

BY - LAWS

BRITISH COLUMBIA CRIME PREVENTION ASSOCIATION

ARTICLE I - CORPORATE STRUCTURE AND SEAL

- 1.1** The **British Columbia Crime Prevention Association** is a Society incorporated under The Society Act of the Province of British Columbia.

REGISTERED ADDRESS

- 1.2** The registered address of The Association shall be in such a location as designated from time to time by 2/3 majority resolution of the Board.

SEAL

- 1.3** The Directors may provide a common seal for The Association and they shall have the power, from time to time, to destroy it and substitute a new seal in place of the seal destroyed.
- 1.4** The common seal shall be affixed only when authorized by a resolution of the Board and then only when in the presence of the signatory prescribed in the resolution or, if no signatory is prescribed, in the presence of the President and a second signing officer.
- 1.5** The seal of The Association shall be kept at the registered office of The Association or in the care of such officer as the Board determines.

SIGNING OF DOCUMENTS

- 1.6** All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by any two (2) of five (5) signing officers as designated by resolution of the Board.
- 1.7** Contracts, documents or instruments in writing, (other than those referred to in Section 1.6), requiring the signature of The Association, will be signed according to policy. All contracts, documents and instruments in writing so signed shall be binding upon The Association without any further authorization or formality.

ARTICLE II - MEMBERSHIP

MEMBERS OF THE ASSOCIATION

2.1 Voting Members of The Association shall be:

Those members in good standing according to these by-laws and whose membership began or was in good standing more than ninety (90) days prior to the Annual General Meeting.

2.2 Each designated voting Member of The Association shall be entitled to one vote.

2.3 All members are in good standing except any member who fails to pay any subscription or debt due and owing by him to The Association and he is not in good standing so long as the debt remains unpaid.

2.4 Categories of membership shall be determined from time to time by resolution of the Board.

2.5 Annual membership dues shall be determined at the Annual General Meeting of The Association.

TERMINATION OF MEMBERSHIP

2.7 Membership in The Association shall cease:

- (a) by mailing or delivering his resignation in writing to the Secretary/Treasurer of The Association at the registered address of the Association; or
- (b) on his death or, in the case of an entity, on dissolution; or
- (c) by failure to pay annual membership dues on or before March 31 of the year in which the membership dues are payable.

EXPULSION OF MEMBERS

2.8 Expulsion of Members

- (a) If a Member behaves in such a way as to reduce the ability of The Association to achieve its purpose or mission, that Member may be expelled by a resolution passed by not less than a 2/3 majority resolution at a Directors meeting called for that purpose.
- (b) A Member who is the subject of a proposed resolution for expulsion shall be given an opportunity to be heard at the Directors meeting before the special resolution is put to a vote.
- (c) Such Member shall be notified by double-registered mail that their

membership is in question.

ARTICLE III - BOARD OF DIRECTORS

STRUCTURE

- 3.1** The Board of The Association shall be the governing body of The Association.
- 3.2** (a) The Directors may exercise all such powers and shall perform all such duties as The Association may exercise and perform, or as required to be exercised and performed in General Meeting, subject to the provisions of:
- (i) all laws affecting The Association,
 - (ii) these by-laws, and
 - (iii) policy and procedures, not being inconsistent with these by-laws, which are made from time to time by the Directors.
- (b) No by-law or resolution made by The Association in General Meeting invalidates a prior act of the Directors that would have been valid if that by-law or resolution had not been made.
- 3.3** (a) The Board shall be comprised of:
- (i) maximum of 15 elected Directors who carry one vote each;
 - (ii) the Past President who carries one vote;
 - (iii) the Executive Director (if so employed) who is non-voting;
 - (iv) ex officio non-voting advisors; and
 - (v) ex officio non-voting Regional Associate Directors who may be appointed by a 2/3 majority resolution of the Board for a one-year term.
- (b) There shall be an equivalent number of police to non-police representatives and in any event there shall be no more than eight police or non-police representatives on the Board.
- (c) At no time shall there be more than one Director who is a sworn police member from any one municipal police department or any one Royal Canadian Mounted Police detachment unless passed by special resolution of the Members.
- (d) The President, First Vice-President, Second Vice-President and Secretary/Treasurer shall be elected by majority vote by the Directors after

the Annual General Meeting of the membership and prior to the first scheduled Directors meeting for the year.

- (e) The President, First Vice-President, Second Vice-President, and Secretary/Treasurer shall be the Officers of The Association.
- (f) An Officer must be a Director and ceases to be an Officer when he ceases to be a Director.

