

**FreshStart Ministries Society**  
10231 142A Street  
Surrey, BC, V3T 4Z8

Email [freshstart@shaw.ca](mailto:freshstart@shaw.ca)

[www.freshstartlife.org](http://www.freshstartlife.org)

Fax 604-584-0905

Phone 604-329-0935

*assisting those in transition from chaos to freedom*

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Dear Friend

Thank you for your interest in those coming out of the chaos of addiction. We trust you will find that FreshStart will give you a variety of opportunities to assist those seeking sobriety and freedom from addictive behaviors.

This member's kit (mailed to you or downloaded from our website) will give you some detailed information about FreshStart. Please keep the mailed document or print the 18 page online document for your reference. In the membership kit you will find our

- the application for membership form (how you can join us),
- financial support option forms (ways for you to support our goals),
- constitution (our purpose and why you should join us),
- code of ethics (how we conduct ourselves and regard others),
- doctrinal statement (what we believe), and
- bylaws (how we operate and do things).

If you have any questions or comments, please use the contact information in our letter-head to either reach me or our Executive Director, Michael Chubb..

We trust that you will

- join our society,
- partner with us as a volunteer, and
- support our efforts to assist those seeking sobriety and to re-establish their lives.

Again, thank you for your interest. I look forward to receiving your membership application and financial support forms.

Yours truly

Roy Adams, M.Div. RCC  
President

***please use a separate form for each person***

please complete this information for communication purposes.

Please **print your name** \_\_\_\_\_ **Signature** \_\_\_\_\_

Your postal **address** \_\_\_\_\_ **Town or City** \_\_\_\_\_

**Postal Code** \_\_\_\_\_ **Phone** \_\_\_\_\_

Print your **email address** \_\_\_\_\_ **Date** \_\_\_\_\_

I acknowledge that I have  acquired online or  
that I have  received a copy of the  
**FreshStart Ministries Society** Constitution, By-laws, Code of Ethics,  
Doctrinal Statement and Financial Support Options form.

**Please circle either #1 or #2**

**#1. For voting membership**

I affirm that I am in agreement with these documents and that

- I am of the age of majority in British Columbia (at least age 19), and that
- I am a baptized believer in Jesus Christ, and that I regularly attend a Christian place of worship, and
- if in recovery, that I have at least three years of abstinence.

Name of my place of worship \_\_\_\_\_

Located at or in \_\_\_\_\_

If you have any questions, please contact FreshStart Ministries.

**#2. For non-voting membership and supporters**

I affirm that I am at least age 19. I acknowledge that non-voting members have the same rights as voting members except the right to hold office and to vote, and that their number must not exceed the number of voting members.

Your **\$10 membership fee** is required if you obtained the membership package on-line. Those who requested the membership package have already paid the membership fee. The Board will review your application at its next meeting. The By-laws of the Society stipulate that only members approved by the Board may be accepted as voting or non-voting members of the Society. To inform us of your volunteer abilities, please complete the bottom portion of the Financial Support Options form.

**Thank you for your application.**

Please make your cheque payable to FreshStart Ministries Society and return this Application form along with your cheque and other forms, (Financial Support and Pre-Authorized Payment forms), to

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FreshStart Ministries Society **FINANCIAL SUPPORT OPTIONS**

**Please use a separate form for each person.**

For receipt purposes, please complete the information below:

Print Name \_\_\_\_\_ Signature \_\_\_\_\_

Postal Address \_\_\_\_\_ City \_\_\_\_\_

Postal Code \_\_\_\_\_ Phone \_\_\_\_\_

E-Mail Address (print) \_\_\_\_\_ Date \_\_\_\_\_

**Membership Fee** \$10 per person \$ \_\_\_\_\_

**One Time Cash or Cheque Donation**

(Cheque payable to FreshStart Ministries Society) Amount enclosed \$ \_\_\_\_\_

**Monthly donations by pre-authorized payments.**

Please complete the attached VanCity Credit Union form for pre-authorized payments to FreshStart Ministries Society. Please attend to the **bold items** on the form.

