

*THE SOCIETY ACT  
OF  
KUU-US CRISIS LINE SOCIETY  
CONSTITUTION*

- 1) **The name of the Society is, KUU-US CRISIS LINE SOCIETY.**

**PURPOSES**

- 2) **The purposes of the Society shall be:**

- A) To provide an anonymous telephone crisis intervention to aboriginal people throughout the province of British Columbia. Outreach service is available to Port Alberni and surrounding areas based on availability.
- B) To encourage public participation in the delivery of crisis and support services;
- C) To promote and to encourage the concept of crisis intervention, prevention and education.
- D) To develop and administer programs to staff in the field of crisis intervention;
- E) To make the Society's training programs and personnel available to groups, organizations, and others who are engaged in the provision of social services;
- G) To provide affordable housing to aboriginal peoples. This is unalterable.
- H) To provide assistance to those homeless or at risk of homelessness by establishing programs and projects that support this target population consisting of adult housing, advocacy, and street outreach workers.

**3 Not For Profit**

The activities and purposes of the Society shall be carried on without purpose of gain for its members and any income, profit or other accretions to the society shall be used in promoting the purposes of the Society. No member of the society shall except for repayment of authorized expenses incurred on the Behalf of the society receive any of the income of the society. This provision is unalterable.

**4 Dissolutionment**

The KUU-US Crisis Line society upon dissolving will distribute assets incurred to an appropriate society dealing with the same service format. Any additional finances remaining will be given back to the organizations in respect of their donation. KUU-US Crisis Line will inform all donators if the organization has to dissolve within one months notice and have audits done within one months notice and have audits done within that month. All donators must understand that the to be fair to all. we will distribute remaining funds equally to all donators depending on the amounts donated. This provision is unalterable.

## **BY-LAWS**

### **1 Head Office**

The head office of the Society shall be in the city of Port Alberni, in the Province of British Columbia, and at a place there as the Board of directors (called the "Board") may from time to time determine.

### **2 Membership**

#### **A) Membership Status**

- 1) All members, directors and volunteers must be security cleared within 2 months of acceptance to the organization in the capacity that they are assisting with. This also includes any person(s) that have direct contact with the organization providing internal services for the society, should their assistance extend for a period of time that the board feels it necessary that clearance be needed. Any issues regarding the outcome of security clearances will be dealt with by the board.
- 2) The membership year shall be from April 1st of the current calendar year through to and including March 31st, of the next calendar year.
- 3) The membership fee is \$2.00 per membership year and there shall be no prorating of the fee. Applicants for membership shall submit an application in the form annexed hereto as to the by-laws of the Society to the Board.
- 4) Applicants for membership shall submit to a criminal record search.
- 5) It shall be within the sole discretion of the Board whether or not to approve an applicant for membership. In the event that the applicant is accepted for membership, the annual membership fee shall be payable to the Society fore with and no later than ten days after the prospective member receives written notification of the Boards decision.
- 6) A member shall be deemed to be in good standing if he or she paid his or her membership fee for the current year, as well as keeping in accordance with the by-laws of the society.
- 7) There shall be no dues or fees payable to members except such if any shall from time to time be fixed by the board, which vote shall become effective only when confirmed by a vote of the members at an AGM or special general meeting called for that purpose.
- 8) The secretary shall notify the members of the dues or fees at any time payable by them and, if any are not paid within thirty (30) days of the date of such notice, a member in default shall thereupon automatically cease to be a member of the society; but any such member may, on payment of all unpaid dues or fees be re-instated upon approval of the board.
- 9) Any information based on confidentiality asked to the membership will be addressed to the Board of Directors who will then respond accordingly.

