

**Constitution and Bylaws**  
**Adopted by the membership at the September 23, 2009 AGM**

**CONSTITUTION AND BY-LAWS**  
**VICTORIA DISABILITY RESOURCE CENTRE**

**SOCIETY ACT RS CHAP 390**

**CONSTITUTION**

**ARTICLE 1.**

Hereinafter, the name of the Society is the “Victoria Disability Resource Centre” and the Society, hereafter, shall be referred to as the “Society”.

**ARTICLE 2.**

The purposes of the Society are:

- (a) To establish a resource centre for independent living whereby persons with disabilities will define, develop and implement resources that enable them to be independent and a part of community life.
- (b) To provide services controlled by a majority of persons with disabilities.
- (c) To address the needs of disabled persons regardless of disability type.
- (d) To promote integration and full participation of disabled people in the community.
- (e) To provide a vehicle for the gathering and dissemination of information about the needs of persons with disabilities and the services available to them.
- (f) To assist groups and individuals to engage in an ongoing process of research into available support services and agencies and to complement rather than duplicate existing services.
- (g) To co-operate with other organisations which have objectives similar to the objectives of the Society.

**ARTICLE 3.**

The four essential components of the Society shall be:

- (1) Information and Referral
- (2) Peer Support
- (3) Skills Development
- (4) Research and Development of Services.

**ARTICLE 4.**

In the event of dissolution or winding up of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to an

organisation promoting the same or similar purposes as this Society, as may be determined by the members of the Society at the time of winding up or dissolution, and if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organisation, provided however that any such organisation referred in this paragraph shall be a registered charity recognised by the Canada Income Tax Act.

**ARTICLE 5.**

The purposes of the Society shall be carried out without purpose of gain to its members and any profits or other accretions to the Society shall be used for promoting its purposes.

**ARTICLE 6.**

Paragraphs (4) and (5) of the constitution and this paragraph are unalterable in accordance with Section 22 of the Society Act.

## **BY-LAWS**

### **ARTICLE 1. MEMBERSHIP**

- (1) Any individual may apply to become a member and upon payment of the membership fee shall be registered as a member, subject to paragraph (2).
- (2) The Board of Directors shall have the authority to refuse any application for membership. Before refusing an application, the applicant must be notified of the intention to refuse membership and the applicant (or their advocate), upon request from the applicant (or their advocate) made within 90 days of notice of intention to refuse membership, shall be given the opportunity to be heard at a meeting of the Board of Directors.
- (3) The membership fee shall be set by the Board of Directors.
- (4) Membership fees shall be due January 1 of each year; a member who does not renew membership by March 1 of each calendar year will be deemed to have voluntarily ceased to be a member and shall be removed from the register of members.
- (5) The Board of Directors may waive the membership fee if requested to do so for an individual.

### **ARTICLE 2. WITHDRAWAL AND EXPULSION OF MEMBERS**

- (1) A member may withdraw from the Society by tendering their resignation in writing to the Board of Directors, and on receipt by the Board of such notice the member shall cease to be a member and shall be removed from the register of members.
- (2) The Board of Directors shall have the authority to terminate the membership of any member. Before terminating a membership, the member must be notified of the intention to terminate membership and the member (or their advocate), upon request from the member (or their advocate) made within 90 days of notice of intention to terminate membership, shall be given the opportunity to be heard at a meeting of the Board of Directors.

### **ARTICLE 3. ANNUAL, GENERAL AND SPECIAL MEETINGS**

- (1) Meetings of the Society shall be held at such time and place in accordance with the Society Act and these By-Laws as the Board of Directors decide.
- (2) The annual general meeting of the Society shall be held once every calendar year at a date and time to be fixed by the Board of Directors.
- (3) Notice of the time and place of the meetings and the general nature of business to be transacted shall be communicated in any reasonable manner, as determined by the Board of Directors, to each member at least fourteen days before the holding of the meeting.

- (4) Notice of a 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 any.

(5) Notice sent by mail shall be deemed to have been given on the third day following that on which the notice was posted.

(6) No less than four members of the Board of Directors or ten per cent of the membership may call a general meeting of the Society for any purpose.

(7) No error or omission in giving notice of any annual meeting, special meeting or other meeting shall invalidate such meeting or make void any proceedings taken thereat.

#### Quorum for Annual, General and Special Meetings

(8) A quorum for the transaction of business at any meeting of members shall consist of not less than ten per cent (10%) of the members in good standing, present in person.

(9) Any meeting of the Society may be adjourned and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting.

(10) At all annual, general and special meetings the Chair, or if absent, the Vice Chair, or if both are absent, a member elected by the meeting shall take the chair. In the case of equality of votes, the chair of the meeting shall hold the casting vote.

#### Voting Rights

(11) Votes of members must be given personally.

(12) Each member present shall have one vote only.

(13) At all meetings of the Society every question shall be decided by a majority of votes of those who are entitled to vote who are present in person unless otherwise required by these By-Laws.

### **ARTICLE 5. BOARD OF DIRECTORS**

(1) The Board of Directors shall consist of a minimum of five and a maximum of nine persons. At least 51% of the Board must be persons with disabilities.

(2) Every member is qualified to be nominated, to be elected and to serve as a Director except a person who is an Employee/Contractor or salaried officer of the Society.

