

# BRITISH COLUMBIA SCHIZOPHRENIA SOCIETY

## CONSTITUTION

The name of the society is the **British Columbia Schizophrenia Society**.

The purposes of the society are to improve the quality of life for individuals and their families affected by schizophrenia, psychosis and related serious mental illnesses through education, support programs, public policy, and research by:

1. encouraging and facilitating mutual support and by disseminating information about the diseases and the resources available for those who suffer from them;
2. providing support for families of persons suffering with serious mental illness and the persons who are suffering from the illness;
3. providing education and information to the general public about the nature of schizophrenia, its extent in society and the needs, which it creates;
4. improve services and legislation for persons with schizophrenia and their families;
5. consulting with Government and private agencies to influence public policy;
6. providing support for research related to schizophrenia;
7. raising, investing and administering funds necessary for the Society to achieve its purposes; and
8. any other activity which is consistent with the foregoing and which aids and assists those affected by schizophrenia or other serious mental illness.

### **Bylaws of the *British Columbia Schizophrenia Society* (the "Society")**

#### **PART 1 – DEFINITIONS AND INTERPRETATION**

##### **Definitions**

**1.1** In these Bylaws:

**"Act"** means the *Societies Act* of British Columbia as amended from time to time;

**"Ballot"** means a method of casting a vote which can be made/submitted in person, on paper, or electronically;

**"Board"** means the directors of the Society;

**“Bylaws”** means these Bylaws as altered from time to time;

**“Constitution”** means the Constitution of the Society.

**1.2** The definitions in the Act apply to these Bylaws.

### **Conflict with Act or regulations**

**1.3** If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

## **Part 2 – Branches**

**2.1** An Organization is eligible and may apply to the Society in writing to become a Branch affiliated with the Society if it:

- a) is located in British Columbia;
- b) provides services, programs or activities for the benefit of the families of Persons living with schizophrenia, psychosis and related serious mental illnesses for such Persons;
- c) is interested in advancing the purposes and supporting the activities of the Society; and
- d) agrees to uphold the Constitution and these Bylaws and abide by the policies and procedures established by the Board.

**2.2** An application for Branch affiliation must include payment of applicable Branch fees, if any are set.

**2.3** The Board may, by Board Resolution, accept, postpone or refuse an application for affiliation as a Branch.

### **Branch Duties**

**2.4** Each Branch will, at all times:

- a) uphold the Constitution and these Bylaws;
- b) support, and not hinder, the purposes, aims and programs of the Society;
- c) abide by all policies and procedures established by the Board; and
- d) comply with all instructions and requests from the Society with regard to programs offered by the Branch.

*The Society shall have Incorporated Branches. Any branch may be incorporated if, in the opinion of the Directors of the Provincial Society, it has the means and resources to sustain the consequences of incorporation.*

**2.5** Every incorporated branch shall:

- a) be subject to the approval of the Provincial Board in respect of its Constitution and By-laws;
- b) function in a manner financially independent of the Provincial Society, in that it shall raise its own funds and be responsible for its own employees, financial control, budget, accounting, audit and reporting;
- c) report on its activities to the Provincial Board as required, but in any event not less than once a year, in a form and using standards set by the Provincial Board;
- d) adhere to the guidelines set forth in the Branch service agreement documentation signed by the Incorporated Branch and the BCSS;

2.6 Subject to the duties and processes outlined in Section 2.1-2.5 above, Branches found not to meet these criteria are subject to removal as a designated branch upon adoption of Board Resolution.

### **PART 3 – MEMBERS**

#### **Application for membership**

**3.1** A person may apply to the Board Secretary for membership in the Society, and the person becomes a member on the Board’s acceptance of the application.

#### **Classes of Membership**

There will be two classes of membership, called: Ordinary Members; and Honorary Life Members.

