

SOCIETY ACT

CONSTITUTION

- 1:0 The name of the Society is “Vancouver Aboriginal Community Policing Centre Society”
- 2:0 The purposes of the Society are:
- 2:1 To reduce the over-representation of Aboriginal people in at-risk and criminal circumstances, especially the most vulnerable persons.
- 2:2 To build community support and participation for community policing and safety issues.
- Through
- 2:3 Offering advocacy, victim assistance, referrals, education, awareness and culturally relevant programs that promote crime prevention and safety.
- 2:4 Following an Aboriginal code of ethics in all decisions affecting the society.
- 2:5 Establishing culturally sensitive prevention and diversion programs.
- 2:6 Enhancing related community services and resources by building partnerships with Aboriginal and non-Aboriginal organizations and services that complement the overall goals of the society.
- 2:7 Fundraising and securing resources through all levels of government, the private sector and foundations, to maintain, improve and enhance programming.
- 2:8 Acting as a liaison with law enforcement agencies and professionals within the criminal justice system.
- 3:0 It is an unalterable provision of this constitution that in the event of the dissolution of the society, funds and assets of the society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such other organization or organizations concerned with the same goals and objectives as this society, provided that any organization referred to in this paragraph shall be a charitable trust in Canada as defined by the Income Tax Act of Canada or regulations made pursuant to the said Income Tax Act.
- 3:1 It is an unalterable provision of this constitution that society activities shall be carried on without purpose or gain for its members, and any profits or other accretions to the society shall be used strictly for the purposes, activities and promotion of the society.

By-Laws

Part 1- Interpretation

In these by-laws:

1. "Society" means: Vancouver Aboriginal Community Policing Centre Society;
2. "Directors" means the directors of the society for the time being;
3. Special resolution means a resolution that:
 - (A) Has been circulated in writing among all members of the society at least fourteen (14) days prior to the meeting where the resolution is to be considered, together with a notice stating that the proposed resolution is a special resolution and setting out the time, place and location of the meeting where it is proposed that the resolution be passed and
 - (B) Has been passed at a general meeting of the society by a majority of not less than seventy-five (75%) of the votes of those members of the society present.

Part 2-Membership

4. The members of the society are the applicants for incorporation of the society, and those persons who subsequently have become members in accordance with these by-laws and in either case, have not ceased to be members.
5. All voting members of the society must be nineteen (19) years of age or older and must be a resident of the Greater Vancouver Regional District.
6. (A) Any person of Aboriginal descent, as defined in the 1982 Canadian Constitution Act, may apply to the directors for membership in the society, and on approval by the directors and payment of the annual membership dues as provided herein, shall be a member of the society.
(B) Any person desiring to become a member or associate member of the society shall submit an application to the secretary in the form approved by the board of directors, together with such evidence as the directors may require of the applicant and with payment of the annual membership fees.
(C) One is required to be a member in good standing of the society for a period of sixty (60) days to have voting rights at the annual general meeting or for the passing of any special resolutions.
(D) The onus is on the members and associate members to ensure their current address is on record with the society.
7. Associate membership shall be available to all persons of non- Aboriginal decent provided that person supports the objectives of the society, pays the annual associate membership fees and the application has been approved by the board of directors.

An associate member may not vote or be a director, but shall be entitled to attend meetings, speak at meetings and receive information delivered to members. The number of associate members of the society shall not exceed twenty (20%) percent.

8. Honorary membership may be conferred by the members of the society in attendance at the annual general meeting. Candidates for honorary membership will be nominated by the executive of the board of directors and will be voted on by the society's membership. Honorary members shall not have voting privileges but shall be entitled to attend meetings, speak at meetings and receive information which is delivered to full members.

9. The amount of the first annual membership dues must be determined by the directors and after that the annual dues must be determined at the annual general meeting of the society.

10. All members are in good standing except a member who has failed to pay their annual membership fees or other subscription or debt due to or owing by him or her to the society.

11. All full members in good standing at a meeting shall have only (1) vote, except the chairperson, who shall vote only in the event of a tie. However, if the chairperson abstains from voting in the event of a tie the motion is defeated.

12. No proxy vote shall be allowed.

13. Every member and every associate member shall uphold the constitution and comply with these by-laws.

14. A person shall cease to be a member of the society:

- (a) By delivering his/her resignation in writing to the secretary of the society or by mailing it or delivering it to the address of the society;
- (b) Upon his/her death or in the case of a corporation on dissolution;
- (c) Upon being expelled;
- (d) Upon having been a member not in good standing for twelve (12) consecutive months.

15. The board of directors of the society shall have power, by vote of seventy five percent (75%) of those present at a duly convened meeting of the board, to expel or suspend any member(s) of the society when the conduct of such members shall be considered by the board of directors of the society to be improper, unbecoming or likely to endanger the welfare, interest or character of the society, or when such a member(s) wilfully commits a breach of the by-laws or rules of the society;

No member shall be expelled or suspended without first having been notified of the reason(s) for the proposed expulsion or suspension against him/her, then given the opportunity to be heard by the board of directors of the society at a meeting of the board of directors to which the member is specifically invited. Such notification shall be sufficient if mailed to the members' last address on the society's record by registered mail at least fourteen (14) days prior to the meeting.