I can also volunteer by doing:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Thank you for supporting us in assisting those transitioning from chaos to personal freedom and independence.

FreshStart Ministries Society, Charity Registration No. **(BN) 108160185** .  
Receipts for donations will be mailed in March of each year.

Please make your cheque payable to FreshStart Ministries Society  
Please return this Financial Support form along with your cheque and other forms,  
(Pre-Authorized Payment and your Application forms), to

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Surrey, BC, V3T 4Z8 [www.freshstartlife.org](http://www.freshstartlife.org)  
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# Vancity

# 2007 - 2008

# pre-authorized payment agreement

MONTHLY DONATIONS TO FRESHSTART MINISTRIES: PLEASE ATTEND TO THE BOLD ITEMS ON THIS FORM credit Vancity

My/Our account to be credited at Vancity is account number: \_\_\_\_\_ at branch number: 51

**The account to be debited is at:(your bank)** \_\_\_\_\_

For the purpose of my/our   other (please specify) Donation

The credit is **for the amount of \$** \_\_\_\_\_ and is to be drawn on the account:

weekly - w  bi-weekly - b  **monthly — M**  last day of the month - m  quarterly - q

semi-annually - s  annually  ten month payment schedule dormant start August end September

**beginning (yy/mm/dd):** \_\_\_\_\_ **ending (yy/mm/dd):** \_\_\_\_\_

account type:  \_\_\_\_\_  other (please specify) Z1

### Vancity office section (staff only)

**set-up**  please set up the above pre-authorized payment (PAP) effective immediately.  
**amend**  please amend the member's existing pre-authorized payment (PAP) to the new amount of \$

on a \_\_\_\_\_ basis, starting (yy/mm/dd) \_\_\_\_\_ and

expiring on (yy/mm/dd) \_\_\_\_\_

**cancel**  please cancel the member's existing pre-authorized payment (PAP) in the amount of \$ \_\_\_\_\_ effective immediately.

Vancity authorized employee signature \_\_\_\_\_

**Please TAPE a voided cheque here (please do not staple it) - thank-you.**

**I/We (print name/s)** \_\_\_\_\_

Authorize Vancouver City Savings Credit Union ("Vancity") to debit my/our account at:(**BANK NAME**) \_\_\_\_\_

\_\_\_\_\_ **Transit #** \_\_\_\_\_ **Institution #** \_\_\_\_\_ **Account #** \_\_\_\_\_ **in the amount of \$** \_\_\_\_\_

weekly - w  bi-weekly - b  **monthly — m**  last day of month - m  quarterly - q  
 semi-annually - s  annually - a  ten month payment schedule dormant start August ending in September  
and to credit account number: \_\_\_\_\_ at branch number:51