AIMS AND DUTIES

- 3.4** The aims of the Board of The Association are to oversee the business of The Association as outlined by the Constitution and governed by Policy.

NOMINATING PROCEDURE

- 3.5** A Nominating Committee shall be appointed by the Board and shall consist of not less than one (1) Member of the Board and such individuals as the Board appoints.
- 3.6** If a member of the Nominating Committee stands for election to a position on the Board, that person will resign from the Nominating Committee. The Board will appoint a replacement.
- 3.7** The nominating procedure shall be as follows:
- (a) The Nominating Committee will issue a call for nominations not less than three (3) months prior to the Annual General Meeting of the Members of The Association.
 - (b) The Nominating Committee will compile a list of nominees and report to the Board of Directors not less than one (1) month prior to the Annual General Meeting of the Members of The Association.
- 3.8** No person who is presently employed by or is under contract with The Association, or has been employed by or was under contract with the Association during the twelve (12) months preceding the election, may be nominated for a position on the Board.

ELECTIONS FOR BOARD OF DIRECTORS

- 3.9** (a) The Directors shall retire at the expiration of their term, at which time their successors will be elected.
- (b) A Director shall be elected at the Annual General Meeting for one term, with half the Directors retiring from office each year.

- (c) A Nominee must be a member in good standing of BC Crime Prevention Association and must have been a member for 90 days prior to being nominated.
 - (d) The Chair will ask the membership to appoint Scrutineers and Tellers. The Scrutineer will report the results of the election to the Chair, and the Chair will announce the results to the membership.
- 3.10** A term of office shall start immediately following the Annual General Meeting of the Members of The Association, subject to the Director-elect signing the Directors Letter of Agreement and the Confidentiality Agreement.

ELECTIONS PROCEDURE

- 3.11** Election for all Directors shall be by one ballot.
- 3.12** Elections shall be by secret ballot unless there are an equal number of candidates and vacant positions, at which time the candidates shall be declared elected by acclamation.
- 3.13** In the event of a tie vote, the Scrutineer shall advise the Chair of The Annual General Meeting of the tie vote and the Chair will instruct the Members to vote again.

APPOINTMENTS TO FILL A VACANCY

- 3.14** If there is a vacancy on the Board, the Board may appoint a person to fill that position for the remainder of the term. The appointee must become a Member of the Association, sign the Directors Letter of Agreement and the Confidentiality Agreement.
- 3.15** Such a Director will exercise such powers and authority and perform such duties as may from time to time be prescribed by the Board.
- 3.16** No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

ARTICLE IV - COMMITTEES

- 4.1** Committees may be appointed by the Board.
- 4.2** Each such committee shall be chaired by a Member of the Board.
- 4.3** Terms of Reference defining the responsibilities, authority and reporting procedures of each committee shall be provided by the Board.

- 4.4 Pre-authorized expenses incurred in the performance of the defined duties of each such committee shall be reimbursed, according to Policy, by The Association.

ARTICLE V - REMUNERATION OF DIRECTORS

- 5.1 No Director shall be remunerated for being or acting as a Director, but a Director may be reimbursed according to Policy for expenses necessarily and reasonably incurred by him while engaged in the affairs of The Association.

ARTICLE VI - CONFLICT OF INTEREST

- 6.1 Directors and Members of Committees are required to declare, to the Board or Committee, a conflict of interest or potential conflict of interest and will refrain from voting on resolutions concerning the conflict.
- 6.2 The Board may set, from time to time, conflict of interest guidelines.

ARTICLE VII - FOR PROTECTION OF DIRECTORS, ETC

- 7.1 Except as otherwise provided in the Act, no Director of The Association shall be liable for the acts, receipts, neglects or defaults of a Director, Officer or employee, or for any loss, damage or misfortune whatever which may happen in the execution of duties of his or her respective office or trust or in relation thereto unless the same happens by or through his or her own willful neglect or default.
- 7.2 The Directors of The Association shall not be under any duty or responsibility in respect of any contract, act or transaction, whether or not made, done, or entered into in the name or on behalf of The Association, except such as have been submitted to and authorized by the Board.
- 7.3 Every Director of The Association or other person who has undertaken or is about to undertake any liability on behalf of The Association and their heirs, executors and administrators, and estate and effects, respectively, shall be indemnified and saved harmless out of the funds of The Association, from and against:
- (a) all costs, charges and expenses whatsoever which such Director or other person sustains or incurs, or any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability; and
 - (b) all other costs, charges and expenses sustained or incurred in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

