has been convened on the requisition of Active Members and as is elsewhere herein specified.

Section 4:

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 business from which the adjournment took place.

When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

Except as provided in these By-laws, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

Section 5:

The President shall preside as chairperson at all general meetings, except as hereinafter specified.

Where the President is not present within thirty (30) minutes after the time appointed for holding a meeting, the Vice President, immediate past-president, or an Officer of the Society, or in absence of all of them, one of the other Directors chosen by the Directors who are present, shall, preside as chairperson of a general meeting.

If at a general meeting no Director is present within thirty (30) minutes after the time appointed for holding the meeting or, the President and each of the other Directors present is unwilling to act as chairperson, the Members shall choose one of their number to be chairperson.

Section 6

The chairperson shall not permit discussion on a special resolution at a general meeting unless the special resolution has been seconded.

The chairperson may not propose or second a special resolution.

A special resolution or other matter arising at a meeting shall be decided by a majority vote of the Members present who are entitled to vote.

Section 7:

The chairperson shall not have a vote except where the vote on a special resolution or other matter is tied.

An Active Member in good standing present at a general meeting in entitled to one vote.

Part 5: Directors and Officers

Section 1:

The directors may exercise all such powers and do all acts and things as the Society may exercise and do, and which are not by these by-laws or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provisions of:

- i. all laws affecting the Society;
- ii. these By-law; and
- iii. rules, not being inconsistent with these by-laws, which are made from time to time by the Society in a general meeting.

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

Section 2:

There shall be no less than nine (9) Directors of the Society who shall be elected at an annual general meeting by the voting Members of the Society or appointed as hereinafter specified.

Section 3:

A Director shall retire at the second annual general meeting following his or her election or appointment, but is eligible for re-election.

No person, other than an Officer of the Society, may be a Director for more than three (3) consecutive terms of two (2) years each, to a maximum of six (6) years, and may be re-elected after a leave of one (1) year. To maintain continuity in executive positions, an Officer of the Society may be a Director for up to four (4) consecutive terms of two (2) years each, to a maximum of eight (8) years, and may be re-elected after a leave of one (1) year.

Section 4:

The Active Members may, by special resolution, remove a Director before the expiration of his or her term of office where a Director has resigned, died, or been expelled from Membership as elsewhere herein specified.

Section 5:

The Directors may at any time and from time to time appoint a Member as a Director to fill a vacancy in the Directors except for the position of past president, which shall not be filled if the position becomes vacant.

Section 6:

No Director shall be remunerated for being or acting as a Director, but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society.

Section 7:

The duties and powers of the Directors include, but are not limited to:

- i. making policies with respect to the program of the Constitution;
- ii. establishing realistic educational standards for professional staff;
- iii. ensuring the preparation of annual budget adequate to meeting the needs of the Society;
- iv. providing resources to carry out the program of the Society;
- v. deciding upon methods for securing funds necessary for the conduct of the business of the Society;
- vi. administering the funds in a manner that they may decide;
- vii. representing the Society favorably in the community;
- viii. ensuring that adequate and confidential records for all phases of the program of the Society are maintained, and prevented from improper or unauthorized scrutiny;
- ix. appointing an Executive Director who shall manage the day to day operation of the Society, in consultation with the President and other Directors, and in a way that is consistent with the Constitution, these bylaws, and any directions the Board may give from time to time to maintain the operation of the Society; and,
- x. terminating the appointment of the Executive Director, with the approval of a majority of the Directors then in office, and in accordance with any such policies established by the Board.

Section 8:

The 'Officers' of the Society shall be:

- i. the President
- ii. the Vice President

- iii. the immediate Past President;
- iv. the Secretary; and
- v. the Treasurer

and any other Officers whom the Board may appoint from time to time.

Section 9:

The Board shall meet within twenty-one (21) days of an annual general meeting to elect the Officers.

Nominations for the positions of Officers shall be presented by the nominating committee in such manner as that committee may decide.

The election of Officers shall be decided by a majority vote, unless there is only one person nominated for that position, in which case the election shall be by acclamation.