#### **3.2 Eligibility for Ordinary Membership**

- a) A Person may be eligible to be accepted as an Ordinary Member if he or she is nineteen (19) years of age or older; and is interested in advancing the purposes and supporting the activities of the Society.
- b) Any person who supports the Constitution and Bylaws of the Society, and whose application to the Chair of Volunteers is approved by the Board of Directors, may become a Member of the Society, on payment of the annual dues.
- c) Employees during their employment with the Society and for a period of twelve (12) months after the termination of such employment shall be absolutely disqualified from membership in the Society.
- d) Membership confers the right to attend Annual and General Meetings,

take part in the discussion, to vote and to hold office.

### **Honorary Life Member**

A Person may be designated by the Board as a Life Member in recognition of an outstanding contribution to the Society.

The Board may, in exceptional circumstances, revoke the designation of a Person as a Life Member by Board Resolution.

### **Organizational Member**

- a) A non-profit organization may be eligible to be accepted as an "Organizational Member" if it is interested in advancing the purposes and supporting the activities of the Society.
- b) A non-profit organization which supports the Constitution and Bylaws of the Society, and whose application is approved by the Board of Directors, may become an Organizational Member of the Society, on payment of the annual dues set by the Board.
- c) Organizational membership confers the right to attend Annual and General Meetings, to cast only one vote.
- d) An organizational member is not eligible to be nominated to the board.
- e) Members of the organizational member's organization are eligible to be ordinary members of the Society following all rules of ordinary membership outlined above.

### **3.4 Dues**

- a) Personal memberships shall be annual memberships for the period April 1 through March 31 of the following year. The annual membership fee may be set by the Board of Directors with any change to take effect at the commencement of the next membership year. The membership dues may be paid at any time during the year but a personal member who has not paid the fee for the current membership year shall not be entitled to vote but shall continue to be a member. A member who fails to pay the annual membership dues within six (6) months of fiscal year end, for which said dues are for, shall cease to be a member of the Society. During that six (6) month period the member is a member not in good standing.

### **3.5 A voting member who is not in good standing**

- (a) may not vote at a general meeting, and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

### **3.6 MEMBER EXPULSION**

The Board of Directors may investigate any member who, in the opinion of the Board, is willfully disobeying any of these By-laws, or is guilty of any conduct rendering him

or her unacceptable as a member of the Society, and, after such investigation, if the Board thinks it necessary, they may recommend that such member be expelled from the Society; PROVIDED THAT before so recommending the Board shall advise the member, by notice in writing to his or her last known address, of a date, time and place at which the member may appear before the Board and if the member so appears the Board shall hear what the member may wish to urge in his or her defense. The Board shall include a statement of the defense, if any, in its recommendation to expel the member. A member expelled in accordance with this By-Law shall have no claim on the property of the Society.

## **PART 4 – GENERAL MEETINGS OF MEMBERS**

### **Time and place of general meeting**

**4.1** A general meeting must be held at the time and place the Board determines.

### **Ordinary business at general meeting**

**4.2** At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

### **Notice of special business**

**4.3** A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

**4.3.1** (1) Notice of the date, time and location of a general meeting must be sent to every member of the society

- (a) at least
  - (i) 14 days before the meeting, and
  - (b) not more than 60 days before the meeting.

(2) Electronic Meetings/Voting:

- a) Notices of meetings or votes may be sent to participants by telephonic, electronic or other means.
- b) Any person entitled to attend a meeting of members may participate in the meeting by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the society makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.
- c) Similarly, if the directors or members of the society call a meeting, those directors or members, as the case may be, may determine that the meeting shall be held entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
- d) Any vote may be held entirely by means of a telephonic, an electronic or other communication facility.
- e) Any person participating in a meeting of members and entitled to vote at that meeting may vote, and that vote may be held by means of the telephonic, electronic or other communication facility.

(3) The accidental omission to send notice of a general meeting to a member, or the non-receipt of notice by a member, does not invalidate any proceedings at the meeting.

### **Chair of general meeting**

**4.4** The following individual is entitled to preside as the chair of a general meeting:

- (i) the president,
- (ii) the vice-president, if the president is unable to preside as the chair, or
- (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

### **Alternate chair of general meeting**

**4.5** If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

### **Quorum required**

**4.6** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

### **Quorum for general meetings**

**4.7** The quorum for the transaction of business at a general meeting is twenty-one (21) members in good standing on the date of the General Meeting.