ARTICLE VIII - MEETINGS OF DIRECTORS

- 8.1** The Directors of The Association shall meet not less than four times each fiscal year at such time and locations as may be determined by the Board.
- 8.2** The President, on the requisition of a majority of the Directors then in office shall convene a meeting of the Directors without delay.
- 8.3** Where all Directors consent, a Director may participate in a meeting of the Directors by telephone or any other communication medium that permits all persons participating in the meeting to communicate with each other.
- 8.4** The Directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be a majority of the Directors then in office.
- 8.5** Seventy-two (72) hours written notice of each meeting of the Directors shall be given by the President of The Association to each Director by post or electronic means.
- 8.6** Robert's Rules of Order (latest edition) will guide the conduct of the Directors at all meetings.
- 8.7** Each Director shall have one (1) vote at meetings of the Directors of The Association.

ARTICLE IX - MEETINGS OF MEMBERS

- 9.1** General Meetings of The Association shall be held at such time and place in accordance with The Society Act, as the Directors decide.
- 9.2** The Directors, on the requisition of 10% or more of the voting members of The Association, shall convene a general meeting of The Association without delay. The requisition shall
 - (a) state the purpose of the general meeting;
 - (b) be signed by the requisitionists; and
 - (c) be delivered or sent by registered mail to the registered address of The Association, and may consist of several documents in similar form each signed by one or more requisitionist.
- 9.3** An Annual General Meeting shall be held at least once every calendar year and not more than fifteen (15) months after the holding of the last preceding Annual General Meeting.

- 9.4** Every General Meeting, other than an Annual General Meeting, is an extraordinary General Meeting. The Directors may, whenever they think fit, convene an extraordinary General Meeting.
- 9.5** (a) One month written notice of each meeting of the Members shall be given by the President of The Association to each registered voting Member via post or electronic means.
- (b) Such notice of a General Meeting shall specify the place, the day and the hour of a meeting, and in the case of special business, the general nature of the business.
- (c) 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.
- 9.6** A quorum for a meeting of the Members of The Association shall be the number of voting Members present, that number not to be fewer than twenty-five (25).

PROCEEDINGS AT GENERAL MEETINGS

- 9.7** Robert's Rules of order (latest edition) will guide the conduct of Members at all meetings.
- 9.8** (a) All business that is transacted at an Annual General Meeting includes:
- (i) the consideration of the financial statements,
 - (ii) the report of the Directors,
 - (iii) the report of the auditor, if any,
 - (iv) the election of Directors,
 - (v) the appointment of the auditor, if required,
 - (vi) such other business as, under these by-laws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting, and
 - (vii) special business.
- (b) All business at an extraordinary General Meeting is special business.
- 9.9** Subject to by-law 9.11, the President of The Association, the First Vice-President, the Second Vice-President or, in the absence of all three, one of the other Directors present, shall preside as Chairman of a General Meeting.
- 9.10** If at a General Meeting:

- (a) there is no President, First Vice-President, Second Vice-President or other Director present within fifteen (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 Chairman, the Members present shall appoint a Chairman.
- 9.11**
- (a) A General Meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (b) When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting per Paragraph 9.5(b).
 - (c) Except as provided in this by-law, it is not necessary to give notice of adjournment or of the business to be transacted as an adjourned General Meeting.
- 9.12**
- (a) The Chairman of a meeting may move or propose a resolution.
 - (b) In case of an equality of votes, the Chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a Member, and the proposed resolution shall not pass.
- 9.13**
- (a) A Member in good standing present at a meeting is entitled to one vote.
 - (b) Voting is by a show of hands, unless the Members otherwise decide.

BY-LAWS

- 9.14** On request, a Member shall be provided with a copy of the Constitution and By-laws of The Association.
- 9.15** Amendments to the By-laws of The Association may only be made by 2/3 majority of all votes cast at the Annual General Meeting with the exception of those changes permitted by Paragraph 9.17(c).
- 9.16** Written notice of proposed amendments shall be sent to the voting Members of The Association not less than 30 days prior to the Annual General Meeting.
- 9.17**
- (a) A by-law passed by the Board may be repealed, amended, varied or otherwise dealt with by The Association, at any General Meeting or at a Special Meeting called for the purpose.
 - (b) When, as provided by the Act, a By-law has been passed, amended or

deleted by the Board, the Board shall:

- (i) set an effective date; and
 - (ii) cause notice of such change to be mailed to Members within twenty-one days of the effective date.
- (c) The Board shall have the power and authority to make changes to any By-law or Rule relating to grammar, spelling, punctuation, or phrasing as the Board at its discretion deems necessary, provided that such changes shall not in any way affect the substantial meaning or intent of such By-laws or Rules.