An elected, acclaimed or appointed Officer shall hold office until the next annual general meeting, and is eligible for re-election except as elsewhere herein specified.

The directors may at any time and from time to time appoint a Director to fill a vacancy in the Officers, except for the position of Past President, which shall not be filled if the position becomes vacant.

An Officer who has been duly elected or appointed remains as an Officer except where he or she resigns, dies, or is expelled from Membership in the Society as elsewhere herein specified.

Section 10:

No act or proceeding of the Board is invalid only by reason of there being less than the prescribed number of Officers.

Section 11:

The duties of the Officers are as follows:

- i. **The President shall:**
 - preside at all general meetings of the Society and of the Board, except as elsewhere herein specified;
 - serve as the Chief Executive Officer of the Society;
 - supervise the other Officers of the Society in the execution of their duties;

- appoint such standing or special committees as are authorized by action of the Board and serve “ex-officio” on all such committees;
 - sign cheques as per the agency signing authority policy and,
 - sign documents requiring the official signature of the Society, and as determined by society policy;
- ii. **The Vice President shall:**
- carry out the duties of the President during his or her absence;
 - upon their acceptance of their position as Officer, assume all responsibilities in accordance with assignments made by the Board or the President; and
 - sign cheques as per the agency signing authority policy.
- iii. **The Secretary shall:**
- on occasion, conduct the correspondence of the Society;
 - on occasion, issue notices of meetings of the Society and Directors;
 - on occasion, keep minutes of the meetings of the Society and Directors;
 - when required, keep custody of all records and documents of the Society, except those required by the Treasurer, and keep custody of the common Seal of the Society
 - maintain an organizational roster of names, addresses and telephone numbers of Members of the Society; and,
 - when required, provide copies of agendas to Members present at meeting of the Society and Directors.

In the absence of the Secretary from a meeting, the Board shall appoint another person to act as Secretary at the meeting.

- iv. **The Treasurer shall:**
- oversee the keeping of such financial records, including books of account, as are necessary to comply with the Societies Act;
 - present financial statements to the Board, any Member, and others when required;
 - sign cheques as per the agency signing authority policy and,
 - participate in the preparation of budgets, and attend to other financial matters as necessary or as may be required by the Board.

Part 6: Proceedings of Directors:

Section 1:

The Board may meet together, both in person and virtually, at the places it thinks fit to dispatch business, adjourn, and otherwise regulate its meetings and proceedings, as it considers necessary or advisable.

Section 2:

The Board may, from time to time, fix the quorum necessary to transact business, and unless so fixed, the quorum shall be the majority of the Directors then in office.

Section 3:

The President shall preside as chairperson at all meetings of the Board, except as elsewhere herein specified.

Where the President is not present within thirty (30) minutes after the time appointed for holding a meeting of the Board, the Vice President, immediate past-president, or an Officer of the Society, or in absence of all of them, one of the other Directors chosen by the Directors who are present, shall, preside as chairperson of the meeting of the board.

Section 4:

The Secretary shall convene a meeting of the Board upon instructions by the President or by any three (3) Directors.

Section 5:

The order of duties of the meetings of Directors shall include, but may not be limited to, the following:

- i. roll call;
- ii. reading of minutes from the last meeting;
- iii. consideration of business arising from the last meeting;
- iv. report of the President;
- v. report of the Treasurer;
- vi. report of the Executive Director;
- vii. report of the Executive Committee;
- viii. reports of the standing and special committees of Board;
- ix. unfinished business;
- x. new business; and,
- xi. adjournment.

Section 6:

The Board may establish committees as elsewhere herein specified consisting of, at least, one Director, and any additional Directors, Members or other persons that it considers necessary or advisable.

The Board may delegate any of its powers that it considers necessary or advisable to a committee established as elsewhere herein specified.

A committee so established shall conform to any rules imposed on it by the Board, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Board to be held next after it has been done.

Section 7:

The permanent, standing committees of the Board shall be:

- i. The Executive Committee;
- ii. The Finance & Risk Committee;

The Board may establish such other standing, special, or “Ad Hoc” committees as it sees fit or as the need arises.