**This authorization is for the period (yy/mm/dd)** \_\_\_\_\_ **to 2008, May 31 inclusive.**

**signature** \_\_\_\_\_ Vancity employee's signature \_\_\_\_\_ **date signed** \_\_\_\_\_

**joint signature (if needed)** \_\_\_\_\_ Vancity employee's signature \_\_\_\_\_

## CONSTITUTION

1. The name of the society is **FreshStart Ministries Society**
2. The **purposes** of the society are:
  - (a) to operate the society in the Province of British Columbia as a Christian charity to promote the **advancement of faith** in and the worship of Jesus Christ and the practice of his teachings.
  - (b) to **relieve poverty** among those in transition from the chaos of substance abuse and dysfunctional relationships to a healthy lifestyle which includes
    - (1) abstinence from alcohol and substance abuse,
    - (2) wellness of body, mind and spirit,
    - (3) independence, and
    - (4) functional relationships.All recipients of society donations and services must be
    - an abstinent based recovery program, or
    - an individual in a recognized abstinent based out-patient recovery program or service, or
    - be an individual attending or be a recent graduate of an abstinent based residential treatment program or recovery house.
  - (c) to **assist and minister** to such people recovering from substance abuse and or dysfunctional relationships:
    - (i) by referring them to churches for Christian worship, teaching and discipleship opportunities,
    - (ii) by providing life skills coaching, counselling and spiritual guidance for the abstinent based rehabilitation of those recovering from alcohol and substance abuse, and for the rehabilitation of those recovering from dysfunctional relationships. These services will be provided in an out-patient and or residential treatment-support facility.
    - (iii) by accepting donations of food, amenities, and furnishings from individuals and businesses and then donating these items to individuals and recovery programs from the society's warehouse .
    - (iv) by using volunteers to operate the society, to provide spiritual guidance, and to distribute donated goods, and by using certified staff to provide life skills coaching and counselling.
  - (d) to **operate one or more facilities** in the Lower Mainland of British Columbia. These facilities will be rented by or donated to the society to provide space for warehousing, out-patient life skills coaching, and residential treatment and support.
  - (e) to cover **society expenses** by collecting fees for services, hosting fund raising activities, seeking provincial and private grants, and collecting donations to cover expenses. Grant conditions must not compromise this constitution.

(f) to **benefit the community** by providing the above persons with relapse prevention and support to be independent and responsible people who will:

- (1) need little or no welfare assistance,
- (2) need little or no medical and psychiatric services,
- (3) abstain from illegal activity, and
- (4) contribute to the community and the economy.

**3. Amendments**

Amendments to this constitution and the bylaws of this Society shall be made by at least a 75% majority vote of the members present at an Annual General or Extraordinary General Meeting.

**4. Delegation of Authority**

In case of the absence or inability to act of any officer, agent or employee of the Society, or for any reason that the board may deem sufficient, the board may delegate all or any of the powers of such a person or persons to any other person or persons.

**5. Dissolution**

In the event of dissolution, any assets, remaining after the payment of the liabilities of the Society, shall be donated to any Christian charitable organization(s) designated by the Board of Directors at the time of dissolution.

This constitution adopted on June 15, 2006

# FreshStart Ministries

## CODE OF ETHICS

All members and staff of FreshStart Ministries Society agree to and affirm their commitment to the following Code of Ethics of the **Association of Gospel Rescue Missions** (Item 6 is modified to the Canadian situation). Their affirmation is given by dating, signing and delivering the Application for Membership form to the Society office address.

1. I will conduct my personal and ministry life in a way that will not bring **shame or reproach** to the name of Jesus Christ, his church, or FreshStart Ministries Society. This includes relationships with other employees, clients, board members, volunteer members, donors, people in the community and other ministries.
2. I will live a self-controlled, upright and **godly life** in keeping with the teachings found in the Bible. Also, I will seek prompt reconciliation or forgiveness when any relationship is jeopardized.
3. I will recognize and respect what the Lord is doing through other individuals and organizations and will **refrain from criticism** or involvement unless illegal, unethical or immoral behavior is suspected.
4. I will honor my **financial, legal, and moral obligations** both personally and in my role in ministry to the FreshStart Board, staff, donors, vendors, members and clients, to my family, my church, my community, and to my civic, provincial and federal governments.
5. In matters of dispute with other Christians, I will submit my grievances to **Christian arbitration**, rather than to the courts. If disagreements come between two missions, I will agree that the AGRM should serve in an arbitration and reconciliation role.
6. In issues of fundraising I will ascribe to the Code of Ethics of the Canadian Council of Christian Charities.

The FreshStart Ministries Society agrees to and affirms their commitment to follow the Code of Ethics of the **Canadian Council of Christian Charities**.