ARTICLE X – FINANCIAL RECORDS

- 10.1** The fiscal year end of The Association shall be March 31.
- 10.2** The Association will keep proper accounting records in respect of all its financial and other transactions.
- 10.3** Without limiting Paragraph 102, The Association will keep records of the following:
- (a) All money received and disbursed by The Association and the matter in respect of which the receipt and disbursement took place;
 - (b) Every asset and liability of the society;
 - (c) Every other transaction affecting the financial position of The Association.
- 10.4** The accounting records shall be kept at the Registered Address of The Association.

ARTICLE XI - BORROWING

- 11.1** In order to carry out the purposes of The Association, the Directors may, on behalf of and in the name of The Association, raise or secure the payment or repayment of money in such a manner as they decide by 2/3 majority resolution at a meeting of the Directors.
- 11.2** In particular, but without limiting the generality of Paragraph 11.1, by the issue of debentures. No debenture shall be issued without the sanction of a special resolution passed by a 2/3 majority of the Members.
- 11.3** The Members may by special resolution restrict the borrowing powers of the Directors, but a restriction so imposed expires at the next Annual General Meeting.

ARTICLE XII - LENDING

12.1 The Directors may, on behalf of and in the name of The Association, lend money in such a manner as they decide, and in accordance with policy, by sanction of a resolution passed by a 2/3 majority at a meeting of the Directors.

ARTICLE XIII AUDITOR

- 13.1** This part applies only where The Association is required or has resolved to have an Auditor.
- 13.2** At each Annual General Meeting The Association shall appoint an Auditor by 2/3 resolution to hold office until the next Annual General Meeting.
- 13.3** The Board shall have the power to fill all vacancies occurring in the office of Auditor.
- 13.4** An Auditor may be removed by ordinary resolution.
- 13.5** An Auditor shall be informed forthwith in writing of appointment or removal.
- 13.6** No Director or employee of The Association shall be Auditor.
- 13.7** The Auditor may attend Annual General Meetings.

ARTICLE XIV – DISSOLUTION

14.1 In the event of winding up or dissolution of The Association, funds and assets of The Association remaining after the satisfaction of its debts and liabilities shall be given or transferred to an organization(s) with similar crime prevention or community safety purposes to The Association as may be determined by the members of The Association at the time of winding up or dissolution. Such organization(s) shall be a charitable organization as prescribed by the Constitution and further shall operate within the province of British Columbia.

ARTICLE XV – DUTIES OF DIRECTORS

- 15.1** To attend meetings of the Directors and perform such duties as assigned by the Officers to promote the aims and objectives of The Association.

ARTICLE XVI – DUTIES OF REGIONAL ASSOCIATE DIRECTORS

- 16.1** Regional Associate Directors represent The Association within their geographic region and perform such duties as assigned by the Officers to promote the aims and objectives of The Association.

ARTICLE XVII - DUTIES OF OFFICERS

- 17.1** The President shall preside at all meetings of the Members and Directors unless the Members or Directors otherwise decide.
- 17.2** The First Vice-President shall carry out the duties of the President during his absence.
- 17.3** The Second Vice-President shall carry out the duties of the First Vice-President in his absence.
- 17.4** The Secretary/Treasurer shall:
- (a)** assure that financial records, including books of account, as necessary to comply with The Society Act, Income Tax Act of Canada and any other fiduciary responsibilities are kept;
 - (b)** assure that financial statements are made available to the Directors, Members and others when required;
 - (c)** assure notice of meetings of Members and Directors is issued;
 - (d)** assure accurate and complete minutes of all meetings of Members and Directors are kept;
 - (e)** assure the register of Members is maintained; and
 - (f)** assure all forms are filed as required by The Society Act.

ARTICLE XVIII - INTERPRETATION

18.1 In these By-laws, unless the context otherwise requires,

- (a)** "The Association" means the British Columbia Crime Prevention Association.
- (b)** "Director" means a Director of The Association for the time being;
- (c)** "Board" means the Board of Directors of The Association for the time being;
- (d)** "The Society Act" means The Society Act of the Province of British Columbia from time to time in force and all amendments to it;
- (d)** "registered address" of a member means his address as recorded in the register of members;
- (e)** "term" means a period not exceeding two (2) years.

18.2 The definitions in The Society Act on the date these By-laws become effective apply to these By-laws.

18.3 Words importing the singular include the plural and vice versa; and words importing a male person include a female person and an entity.