#### **B) Termination of Membership**

- 1) A member may withdraw from the Society upon providing the Board with ten (10) days written notice.
- 2) In the event that a member;
  - a) Is convicted of a criminal offense that may be deemed by the board improper or unbecoming (he/ herself) status of the society;
  - b) Conducts him/herself in manner or does or omits to do anything which is likely to be detrimental to the interests or reputation deemed by the society or
  - c) Commits a breach of the Constitution, by-laws or policy directives of the society; the board may suspend expel a member by a vote of two thirds (2/3) of those present at the meeting called for that purpose.
- 3) A member may be dismissed from the society by either the Executive Director or whomever has the delegation of authority. Whomever has the authority must have in writing for the board of directors why the member was dismissed from the society. The board of directors will discuss the matter and either standby whomever has authority or against decision depending on severity of discrimination against society rules and regulations.
- 4) A member is entitled to make written or oral submissions to the Executive Director who will ensure notification of said submissions to the Board concerning the suspension or termination of his/her membership

**C) Meeting of the Membership**

- 1) The first annual general meeting shall be held at Port Alberni no later than June 30<sup>th</sup> of each year and subsequent annual general meetings shall be held between April 1<sup>st</sup>-June 30<sup>th</sup>. Meetings are to be in such place and time as maybe determined by the board.
- 2) Notice of the annual general meetings shall be provided by the secretary to the members of the society least twenty (20) days prior to the meeting. The secretary shall provide the members with notice of the time, date and place of the annual general meeting, an agenda of the business meeting and a copy of all nomination forms received in accordance with paragraph 3 a) (3) of these by-laws at least twenty (20) days prior to the holding of the annual general meeting. Notice shall be given by regular mail and shall be deemed to have been received by the member five (5) days after posting.
- 3) Business of the annual general meeting shall include;
  - a) Presentation of financial statements
  - b) Board of Directors report
  - c) Executive Directors report
  - d) Nomination and election of the next years board.
- 4) The board may convene a special meeting of the membership upon provision of al least fourteen (14) days written notice to the membership. Written notice may be given by regular mail and shall be deemed to have been received by the member five (5) days after posting.
- 5) A simple majority of the membership of the society shall constitute quorum at the annual general meeting or any special meeting but shall be never less than 3 persons.
- 6) Upon the request of at least ten (10) percent of the membership, the board shall convene a special meeting of the membership in accordance with paragraph 2(C) (4) of the by-laws.
- 7) All meetings of the membership of the society shall be held within the regional district of Port Alberni.

**(D) Voting**

- 1) Except as provided in paragraph 2(d) (4), a member shall be entitled to one (1) vote at the annual general meeting or any special meeting of the membership.
- 2) Every member entitled to vote at meetings of the membership may appoint a proxy (who must be a member in good standing of the society) to attend meetings of members and to exercise at such meetings all the powers of the member she/he represents. Proxies shall be in writing and in such form as the Board of Directors from time to time prescribes or as the Chairperson of the meeting will accept. A proxy shall be valid only for one meeting and adjournment thereof.
- 3) All resolutions, except with respect to the election of the Board shall be voted upon by show of hands. The board shall be elected by ballot vote.
- 4) The chairperson shall not be entitled to vote unless there is an inequality of votes, in which case the chairperson shall have casting votes. The chairperson shall not be entitled to a casting vote with respect to the election of the board.

**3 The Board of Directors**

**a) Nomination and election of directors**

- 1) All members who have been in good standing for at least one (1) month preceding the date of annual general meeting are eligible for nomination to the Board. The nomination must be seconded by an existing board of director. The qualification for director shall cease to be a member of the society.
- 2) Nominations for the position of directors shall be submitted to the office hereto as to the by-laws of the society at least 30 days prior to the annual general meeting. Any member who has been in good standing for six (6) months may nominate a director, which nomination must be seconded and must be accompanied by a biographical sketch of the nominee.

**b) Meetings of the Board**

- 1) A simple majority of directors shall constitute a board meeting.
- 2) At their first meeting, the directors shall elect from among their members, a chairperson and a co-chairperson.
- 3) All directors shall serve until their respective successors are duly elected, appointed, or otherwise designated in accordance with the Constitution and the by-laws of the society. Notwithstanding the foregoing, all directors are eligible for election.
- 4) No formal notice of any meeting of the board is necessary if all the directors are present and consent to a meeting being held at the time or if those absent have signified their consent to the meetings being held in their absence.
- 5) The office administrator shall call a meeting of the board upon the request of a director or executive director.
- 6) Such a meeting shall be at the same time each month and the office administrator will provide seven (7) days notice prior to the meeting.
- 7) An emergency meeting of the board may be convened by any board member upon two (2) days written or oral notice to the directors. Any meeting held without this timeline unless agreed upon by all board members would be considered unbinding. It must be proven that all board members were contacted to attend.
- 8) A resolution in writing signed by all the directors personally shall be valid and as effective as if it had been passed at the meeting duly called and constituted.
- 9) All acts done by the directors shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any of them, be as valid as if every such person had been duly appointed and was a qualified director.