1. The organization shall have an **active governing board**, comprised of responsible individuals who hold regular meetings, create policy, and maintain effective control
2. The organization shall establish a **proper financial system** with annual operating statements and balance sheet, showing reasonable detail.
3. The organization shall always be **open, honest and accurate** in dealing with the public.
4. The organization shall take seriously its responsibility to be conversant with and comply with federal, provincial and municipal **laws and regulations**.
5. The organization shall as a first priority serve the interest of each donor and constituent. The organization's activity when addressing a present or potential donor shall be:
  - a. to nurture responsible stewardship on the part of the donor; to avoid questionable motives or programs that are not factual, or negate the donor's sound judgment
  - b. to require responsible stewardship on the part of the organization's representatives through effective training and cost controls
  - c. to remunerate stewardship representatives and consultants on the basis of expertise and time use, not on the basis of gifts received. (due to the lack of start-up funds, the FreshStart minutes November 5, 2006 note that we are to pay our fund raiser 10% of net funds raised but capped at \$50,000 per year, and that all fund raising events are to be approved by the board. There will be an annual review of the fundraising activities.)
6. The organization shall always hold all **personal data** in strict confidence.
7. The organization, or its representative, shall not, either directly or indirectly, induce a donor to **transfer to it a benefit** from any other organization or purpose
8. For affiliate members only.

## FRESHSTART

### DOCTRINAL STATEMENT

All members and staff of FreshStart Ministries Society agree to and affirm their commitment to the following expression of faith. Their affirmation is given by dating, signing and delivering the Application for Membership form to the Society office address.

1. We believe that the **Bible** is the inspired and authoritative word of God Almighty.
2. We believe in the **triune God**, eternally existing as Father, Son and Holy Spirit
3. We believe that **Jesus Christ** is the resurrected Son. We believe that God the Father became a man, born of a virgin as prophesied before Jesus' birth. We believe that Jesus came to fulfill the Father's purpose of redeeming his fallen creation by dying in our place for our sins that we might be forgiven, by restoring our relationship with God, and by empowering us with the gift of the Holy Spirit to equip us for the purposes for which God created us. We believe Jesus will again return in the flesh to be seen by all mankind.
4. We believe that all persons **need to be restored** to a functional relationship with God through a direct and personal encounter with Jesus as their soul rescuer and leader of their lives. This conversion event is an experience and not a doctrinal supposition. Further, it is our witness statement regarding Jesus Christ, that all persons who accept him have received God's forgiveness and blessings, have experienced personal change, and have been given God's gifts of the Holy Spirit and eternal life. We believe that only Jesus Christ can restore us to this relationship with God. These are not things we can do on our own. Those who refuse to be restored in their relationship with God face the curse of eternal separation from God, now and forever.
5. We believe in the existing and eternal presence and work of the **Holy Spirit** who lives in each believer. His work is to enable each one to live a life of obedience to God's standards as recorded in the Bible, to enable the individual to serve God, and to empower each one as they mature in their godly life purpose and their relationship with God.
6. We believe that all those who believe in Jesus Christ as the Son of God, -as their personal soul rescuer, provider, life leader, and lover, - are joined by the Holy Spirit into one body called the **Church**. Therefore it is important that each believer fellowship regularly with a local congregation for worship, fellowship, discipleship, and service. For in doing so, we participate in Christ's universal church.

7. We believe that we are to follow Jesus' example regarding his **baptism**. Also, we believe that we are to obey his commands that we should remember him by partaking of **communion** until he **comes again** and that we are to **make disciples** of everyone.

8. With regard to human relationships, we believe that God has ordained **marriage** as a monogamous, spiritual and physical union between a man and a woman and that any other form of sexual activity is an offense against God, one's self and one's partner.

# FRESHSTART MINISTRIES SOCIETY

## BYLAWS (complete form 2007)

Bold text identifies amendments not yet registered with the Ministry of Finance pending their acceptance by the Society at its 2007 AGM.

### Part 1 Interpretation

1

- (1) In these bylaws, unless the context otherwise requires:  
"directors" means the directors of the society for the time being;  
"*Society Act*" means the Society 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.
- (2) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.

