

PROVINCE OF BRITISH COLUMBIA

SCHEDULE B – SOCIETY ACT

Bylaws of Access Justice Society

Part 1 - Interpretation

1. (1) In these bylaws, unless the context otherwise requires,
  - (a) “directors” means the directors of the Society for the time being;
  - (b) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
  - (c) “registered address” of a member means his 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 by-laws.
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. 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.
4. Any person, including a corporation, interested in the objects of the Society, may become a member by (a) applying to and being accepted by the directors for membership in the Society and (b) paying such fees, if any, as may be determined by the directors from time to time..
5. Each member shall uphold the constitution and comply with these by-laws.
6. A person shall cease to be a member of the Society
  - (1) by delivering a written resignation to the secretary of the Society or by mailing or by delivering it to the address of the Society, or
  - (2) on death or in the case of a corporation, on dissolution; or
  - (3) on being expelled; or

- (4) on having been a member not in good standing for 12 consecutive months.
7. A member who has failed to pay the current annual membership fee or any other subscription or debt due and owing by such member to the Society is not in good standing so long as the fee, subscription or debt remains unpaid.

### Part 3 — Meetings of Members

8. General meetings of the Society shall be held at time and place, in accordance with the Society Act, as the directors decide.
9. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
10. The directors may, whenever they think fit, convene an extraordinary general meeting.
11. (1) Notice of a general meeting shall specify the place, the day and the hour of the meeting, and, in the 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.
12. Not less than 14 days written notice of a general meeting shall be given to each member of the Society not in good standing.
13. An annual general meeting shall be held a 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

14. Special business is
- (1) all business at an extraordinary general meeting except the adoption of rules of order, and
- (2) all business that is transacted at an annual general meeting, except.
- (a) the adoption of rules of order,
- (b) the consideration of the financial statements,
- (c) the report of the directors,
- (d) the report of the auditor, if any.

- (e) the election of directors.
  - (f) the appointment of the auditor, if required. and
  - (g) such other business as, under the bylaws, 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.
15. (1) No business shall be conducted at a general meeting at a time when a quorum is not present, other than the election of a chairperson and the adjournment or termination at the meeting.
- (2) A quorum is 3 members present or such greater number as the members may determine at a general meeting.
16. 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, shall be terminated; but in any other case, it shall 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.
17. Subject to Bylaw 19, the president of the Society, or in the absence of the president, the vice-president, or in the absence of both, one of the other directors present shall preside at a general meeting.
18. If at a general meeting
- (1) neither the chairperson nor any other director is present within 15 minutes after the time appointed for holding the meeting, or
  - (2) neither the chairperson nor any director, although present, is willing to preside at the meeting
- the members present shall choose one of their number to preside at the meeting.
19. (1) 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.
- (2) Where a meeting is adjourned for 10 days or more notice of the adjourned meeting shall be given, as in the case of the original meeting.
- (3) 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.

20. (1) No resolution proposed at a meeting need be seconded and the person presiding at a meeting may move or propose a resolution
- (2) In case of an equality of votes the person presiding at the meeting shall not have a casting or second vote in addition to the vote to which such person may be entitled as a member and the proposed resolution shall not pass.
21. (1) A member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting is by show of hands.
- (3) Voting by proxy is not permitted.
22. The authorized representative of a corporate member shall be reckoned as a member for all purposes with respect to a meeting of the Society and is entitled to speak and vote, and in all other respects exercise the rights of a member

#### Part 5 — Directors

23. (1) The Society must at all times have at least 3 directors.
- (2) An employee of the Society is not eligible to be elected or appointed as a director.
- (3) Subject to paragraph (1), the directors may from time to time increase or reduce the number of directors.
- (4) The directors shall retire from office at each annual general meeting when their successors shall be elected.
24. (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 following annual general meeting of the Society, but is eligible for re-election at the meeting.
- (3) No act or proceeding of the directors is invalid only because there is less than the prescribed number of directors in office.
25. The members may by special resolution remove a director before the expiration of the term of office of that director, and may a successor to complete the term of office.
26. Subject to the Society Act and the constitution and bylaws of the Society, the directors:

- (1) must manage, or supervise the management of, the affairs of the society, and
  - (2) may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not directed or required to be exercised or done by the Society in general meeting.
27. In exercising the powers and performing the functions of a director, a person must act honestly and in good faith and in the best interests of the Society and display the care, diligence and skill of a reasonably prudent person.
28. A director who is, directly or indirectly, interested in a proposed contract with or transaction of the Society must disclose fully and promptly to each of the other directors the nature and extent of such director's interest.
29. As provided in paragraph 3 of the Constitution, a director must not be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by such director while engaged in the affairs of the Society.