16. Upon withdrawal, expulsion or suspension of any members, such members shall no longer have any rights or privileges appertaining to the society.

Part 3- Meetings of Members

17. The annual general meeting of the society shall be held within ninety (90) calendar days after the end of the fiscal year at such time and place as shall be determined by the board of directors for the election of directors, to receive reports and to transact any other business of the society.

Notice of the annual general meeting shall be sent to all members by regular mail at least fourteen (14) days prior to the meeting.

At the annual general meeting the directors shall place before the members the following items as part of the business of the meeting:

- (A) Financial statements
- (B) Report of Auditors

- (C) President's report
- (D) Appointment of Auditor
- (E) Election of officers

18. General meetings of the society shall be held at a time and place, in accordance with the society's act, decided by the Directors.

19. (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 non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings of that meeting.

20. The membership of the society shall have the authority to call a general meeting of the society subject to by-law 19 whenever ten percent (10%) or more of the voting members of the society requisition the directors.

21. The first annual general meeting of the society shall be held not more than fifteen (15) months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last annual general meeting.

22. Each full member in good standing shall have one (1) vote only, at any election of directors and upon any motion properly put before a meeting of the membership, and no proxy vote is allowed.

23. The quorum for the transaction of business at a general meeting of the society shall be one-quarter of the members in good standing but never less than four (4) members.

Part 4- Proceedings at General Meetings

24. No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a time when quorum is not present.

If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

25. If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, if convened on the requisition of members, the meeting shall be terminated; but in any case, it shall stand adjourned to the same day in the next week, at the time and place and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum.

26. Subject to by-law 27 the president of the society, the vice-president or, in the absence of both, one of the other directors present, shall preside as chairperson of the general meeting.

27. If at a general meeting there is no president, vice-president or other directors present within fifteen (15) minutes after the time appointed for holding the meeting or the president and all the other directors present are unwilling to chair the meeting, the members present shall choose one of their number to be chairperson.

28. 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.

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.

Except as provided in this by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

29. Each resolution proposed at a general meeting must have a mover and a seconder.

The chairperson cannot move or second a motion at a general meeting.

The chairperson shall vote only in the event of a tie vote, and if the chairperson chooses to abstain from voting in the event of a tie, the motion is defeated.

30. Voting on all resolutions and the election of directors shall be exercised by whatever method of voting decided on by the majority of those members present.

31. Only full members in good standing shall be eligible for election into office.

Candidates for office must have a clear majority of total votes cast before being declared elected.

In the event a candidate does not receive a clear majority of the votes cast, the candidate having the lowest number of votes shall be dropped from the voting, and there shall be a re-voting with the remaining candidates; this procedure shall be repeated until such time a candidate does receive a clear majority of the votes cast.

The election of the Board of Directors shall be in the following order: President and six (6) Board of Directors. At all times the President and Directors shall be of North American Aboriginal decent.

The Board of Directors shall appoint a vice president, secretary and a treasurer from its own ranks.

32. The Board of Directors shall consist of seven (7) elected members. The make-up of the Board shall consist of two (2) one-year terms, two (2) two-year terms, and three (3) three-year terms. The annual general meeting shall normally only elect three members to fill vacant seats to constitute the seven-member Board of Directors, but when necessary the membership shall also elect members to fill any other vacant seats. Each elected Director shall be appointed to one of the vacant one, two, or three-year terms as decided by the Board of Directors.

Part 5- Directors and Officers

33. The Board of Directors should strive to be balanced and representative of the community through representation that includes: youth, elders and gender balance:

- (A) Youth representation- under 30 years of age
- (B) Elder representation- defined by wisdom and experience in the community with good and reputable standing
- (C) Gender Balance

34. All Directors must undergo a Criminal Record Check.

35. The Board of Directors, through the President, is responsible for the Coordinator, supporting the decisions and/or guiding the Coordinator in their duties.

36. In order to be nominated as a Board member, a candidate:
(a) Must be a member of the society in good standing as defined in the membership section.
(b) Must submit a letter of intent to offer him or herself as a candidate thirty (30) days prior to the annual general meeting at which the election will take place. This letter of intent must indicate the candidates reason(s) for seeking nomination, the skills and capacities the candidate can bring to the board and the society as a whole, and must have a curriculum vitae attached.

37. The Directors shall exercise all the powers and do all the acts and things the society may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meetings, but subject, nevertheless, to:

- (A) All laws affecting the society,
- (B) These by-laws and
- (C) Rules, not being inconsistent with these by-laws, which are made from time to time by the society in general meetings.

38. No rule, made by the society at any general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

39. The directors shall retire from office at each annual general meeting when their successors shall be elected. However, if no successors are elected the people previously elected or appointed continue to hold office until such election takes place.

40. The directors may at any time and from time to time appoint a full member as a director to fill a vacancy in the board of directors.

A director, so appointed, holds office only until the beginning of the next following annual general meeting of the society, but is eligible for re-election at the meeting.