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

### Part 2 Membership

3 revised June 15, 2006 to read:

- (1) 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.
- (2) Members shall be **age 19 or older**, and affirm that they are baptized believers and followers of Jesus Christ who regularly attend a Christian place of worship. If applicable, members recovering from substance abuse and or other addictions must affirm that they have at least three years of successful recovery.
- (3) **Non-voting members age 19 or older may be included in the membership list of the society so that people of all faiths and those having less than 3 years of recovery may register with and support the society. Non-voting members shall pay the regular membership fee and have all the rights of membership except the right to be a director and the right to vote at any annual or special general meeting. The number of non-voting members must not exceed the number of voting members [Society Act 7 (2)].**

4 A person may apply to the directors for membership in the society and on acceptance by the directors is a member. **Should a applicant not meet the membership requirements in section 3, sub-section (2), such an applicant can be accepted as a non-voting member. A person may apply to the directors for a non-voting membership and on acceptance by the directors is a non-voting member.**

5 revised June 15, 2006 to read  
Every member must uphold the constitution and comply with these bylaws. **Only voting**-members in good standing have a single vote at all general and extraordinary general meetings. **Any voting or non-voting member** may present written nominations for directors and written resolutions to the Secretary of the society not less than 3 business days prior to any annual general meeting. No member shall cause the

society to be financially indebted or spend funds of the society without approval of the Board of Directors. Any such member shall be held liable for this debt or expense.

- 6 revised June 15, 2006 to read  
The amount of the first annual membership dues must be determined by the directors and after that the annual membership dues must be determined at the annual general meeting of the society. Membership fees are due 30 days following the Annual General Meeting. Within 30 days of the last annual general meeting, the Secretary shall notify the members of the membership fees payable. If any such fees are not paid within 90 days of such notice, members in default shall thereupon automatically cease to be members of the Society.
- 7 A person ceases to be a member of the society  
(a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,  
(b) on his or her death or, in the case of a corporation, on dissolution,  
(c) on being expelled, or  
(d) revised June 15, 2006  
on having been a member not in good standing for four (4) consecutive months since the date of the last annual general meeting. e.g., May 15 to September 15<sup>th</sup>.
- 8  
(1) revised June 15, 2006  
A member may be expelled by a special resolution of the members passed at a general meeting or by the Board of Directors at any time. Expulsion may be implemented for conduct deemed to be improper, or likely to endanger the interests or reputation of the society, or when the member willfully acts in violation of the constitution and these bylaws. Expulsions made by the board of directors between annual general meetings must be ratified by the members at the next general meeting in accordance bylaw 8, sections (2) and (3)  
(2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.  
(3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 9 All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

### **Part 3 Meetings of Members**

- 10 General meetings of the society must be held at the time and place, in accordance with the *Society Act*, that the directors decide.
- 11 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 12 The directors may, when they think fit, convene an extraordinary general meeting.
- 13  
(1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.

- (2) The accidental omission to give 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.
- 14 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.

#### **Part 4 Proceedings at General Meetings**

- 15 Special business is
- (a) all business at an extraordinary general meeting except the adoption of rules of order, and
  - (b) all business conducted at an annual general meeting, except the following:
    - (i) the adoption of rules of order;
    - (ii) the consideration of the financial statements;
    - (iii) the report of the directors;
    - (iv) the report of the auditor, if any;
    - (v) the election of directors;
    - (vi) the appointment of the auditor, if required;
    - (vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.
- 16
- (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 3 members present or a greater number that the members may determine at a general meeting.
- 17 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, the members present constitute a quorum.
- 18 Subject to bylaw 19, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
- 19 If at a general meeting
- (a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
  - (b) the president and all the other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.

20

- (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.

21

- (1) revised June 15, 2006  
A resolution proposed at a meeting must be presented in accordance with bylaw 5 except when the majority of directors present accept a resolution taken from the floor. Also, the Chairperson may move or propose a resolution with the approval of the majority of directors present. A resolution need not be seconded.
- (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.

22

- (1) A **voting**-member in good standing present at a meeting of members is entitled to one vote **and is to receive a single voting card**.
- (2) Voting is by **showing a voting card**.
- (3) Voting by proxy is not permitted.

23

A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.