Section 8:

The Executive Committee shall consist of the President, the Vice President, the immediate Past President, the Treasurer, and the Secretary of the Board.

The Executive Committee shall convene, at the call of the President, not less than twice per year, and shall consider all matters referred to it by the Board and have the power to transact the necessary and routine business of the Society as directed by the majority of the Board.

Section 9:

A committee may meet and adjourn as it considers necessary or advisable, subject to any express directions from the Board.

A committee shall elect a chairperson of its meeting, but where a chairperson is not present within thirty (30) minutes after the time appointed for holding the meeting, the Members of the committee who are present shall choose one of their number to be chairperson of the meeting.

Section 10:

A chairperson of a board committee meeting shall not permit discussion on a special resolution at that meeting unless the special resolution has been seconded.

A chairperson may not propose or second a special resolution.

A chairperson shall not have a vote except where the vote on a special resolution or other matter is tied.

Section 11:

A special resolution or other matter arising at a meeting of the Board or of a committee shall be decided by a majority vote of those persons present who are entitled to vote.

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

Part 7:Limit of Liability

Section 1:

Subject to the Society Act, every Director of the Society and his or her heirs, executors, administrators, successors and assigns, respectively, shall from time to time, and at all times, be indemnified and saved harmless out of the funds of the Society from and against all costs, charges and expenses whatsoever that he or she sustains or incurs as a result of any action, suit or proceeding that is brought, commenced, or prosecuted against him or her or in respect of any act, deed, matter or thing done, made or permitted by him or her in or about the execution of the duties of his or her office, except such costs, charges and expenses as are occasioned by his or her neglect, default, or willful act of bad faith.

Part 8:Seal of the Society

Section 1:

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

Section 2:

The common seal shall be affixed only when authorized by a special resolution of the Board, and then only in the presence of the persons prescribed in the special resolution, or if no persons are prescribed, in the presence of the President and the Secretary of the Board.

Part 9: Borrowing

Section 1:

In order to carry out the purposes of the Society of the Board 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.

No debenture shall be issued without approval in the form of a special resolution.

Section 2:

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

Section 3:

The Board may, from time to time and as it considers necessary or advisable, delegate financial authority to its committees and the Society's Executive Director, and set limits to such authority.

Part 10: Auditor

Section 1:

The Society, at each Annual General Meeting, appoint an auditor who:

- i. may be removed by special resolution;
- ii. shall be promptly informed in writing of appointment or removal;
- iii. shall not be an employee or director of the Society; and,
- iv. may attend general meetings.

Part 11: Notices

Section 1:

Notice may be given to a Member either personally or in writing (by facsimile, electronic mail, or ordinary mail).

Notice given in writing shall be sent to the last known address of the Member recorded in the register of Members.

Notice in writing shall be deemed to have been given on the third day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that notice was properly addressed, and, if applicable, that sufficient postage was affixed, and that the notice was deposited in a Canadian post office receptacle.

Section 2:

Notice of a general meeting shall be given:

- i. to every Member shown on the Register of Members the day notice is given
- ii. to the auditor, if any.

No other person is entitled to receive a notice of a general meeting.

Part 12: Constitution and Bylaws

Section 1:

On being admitted to Membership, each Member is entitled to, and at the Member's request the Society shall give him or her, without charge, a copy of Constitution and Bylaws of the Society.

Section 2:

These bylaws shall not be altered or added to except by special resolution.

Part 13: Purpose of Gain:

The Society shall be operated without the purpose of gain for its Members and any profits or other accretions to Society shall be used in promoting its purposes. This provision is irrevocable.

Part 14: Dissolution

In the event of dissolution, all assets, after payment of liabilities, will become the property of Big Brothers Big Sisters Canada. This is consistent with the By-laws of Big Brothers Big Sisters Canada. This provision is irrevocable.

In the event of the dissolution of Big Brothers Big Sisters Canada, all assets will become the property of its successors or assigns.