#### Part 6 — Proceedings of Directors

30. (1) The directors may meet at such times and places as they think fit and they may adjourn and otherwise regulate their meetings and proceedings as they see fit.
- (2) 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.
- (3) The chairperson of the board shall preside at all meetings of the directors; but if at any meeting the chairperson is not present within 30 minutes after the time appointed for holding the meeting, the directors present may choose one of their number to preside at that meeting.
- (4) A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.
31. (1) The directors may appoint an executive committee to consist of such directors as they think fit and with such powers as may be vested in that committee by resolution of the directors and in the intervals between meetings of the directors the executive committee has and may exercise all the powers vested in it by the directors.
- (2) The directors may from time appoint such other committees as they think fit and determine their composition, which may include persons who are not directors, and subject to Bylaw 31 (3), their powers.

- (3) Any committee a majority of the members of which consists of persons who are not directors shall not have, and the directors may not delegate to it, any of their powers. The functions of any such committee shall be advisory only
  - (4) A committee shall conform to any rules that may from time to time be imposed on it by the directors, and shall make a report of every act or thing done in exercise of its powers to the meeting of the directors held next after it has been done.
  - (5) The provisions of Bylaw 30, 32 and 33 apply to the proceedings of a committee, to the extent applicable and with any necessary changes.
32. (1) Questions arising at any meeting of the directors and committee of directors shall be decided by a majority of votes.
- (2) In case of an equality of votes, the person presiding does not have a second or casting vote.
33. A resolution in writing signed by 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 - Officers

34. (1) The directors shall appoint one of their number to be the chairperson of the directors and the person so appointed shall, subject to these Bylaws, preside at all meetings of the Society and of the directors.
- (2) The directors shall appoint one of their number to be the secretary of the Society.
35. The secretary shall
- (1) issue notices of meetings of the Society and directors, or cause them to be issued,
  - (2) keep minutes of the meetings of the Society and directors or cause them to be kept;
  - (3) have custody of all records and documents of the Society:
  - (4) have custody of the common seal of the Society, if any; and
  - (5) maintain the register of members or cause it to be maintained..
36. In the absence of the secretary from a meeting the directors shall appoint another person to act as secretary at the meeting.

37. The directors may from time to time appoint such other officers, who need not be directors, as they consider necessary or desirable, may determine their titles, duties and functions, their remuneration and other conditions of their appointment, and may at any time, terminate an appointment, and modify or revoke any of the conditions thereof, subject, however, to the provisions of any contract

#### Part 8 - Indemnification of Directors and Officers

38. (1) In this bylaw, “director” includes a former director and the heirs and personal representatives of such director or former directors; and “officer” includes an employee or agent, and the heirs and personal representatives of such officer.

(2) Subject to such court approval as may be required by the Society Act, the directors shall cause the Society to indemnify a director against all costs, charges and expenses actually and reasonably incurred by such director, including an amount paid to settle or satisfy a judgement in a civil, criminal or administrative action or proceeding to which the director is made a party by reason of being or having been a director of the Society. Each director of the Society on being elected or appointed shall be deemed to have contracted with the Society on the terms of the foregoing indemnity.

39. The directors may cause the Society to indemnify any officer of the Society against all costs, charges and expenses whatsoever incurred by him or them and resulting from acting as an officer and each officer shall on being appointed be deemed to have contracted with the Society on the terms of the foregoing indemnity.

40. The Directors may cause the Society to purchase and maintain insurance for the benefit of any person who is or was serving as a director or officer against any liability incurred as such.

#### Part 9 - Seal

41. The directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

42. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution.

#### Part 10. — Borrowing

43. In order to carry out the purposes of the Society the directors may, on behalf of and in the name or the Society. raise or secure the payment or repayment of money in

such manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures.

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

45. 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.

#### Part 11. — Auditor

46. This Part applies only where the Society is required or has resolved to have an auditor.

47. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.

48. At each annual general meeting the Society shall appoint an auditor to hold office until re-elected or a successor is elected at the next annual general meeting.

49. An auditor may be removed by ordinary resolution.

50. An auditor shall be informed forthwith in writing of appointment or removal.

51. No director and no employee of the Society shall be auditor.

52. The auditor may attend general meetings.

#### Part 12. — Notices to Members -

53. A notice may be given to a member:

- (1) personally or
- (2) by mail addressed to such member at the member's registered address, or
- (3) if the member has designated an address for such purpose, by electronic mail.

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

55. (1) Notice of a general meeting shall be given to
- (a) every member shown on the register of members on the day notice is given and
  - (b) the auditor, if Part 11 applies.

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

Part 13 — Bylaws

56. On being admitted to membership, a member is entitled to and the Society shall give such member, without charge, a copy of the constitution and by-laws of the Society.
57. These bylaws shall not be altered or added to except by special resolution.