**4) Resignation or termination of directors**

- 1) The office of director of the society shall be vacated if the director:
  - i) becomes of unsound mind
  - ii) resigns office by providing ten (10) days written notice to the society — or
  - iii) has been absent, without being excused by resolution of the board, from three (3) consecutive board meetings.
- 2) The members may, by resolution passed by at least two (2/3) of votes cast at a general meeting at which notice specifying the intention to pass the resolution has been given, to remove any director before the expiration of the directors term of office and may, by majority votes, elect any qualified person in the stead of such director for he remainder of the term.
- 3) Vacancy on the board, however caused, may, so long as a quorum of directors remain in office, be filled by the board among the members of the society if they see fit to do so, otherwise the vacancy shall be filled at the next annual general meting; but if there is not a quorum of directors, the remaining directors shall forth with call a meeting of the members to fill the vacancy.

**d) Powers of Directors**

- 1) The society shall be managed by a board to consist of not less than five (5) or more than ten (10), plus the Executive Director, and the signatories shall be deemed approved by the directors of the society, and had and exercise all rights and powers as if they had been elected at an annual general meeting of the society.
- 2) Licenses, contracts and engagements on behalf of the society shall be signed by either the president or a vice president and by the secretary.
- 3) Contracts in the ordinary course of the societies operations may be entered into behalf of the society by any two (2) of the president, vice-president the secretary or the treasurer, the manager or by any persons authorized by the board.
- 4) In spite of any provisions to the contrary contained in the by-laws of the society, the board may at any time by resolution, direct the manner in which the person or persons by whom any particular instrument, contract or obligation of the society may or shall be executed.
- 5) The board may add additional duties to any director or officer or transfer duties among the directors or officers.
- 6) The board may bond, at the societies expense, any member or employee handling any of the funds of the society as they may decide.
- 7) For the purpose of carrying out the objects of the society, the directors may borrow, raise or secure the payment of money in such a manner as they see fit and in particular by the issue of debentures; provided debentures shall not be issued without the sanction of an special resolution.
- 8) The board may appoint such committees as it considers advisable.

e) **Remuneration of Directors**

The directors shall receive no remuneration for acting as directors but shall be entitled to compensation for any authorized expenses incurred by them upon proof of such expenses.

f) **Indemnification of Directors and Officers**

Subject to the society act, all directors or officers and their heirs, executors and administrators, and estate and effects, respectively shall at all times be indemnified out of the funds of the society from;

1) All costs whatsoever that the person incurs in any proceeding that is brought against the person for anything whatsoever, made, done or permitted by the person in the execution of the duties of the office;

2) All other costs that the person incurs in relation to the affairs of the society, except the costs occasioned by the persons own willful neglect.

4. Officers of the society

a) There shall be a chairperson , a vicechairperson and an secretary/treasurer (Executive Director or nominated board member)and such other officers to the board may determine from time to time. No person may hold more than one office (except for the office of secretary/treasurer). All the officers shall be elected by the board from among their number as the first meeting of the board after each election of directors. Provided that in default of such election, then incumbance, being members of the board, shall hold office until their successors are elected. Any other officers of the society and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the board. The election of officers would occur at the first meeting after the AGM.

b) Duties of the treasurer (Executive Director/board member) shall be;

i) keep full and accurate accounts of all receipts and disbursements of the society and proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the society in such bank or banks as may from time to time be designated by the board.

ii) Disburse the funds of the society under the direction of the board.

iii) render to the board at its regular meeting or when required an account of all transactions of treasurer and of the financial position of the society.

