

# THE CRIDGE CENTRE FOR THE FAMILY

  
**T.K. SPARKS**

## BYLAWS

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## 1 STATEMENT OF FAITH

We accept the Holy Scriptures of the Old and New Testaments as the written revelation of the one true and living God who is infinitely perfect both in His love and His holiness. We believe the scriptures contain all things necessary for salvation, and confess the faith as therein set forth and as summarized in the Apostles' and Nicene Creeds.

## 2 ACHIEVEMENT OF THE PURPOSE

Our actions are guided by our Statement of Faith.

## 3 PREVIOUSLY UNALTERABLE PROVISIONS UNDER THE SOCIETY ACT

The following previously unalterable provisions have been moved from the Constitution in order to comply with the *Societies Act*:

- (a) The society shall be carried on without the purpose of gain for its members and any profits or other accretions to the society shall be used in promoting its purposes. **This provision was previously unalterable.**
- (b) No parts of the income of the society may be payable to or otherwise available for the personal benefit of any member thereof. **This provision was previously unalterable.**
- (c) The directors shall serve as directors and officers without remuneration, and no director may directly or indirectly receive any profit from a position as director or officer. Provided a director may be paid reasonable expenses incurred in the performance of duties. **This provision was previously unalterable.**
- (d) Upon the dissolution or winding-up of the society, all its remaining assets after payment of its just debts and obligations shall be distributed to one or more charitable organizations pursuant to the Income Tax Act of Canada, in accordance with a resolution of the membership at a properly constituted meeting called for the purpose. **This provision was previously unalterable.**

### 3.1 BYLAWS RELATED TO PREVIOUSLY UNALTERABLE PROVISIONS

- (a) To further clarify previously unalterable bylaw 3(c), directors may not be remunerated in any capacity, however directors may be reimbursed for necessary and reasonable expenses incurred while acting on behalf of the society. If the society has a current contract agreement(s) with the British Columbia Housing Management Commission, or an undischarged mortgage, the society will not alter or delete this bylaw without first obtaining their written consent.
- (b) To further clarify previously unalterable bylaw 3(d), the charitable organizations referred to shall be charitable organizations promoting aims similar to those of

the society who operate in line with the society's Statement of Faith as may be decided by members of the society at the time of winding up or dissolution.

- i. As this bylaw relates to a previously unalterable provision, section 4(c) Special Voting Thresholds applies.
- ii. If the society has a current contract agreement(s) or an undischarged mortgage with the British Columbia Housing Management Commission, the society will not alter or delete this bylaw without first obtaining their written consent.

#### **4 SPECIAL VOTING THRESHOLDS**

- (a) Requirement of 90% of members present to alter Statement of Faith
- (b) Requirement of 90% of members present to alter qualifications for general members, as per 12.1.1 (a) through (e)
- (c) Requirement of 90% of members present to alter previously unalterable provisions.

#### **5 BRITISH COLUMBIA HOUSING MANAGEMENT COMMISSION**

The society will not alter or delete the purpose set out in paragraph 3 of the constitution without previous written permission of the designated Minister and the society will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.

#### **6 INTERPRETATION**

##### **6.1 DEFINITIONS**

**“annual report”** means the report that is sent to the Registrar within 30 days after the annual general meeting.

**“annual general meeting”** means an annual meeting of the members of the society that the society is required to convene under the *Societies Act*.

**“board”** means The Cridge Centre for the Family Board of Directors as appointed or elected in accordance with section, “Directors.”

**“board officer”** means any director who is elected by the board as President, Vice-President, Treasurer, Secretary.

**“bylaws”** means these Bylaws and any changes that are approved by the members and submitted to the Registrar.

**“client”** means a person who is currently receiving services provided by The Cridge Centre for the Family.

**“constitution”** means the Constitution of the society and any changes that are approved by the members and are submitted to the Registrar.

**“court”** means a court of law.

**"director"** means a member who is elected by the members or appointed by the board as a representative of the society to serve on the Board of Directors.

**“Executive Committee”** means the committee of the board composed of the board officers.

**“general meeting”** means a meeting of the members. There are two types of general meetings: annual general meetings and general meetings, as specified in 13.

**“in camera”** means meetings that cover confidential information not recorded in the minutes or divulged to the public. Such meetings may involve the discussion or decisions involving personnel, financial or other sensitive issues.

**“in person”** means present physically.

**"mailing address"** means the registered office mailing address as set out in the society's statement of directors and registered office.

**“material”** means the potential of incorrect information to affect the overall accuracy of the financial statements.

**"member"** means a person that becomes and remains a member of the society in accordance with these bylaws.

**“president”** means the person elected by the board to chair the Board of Directors.

**“quorum”** means the minimum number of directors required to transact business at a board meeting or the minimum number of members required to transact business at a general meeting.

**"registrar"** means the Registrar of Companies of the Province of British Columbia.

**“resolution”**

- **“board resolution”** means
  - (a) a resolution passed at a board meeting by a simple majority of the votes;
  - (b) a resolution sent to all the directors that is consented to in writing by 2/3 of the directors (see Consent Resolution).
- **“consent resolution”** means a resolution that is sent to all directors without a meeting and that is approved in written form by 2/3 of the directors. Issues excluded from the use of consent resolutions are: hiring, suspension or termination of the CEO; buying/selling of land/buildings; terminating a membership; suspending a member; appointing a director.
- **"ordinary resolution"** means a resolution that is passed in a general meeting by a simple majority of the votes cast.
- **“special resolution”** means a resolution that is passed in a general meeting by at least 2/3 of the votes cast.