**Lack of quorum at commencement of meeting**

**4.8** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

(a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and

(b) in any other case, the meeting stands adjourned to a date/time/location to be announced within 10 business days of the adjourned meeting and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

**If quorum ceases to be present**

**4.9** If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

**Adjournments by chair**

**4.10** The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

**Notice of continuation of adjourned general meeting**

**4.11** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

**Order of business at general meeting**

**4.12** The order of business at a general meeting is as follows:

(a) elect an individual to chair the meeting, if necessary;

(b) determine that there is a quorum;

(c) approve the agenda;

(d) approve the minutes from the last general meeting;

(e) deal with unfinished business from the last general meeting;

(f) if the meeting is an annual general meeting,

- (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
  - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
  - (iii) elect or appoint directors, and
  - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

### **Methods of voting**

**4.13** At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot. Method(s) of voting chosen will be clearly defined/explained to the voting membership in advance of the vote.

### **Announcement of result**

**4.14** The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

### **Proxy voting not permitted**

**4.15** Voting by proxy is not permitted.

### **Matters decided at general meeting by ordinary resolution**

**4.16** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

## **PART 5 – DIRECTORS**

### **Number of directors on Board**

**5.1** The affairs of the Society shall be governed by a Board of Directors. The Society must have no fewer than 3 and no more than 15 directors. Each branch shall have the right to nominate one member for election to the society board.

### **Election or appointment of directors**



**5.2** Election and Term – A ballot shall take place at least sixty (60) days prior to the Annual General Meeting of the Society to elect Directors that are equal to the number of Directors retiring in each year. These Directors will be elected for a term of two (2) years. These newly elected Directors shall take office with the remaining Directors at the Provincial Board meeting held immediately following the Annual General Meeting.

Ballots will be sent to members so that they can sufficiently return their completed documentation. Members are required to return ballots to the Society no later than thirty (30) days prior to the AGM.

Ballots not received according to above deadline will be considered void. To meet deadline, ballots must either have been postmarked or timestamped (if electronic) no more than 30 days prior to the AGM.

**5.3** No Director of the Society shall be eligible for employment with the Society within a twelve-month period from the time of his/her resignation. However, the waiting period may be waived by the Executive Committee of the Board upon satisfactory evidence of a public competition and no conflict of interest

**5.4** No former employee shall be entitled to election to the Board of Directors within twelve months of his/her ceasing to be an employee of the Society.

#### **Directors may fill casual vacancy on Board**

**5.5** The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

#### **Term of appointment of director filling casual vacancy**

**5.6** A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

### **PART 6 – DIRECTORS' MEETINGS**

#### **Calling directors' meeting**

**6.1** A directors' meeting may be called by the president or by any 2 other directors.

#### **Notice of directors' meeting**

**6.2** At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

#### **Proceedings valid despite omission to give notice**

**6.3** The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

### **Conduct of directors' meetings**

**6.4** The directors may regulate their meetings and proceedings as they think fit.

### **Quorum of directors**

**6.5** The quorum for the transaction of business at a directors' meeting is a majority of the directors.

## **PART 7 – BOARD POSITIONS**

### **Election or appointment to Board positions**

**7.1** Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

### **Directors at large**

**7.2** Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

### **Role of president**

**7.3** The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

### **Role of vice-president**

**7.4** The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

### **Role of secretary**

**7.5** The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;

- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

### **Absence of secretary from meeting**

**7.6** In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

### **Role of treasurer**

**7.7** The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

### **Committees**

**7.8** Establishment - The Board shall from time to time by resolution establish standing and special committees of Directors, Members and other interested people.

The Board shall prescribe the powers, duties and authorities of committees and the procedure and quorum of meetings thereof and elect or appoint members thereof and prescribe their term of office.