## **Part 5 Directors and Officers**

24

- (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to
  - (a) all laws affecting the society,
  - (b) these bylaws, and
  - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
- (2) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

25

- (1) revised June 15, 2006  
The executive officers and committee chairpersons of the Board of Directors shall be appointed by the Board. The executive officers will be the president, vice president, treasurer, secretary and one additional director. The President will be an ex-officio officer on all committees. The Vice President is an ex-officio officer on the finance committee.
- (2) The number of directors must be 5 or a greater number determined from time to time at a general meeting.

26

(1) revised June 15, 2006

Prior to the first annual general meeting, the directors shall appoint from among the present directors, three (3) directors for a three year term, three (3) directors for a two year term, and three (3) directors for a one year term. At the first annual general meeting the three one year term directors will retire and may be re-elected. At the first and subsequent annual general meetings, three (3) directors for three year terms will be elected. Directors must be members in good standing. Nominations for directors are made in accordance with bylaw 5 except when the majority of directors present accept a nomination taken from the floor.

(2) revised and deleted June 15, 2006

(3) revised June 15, 2006

An election may be by acclamation, otherwise it must be by a show of **voting cards** as in bylaw 22 sub section (2)

(4) An election may be by acclamation, otherwise it must be by ballot.

(5) If a successor is not elected, the person previously elected or appointed continues to hold office.

27

(1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.

(2) A 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.

28

(1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.

(2) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

29 The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.

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

## **Part 6 Proceedings of Directors**

31

(1) The 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 directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.

(3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.

(4) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.

32

- (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.

33 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 directors present who are members of the committee must choose one of their number to be the chair of the meeting.

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

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

36 A 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 directors and may at any time withdraw the waiver, and until the waiver is withdrawn,

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

37

- (1) Questions arising at a meeting of the directors and committee of directors 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.

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

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

## **Part 7 Duties of Officers**

40

- (1) The president presides at all meetings of the society and of the directors.
- (2) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.

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

- 42 The secretary must do the following:
- (a) conduct the correspondence of the society;
  - (b) issue notices of meetings of the society and directors;
  - (c) keep minutes of all meetings of the society and 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;
  - (f) maintain the register of members **and provide voting cards for all voting-members in good standing in attendance at a meeting.**
- 43 The treasurer must
- (a) keep the financial records, including books of account, necessary to comply with the *Society Act*, and
  - (b) render financial statements to the directors, members and others when required.
- 44
- (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 directors must not be less than 5 or the greater number that may have been determined under bylaw 25 (2).
- 45 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

#### **Part 8 — Seal**

- 46 The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
- 47 The common seal must be affixed only when authorized by a resolution of the 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**

- 48 In order to carry out the purposes of the society the 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.
- 49 A debenture must not be issued without the authorization of a special resolution.
- 50 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

#### **Part 10 Auditor**

- 51 This Part applies only if the society is required or has resolved to have an auditor.
- 52 The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
- 53 At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

- 54 An auditor may be removed by ordinary resolution.
- 55 An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 56 A director or employee of the society must not be its auditor.
- 57 The auditor may attend general meetings.

#### **Part 11 Notices to Members**

58 revised June 15, 2006

A notice may be given to a member either personally, by letter-mail to their registered postal address, or by an email message sent with a "request read receipt" to the member's registered email address. The member's "verified receipt" reply is sufficient to prove the notice was properly delivered.

59 A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

60

(1) revised June 15, 2006

Notice of a general meeting must be provided to all members giving 15 days notice of such meeting to

- (a) every member shown on the register of members on the day notice is given, and
- (b) the auditor, if Part 10 applies.

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

#### **Part 12 Bylaws**

61 revised June 15, 2006

On payment of the registration fee (same amount as the membership fee), each applicant is entitled to receive without charge a membership docket which includes the constitution and bylaws of the society, the society's statement of faith and code of ethics, and a membership application form. If an application is not approved, the registration fee will be refunded within 30 days of the Board's decision.

62 revised June 15, 2006

This constitution and these bylaws must not be altered or added to except by special resolution passed by at least a 75% majority vote of the members present at an annual or extraordinary general meeting.