41. A director shall cease to hold office upon missing two (2) board meetings unless written notice is acceptable to the board of directors prior to the second meeting that the director expects to be absent.

42. Members of the society may by special resolution and subject to these by-laws remove a director before the expiration of his/her term of office.

43. Any member of the board of directors shall be deemed to have vacated his/her position:

- (A) If he/she applies for employment or is employed by the society;
- (B) If he/she is involved in any way or participates in the profits of any contract with the society;

44. 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 (travel, meals, childcare, etc) provided such activity has prior approval of the executive of the board of directors. Receipts must be provided in a manner consistent with the financial management policies of the society.

Part 6- Proceedings of Directors

45. The duties of the board of directors shall be to manage the affairs of the society and without limiting the foregoing, the directors may:

(A) Name such standing and ad hoc committees as they consider necessary for the conduct of the society's affairs from among the members of the society;

(B) Develop and adopt a personnel policy, which shall govern all employment aspects of staff/board/society relations.

(C) Employ and discharge all staff, including the executive officer, define their salaries, terms and conditions of employment as set out in the personnel policy.

46. The directors may meet at places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

47. A quorum at all meetings of the board of directors of the society shall be a majority of the directors then in office.

48. The president shall be chairperson of all meetings of the directors, but if the president is not present within thirty minutes after the time appointed for holding the meeting, the vice president shall act as chairperson, but if neither is present the directors may choose one of their number to be chairperson at the meeting.

49. (A) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they see fit.

(B) 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 directors held after the act or the thing has been done.

50. Questions arising at a meeting of the directors and/or committee appointed by the directors shall be decided by majority vote.

51. All resolutions proposed at a meeting of directors or committee appointed by the directors require a mover and a seconder to the said motion.

52. 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 the directors.

53. All decisions made by the board of directors may be reviewed by the membership at a general meeting.

54. A quorum at committee meetings shall be one-half (1/2) of the membership of the committee.

Part 7- Duties of Officers

55. The President is the chief executive officer of the society and must supervise the other officers in the execution of their duties. The president shall preside at all meetings of the society, the board and the executive and shall enforce the observance of the constitution and by-laws and shall be an ex-officio member of all committees.

56. The Vice-President shall, in the absence of the president, perform the duties of the president, and when so acting he/she shall have all the powers and to be subject to all the responsibilities hereby given or imposed on the president.

57. The Secretary shall have charge of all the records and minutes of the society and records of all the committees except those required to be kept by the treasurer.

The Secretary shall conduct or cause to be conducted the official correspondence of the society.

58. The Treasurer shall be responsible for the proper keeping of the books of accounts and such other financial records as may be prescribed by law or required by the society.

The Treasurer shall have charge of, and render, financial statements to the directors and members of the society when required.

59. Each cheque written by the society shall bear two signatures. The signing officers of the society shall be any one of the president, vice president, secretary or treasurer. Deposits shall be made by the person assigned by the board.

Part 8- Seal

60. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place. The seal shall be in custody of the secretary.

61. The common seal shall be affixed to any written contracts entered into by a majority of the directors on behalf of the society in the presence of the president and one other officer of the board.

Part 9- Borrowing

62. All funds of the society shall be deposited in the name of the society at a financial institution(s) to be selected by the board of directors.

63. The society shall have the power to invest its funds only in securities authorized by the "Trustee Act" of British Columbia.

64. In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise and secure the payment or repayment of monies in the manner they decide and, in particular but without limiting the foregoing, by issue of debentures.

65. No debenture shall be issued without the sanction of a special resolution.

66. Full members may by special resolution restrict the borrowing powers of directors, but a restriction imposed expires at the next annual general meeting.

Part 10- Auditor

67. The accounts of the society may be audited by a qualified accountant regularly employed in auditing and appointed at the annual general meeting. No director or employee of the society shall be an auditor.

68. When the society wishes to remove an auditor through a special or a general meeting of the society before his/her term has expired, it shall give the auditor twenty-eight (28) days of notice of the meeting and the purpose of the meeting, and a copy of all material to be sent to members in connection with that meeting.

69. The society shall not issue or circulate a financial statement other than to employees, directors and officers, if the financial statement has not been approved and signed by the directors.

Part 11- Amendment of By-laws

70. The by-laws of the society shall not be altered or added to except by special resolution of the society passed at a general meeting.

Part 12 - Rules of Order

71. "Roberts Rules of Order" shall be the parliamentary authority for matters of procedure not specifically covered by these by-laws.

Part 13- Acquisition and Disposal of Property

72. Subject to the approval of the directors, the society may acquire and take purchase, donation, devise or otherwise, land and personal property, and may sell, exchange, mortgage, lease, let improve and develop the same, and may erect and maintain any necessary buildings.

Part 14- Inspection of Books and Records

73. The books and records of the society shall be open to the inspection of the members of the society during normal working hours of the office of the society.

Dated: May 8, 2006

Applicants:

Witness:

1. Preston Guno

2. Dena Klashinsky

3. Kelly L'Hirondelle

4. Melanie Mark

5. Deana Michel