- (3)
- (a) Directors shall be elected by members at each annual general meeting.
  - (b) Directors must be members in good standing.

- (c) Directors' terms of office shall be two years. A member may not serve as a Director for more than six consecutive years. Notwithstanding the aforementioned maximum term of office, an exception may be made, for not more than one Director at any one time, where that Director has a particular skill indispensable to the operation of the Board, allowing that Director to stand for election for additional terms of office.
- (d) Vacancies on the Board of Directors, however caused, may be filled by the Directors from among members of the Society to serve until the next annual general meeting. This period is not counted as a "term" of office for the purposes of paragraph (c).

#### Meetings of the Board of Directors

- (4) Meetings of the Board of Directors may be called by the Chair, two or more members of the Board, or two or more members of the Society.
- (5) Any meeting of the Directors may be adjourned and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting.
- (6) A quorum for a Directors' meeting is 50% of the Board of Directors.

#### Duties and Powers of the Directors

- (7)
  - (a) The management and the administration of the affairs of the Society shall be vested in the Directors.
  - (b) The Board of Directors from time to time may appoint such officers and agents and authorise the employment of such persons as they deem necessary to carry out the objectives of the Society and may fix their remuneration. Such officers, agents and employees shall have such authority and shall perform such duties from time to time as may be confirmed or prescribed by the Board of Directors.
  - (c) The Directors shall have the power to appoint such committees as they deem necessary or expedient and delegate to such committees such powers and duties of the Directors as the Directors may determine. Such committees shall periodically report their proceedings to the Directors and shall conduct their business in accordance with the directions of the Directors.
  - (d) Subject to the Society Act, the Directors shall not be liable for any action taken or omitted by them in good faith for the acts of any agent, employee or attorney elected by the Directors with reasonable care or any acts or omissions of any other Director.
  - (e) The Directors or the auditor for the Society shall present an Annual Report of the status of the finances and programs at the Annual Meeting of the members.

#### Officers of the Society

(8) The officers of the Society shall consist of the Chair, Vice-Chair, Secretary and Treasurer and such other officers, for example an immediately past Chair, as the Board of Directors may determine.

(9) The officers of the Society shall be elected annually by the Directors from among the Directors.

#### Duties and Powers of the Officers.

(10) The Chair shall be the Chief Officer of the Society and will preside at all Society meetings. The Chair shall represent the Society to government and at all public events, or will designate a Board member or other member of the Society to fulfil this role.

(11) The Vice-Chair shall generally assist the Chair and shall in the event of absence of the Chair, perform the duties and possess the authority of the Chair.

(12) The Secretary shall conduct the correspondence of the Society, issue notice of meetings of the Society and Directors, keep minutes of all meetings of the Society and Directors, have custody of all records and documents of the Society except those required to be kept by the Treasurer and maintain the register of members.

(13) The Treasurer shall be the custodian of the funds of the Society and, subject to the control of the Board of Directors, shall pay any and all bills and also make available to the Annual Meeting an accounting of all monies of the Society.

(14) All cheques must be signed by at least two persons designated by the Board and the Board may designate any number of such persons.

(15) Other officers, if any, shall perform such duties as determined by the Directors and Directors may delegate duties and powers to the other officers that are not inconsistent with any resolution passed by the membership, the By-Laws or the Society Act.

#### Removal of Officers

(16) Officers of the Society may be removed as officers by a majority vote of the Directors. Officers so removed shall remain members of the Board of Directors.

### **ARTICLE 6. BORROWING POWERS**

For the purpose of carrying out the objectives of the Society, the Directors may borrow or raise or secure the payment of money in such a manner as they think fit. No debenture shall be issued without the sanction of a special resolution

### **ARTICLE 7. AUDITS AND ACCOUNTS**

(1) The Board of Directors shall supervise the use and management of funds of the Society.

- (2) The Board of Directors shall keep proper accounting records in respect of all its financial and other transactions.
- (3) At least annually, the accounting records shall be audited by a qualified person to be appointed by the Directors, following which a statement in the form of a summary of receipts and expenditures and assets and liabilities shall be laid before the Directors.
- (4) The fiscal year of the Society shall close on the 31<sup>st</sup> day of March of each year.

#### **ARTICLE 8. BOOKS AND RECORDS**

- (1) The Secretary shall maintain and have charge of the minute books of the Society and shall have recorded therein minutes of the proceedings of all meetings of members and Directors.
- (2) The books and records of the Society shall be kept at such a place in British Columbia as the Directors may think fit and shall at all reasonable times be open to inspection by the Directors and by a member of the Society upon reasonable notice to the Directors.

#### **ARTICLE 9. AMENDMENTS TO THESE BY-LAWS**

- (1) These By-Laws may be amended at any general, special or annual meeting of the Society by a special resolution adopted by 75% of the members of the Society present at any of these meetings.
- (2) Notice to amend any By-Law or to introduce a new one shall be given in writing at the previous annual general meeting of the Society or circulated to the members fourteen days in advance of the meeting at which it is intended to be considered.

#### **ARTICLE 10. RULES AND REGULATIONS**

- (1) The Board of Directors may prescribe rules and regulations consistent with these By-Laws relating to the management and operation of the Society .
- (2) The rules contained in Roberts Rules of Order shall govern the proceedings of the Society .