- (a) Executive Committee - There shall be an Executive Committee of the Society, which shall consist of the Officers of the Society. A quorum for any meeting of the Executive Committee shall be three (3); Meetings of the Executive Committee shall be held from time to time at such places in British Columbia and at such time and on such day as the Committee may determine. Notice of every meeting shall be given to each member thereof not less than two (2) days before the time of the meeting unless under urgent circumstances all members of the Executive Committee agree to a meeting with less notice; The Board may remove, by majority vote, any member of the Executive Committee; The Executive Committee shall have the power to transact all regular business of the Society between meetings of the Board of Directors as authorized by the Board of Directors. Voting by proxy of Executive Committee members is

not permitted. The Executive Committee shall report to the Board as frequently as required by the Board on all the actions it has taken.

- (b) Nominating Committee - There shall be a Standing Committee of the Society known as the Nominating Committee consisting of not less than five (5) members, three (3) of whom shall be members of the Board and one of whom shall be the Past President and shall serve as the Chairperson. The Nominating Committee shall seek nominations of appropriate candidates for the Board of Directors from the membership from throughout the Province. The Nominating Committee shall also endeavour to ensure that at least 3/4 of candidates nominated for the Board of Directors have or have had a relative with schizophrenia.

## **PART 8 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

### **Remuneration of directors**

- 8.1** Expenses - No remuneration shall be paid to the Directors or Officers as such. Each Director or Officer may be paid his/her necessary expenses incurred incidental to the attending of each meeting of the Board or committees of the Board or other activities of the Society, as the Board shall determine.
- 8.2** Protection - Except to the extent required by the Act, no Director, Officer or employee of the Society shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipts or other acts for conformity or for any loss or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Society or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Society shall be invested or for any loss or damage arising from bankruptcy, insolvency or tortuous act of any person with whom any of the money, securities or effects of the Society shall be deposited or for any loss, damage or misfortune whatever which shall happen in the execution of the duties of his/her office or in relation thereto unless the same shall happen through his/her own dishonesty.

### **Signing authority**

- 8.3** A contract or other record to be signed by the Society must be signed on behalf of the Society
  - (a) by the president, together with one other director,
  - (b) if the president is unable to provide a signature, by the vice-president together with one other director,

- (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

## **PART 9- ENACTMENT, AMENDMENT AND REPEAL OF BY-LAWS**

- 9.1** Amendment or Repeal - The Board may from time to time propose amendments and/or recommend repeal of existing By-laws by special resolution at an Annual General Meeting and shall be confirmed by a vote of three-fourths (3/4) of the members in attendance.

## **PART 10-BORROWING:**

- 10.1** 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 the foregoing, by the issue of debenture.
- 10.2** No debenture shall be issued without the sanction of a special resolution at a General Meeting of Members and shall be confirmed by a vote of three-fourths (3/4) of the members in attendance.
- 10.3** The membership may by special resolution at a General Meeting of Members and shall be confirmed by a vote of three-fourths (3/4) of the Members restrict the borrowing powers of the Board of Directors but a restriction so imposed expires at the following Annual General Meeting.

## **Miscellaneous**

- 11.1** Rules of Order - The Board will determine annually which rules they will use to guide the deliberations of the Society and all meetings shall be conducted with decorum.
- 11.2** On being admitted to membership, upon request, each member is entitled to and the Society shall give the person, without charge, in electronic form, a copy of the Constitution and By-laws of the Society.
- 11.3** Conflict of Interest - Any possible conflict of interest on the part of a Director shall be disclosed to the Board. When any such interest becomes a matter of Board action, such Director shall not vote or use personal influence on the matter and shall not be counted in the quorum for these decisions at a meeting at which Board action shall be taken on the interest. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

**Dissolution**

Any monies left at the dissolution of the Society will be for certain liabilities and costs that may need to be incurred before the distribution of assets on wind-up or dissolution including but not limited to payment to employees of the Society of any arrears of salaries or wages, payment of any debts of the Society. After satisfying the foregoing the balance of assets will be distributed for schizophrenia research to a qualified donee determined by the Directors.