iv) prepare any accounting, auditing, reporting, listing, financial statistics, budget preparation, fundraising, monetary allocations, as shall be directed by the board.

v) perform such other duties as may from time to time be determined by the board.

vi) attend any regular, special, executive and annual meetings.

c) Duties of the Secretary

The secretary shall be the clerk of the board who shall;

i) attend all meetings of the board and record all facts and minutes of all proceedings and the books kept for the purposes.

ii) give all notices required to be given to members and directors.

iii) be the custodian of all books, paper records, contracts and other documents belonging to the society which shall be delivered up only when authorized by resolution of the board and to such person or persons as may be named in the resolution.

iv) maintain a current membership list with the name and address of each member.

v) perform such other duties as may from time to time be determined by the board.

d) Duties of the Chairperson and the Vice Chairperson

The duties of the chairperson and the co-chairperson shall;

i) when present, preside at all meetings of the society and the board

ii) subject to the authority of the board, have general supervision of the affairs and business of the society.

iii) with the secretary, or other officers appointed by the board for that purpose, sign all by-laws.

iv) be, ex-officio, a member of all committees

v) perform such other duties as may from time to time be determined by the board.

2) During the absence or inability of the chairperson, the chairperson's duties or powers may be exercised by the co-chairperson or such other directors as the board may from time to time or such other director shall exercise any such duty or power, the absence or inability of the chairperson shall be presumed with reference to it.

e) Duties of other Officers

The duties of all other officers of the society shall be such as the terms of their engagement call for or the board requires of them. This involves

5 Executive Director

1) The board may from time to time appoint or hire a person with the authority to manage and direct the business and offices of the society (except for the matters and duties as must by law be transacted and performed by the board or by the members). The Executive Director shall report on the affairs of the society as may be required from time to time by the board.

6 Books of Account

1) The directors shall see that all necessary books and records of the society required by the by-laws of the society or by an applicable statute of law are regularly kept.

7 Fiscal year

1) The fiscal year of the society shall terminate on March 31st of each year.

8 Seal

The seal of the society may be affixed to any instrument in the presence of the chairperson and the secretary or alternately in the presence of such other officer or officers as the board may from time to time by resolution direct, and such officers shall sign every instrument to which the seal of the society is affixed in their presence.

9 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 power of such person or persons to any other person or persons.

10 Cheques

All cheques shall be signed by the designated signing officers, but the Executive Director may endorse notes or cheques for deposit with the societies bankers for a credit of the society, and may receive all paid cheques and vouchers and sign all forms in connection with the same.

11) Error of Omission in Notice

No error or omission in giving notice of any annual general meeting society shall invalidate the meeting or make void any proceeding taken at it, and any member may at any time waive notice of any of these meetings and may ratify any proceeding of the meeting. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address or any member director, or officer shall be at the persons last address recorded on the books of the society.

12) Powers of Committees

No committee shall have the power to act for or on behalf of the society or otherwise commit or bind the society to any course of action. A committee shall only have the power to make recommendations to the board or to the members as the board may from time to time direct.

13) Membership On Committees

Membership of committees shall be appointed by and hold office at the pleasure of the board.

14) Amendments

The members, by resolution, amend, repeal or re-enact any by-laws of the society. At least 75% of those members present at a meeting is required to pass a special resolution to change the societies constitution or by-laws.

NUMBER: S-30928



*SOCIETY ACT*

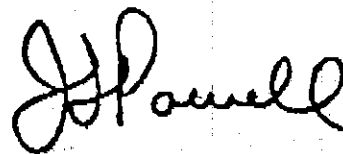
CANADA  
PROVINCE OF BRITISH COLUMBIA

**CERTIFICATE OF INCORPORATION**

*I Hereby Certify that*  
**KUU-US CRISIS LINE SOCIETY**

has this day been incorporated under the *Society Act*

*Issued under my hand at Victoria, British Columbia*  
*on August 16, 1993*

A handwritten signature in cursive script, reading "J. Powell".

JOHN S. POWELL  
*Registrar of Companies*