**“society”** means The Cridge Centre for the Family.

**“statement of directors and registered office”** means the statement filed with the Registrar that sets out:

- (a) the directors’ full names and addresses; and
- (b) the society’s delivery address and mailing address.

**“written form” or “in writing”** wherever used in this document shall be understood as defined by current board policy.

## **6.2 RULES OF ORDER**

In the absence of procedures covered in these bylaws, Roberts Rules of Order will apply.

## **7 AMENDMENTS STATEMENT**

The members may amend the constitution and these bylaws:

- (a) at a duly called general meeting; and
- (a) by special resolution.

The alteration takes effect when the change is filed with the Registrar.

No change invalidates a prior act of the society or the board if that act was valid under the bylaws at the time.

## **8 RECORDS**

### **8.1 RECORDS TO BE KEPT**

The society will keep two kinds of records, those that:

- (a) relate to the formation of the society, from official bodies, and the composition of the society; and
- (b) relate to the operation of the society.

#### **8.1.1 Records Related to the Society’s Formation and Structure**

The society must keep records related to its formation, registers of members and directors and records related to the society as a whole:

- (a) the certificate of incorporation as a society;
- (b) certified copies from the Registrar of the:
  - i. constitution;
  - ii. bylaws;



- iii. statement of directors and registered office
- (c) copies of records from the registrar, other than in response to a request;
- (d) orders from any:
  - i. court or tribunal, and
  - ii. government body, agency or official;
- (e) the register of directors with their contact information;
- (f) consents to act as director, declarations of conflict of interest and resignations;
- (g) register of members, by classes of members with contact information;
- (h) the minutes of general meetings, including the text of each resolution passed; and
- (i) the financial statements.

### **8.1.2 Records of the Society's Operations**

The society must keep records of its operations:

- (a) the minutes of each meeting of directors, including
  - i. a list of the directors present, and
  - ii. the text of each resolution passed at the meeting
- (b) a copy of each consent resolution and a copy of each of the consents;
- (c) accounting records of each transaction that materially affected the financial position; and
- (d) financial review reports.

### **8.2 DISPOSAL OF RECORDS**

The society may dispose of records that:

- (a) were created or last altered more than 10 years previously; and
- (b) are no longer relevant to the society's activities or internal affairs.

### **8.3 LOCATION OF RECORDS**

The society will keep non-electronic and electronic records at the society's registered office. The directors may approve other location(s) at which some or all of the records may be kept, inclusive of online storage. If there are records that are not kept at the registered office, the society must have a written notice at the registered office showing the location(s) where the records are stored.

### **8.4 MAINTENANCE OF RECORDS**

The society will take reasonable precautions in preparing and keeping the records to:

- (a) keep the records in a complete state;

- (b) avoid loss, destruction or damage to the records;
- (c) prevent tampering with the records; and
- (d) make access simple, reliable and prompt.

## **8.5 INSPECTION OF RECORDS**

The directors, members and other authorized persons must be able to inspect the books and records at all reasonable times.

### **8.5.1 Directors**

Directors may, without charge, inspect any society record in sections 8.1.1.- Records related to the society's formation and structure and 8.1.2.- Records of the society's operation.

### **8.5.2 Members**

Members may, without charge, inspect:

- (a) the records listed in section 8.1.1 - Records related to the society's formation and structure;
- (b) Directors' disclosures of interest;
- (c) Board meeting minutes with the exception of in-camera minutes;
- (d) consent resolutions;
- (e) financial statements.

Access by members who are not directors to accounting records, other than the financial statements of the Society, or records of director's meetings will be allowed or disallowed at the discretion of the Board.

### **8.5.3 Public**

A member of the public:

- (a) may see the latest financial statement at a charge to be set in line with fees in the Regulations, and
- (b) may not have access to the register of members.

## **8.6 ACCESS TO THE RECORDS**

The society may set:

- (a) a reasonable period of notice; and
- (b) reasonable restrictions on the times for the inspection.

### **8.6.1 Provision/Denial of Access**

The board:

- (a) may restrict access to records if it considers the release may be harmful to the society or one or more members; and
- (b) will provide access to records only if the information will be used for organizational purposes.

The society will:

- (a) respond to requests for inspection of records within 14 days;
- (b) provide a member with a copy of the constitution, bylaws and most recent financial statements without charge; and
- (c) determine whether to charge a fee for inspection of records by a person other than a member or a director and set that fee in accordance with the Societies Act Regulations.

### **8.6.2 Provision/Denial of Access to Client Files**

- (a) Client files are not available for society member review
- (b) In extraordinary circumstances and to facilitate an investigation, the directors may appoint a member of the Executive Committee to review a client file.

## **8.7 INSPECTION OF THE REGISTER OF MEMBERS**

The board may, by resolution, restrict members' rights to inspect the register of members if they determine that inspection would be harmful to the society or to the interests of one or more of its members.

If the rights have been restricted, a member may apply in writing to the society to inspect the register of members. The application must:

- (a) include the applicant's name, and
- (b) confirmation that the information will only be used to:
  - i. requisition or call a general meeting;
  - ii. submit a members' proposal; or
  - iii. influence the voting of members.

If the application is approved, the member may inspect the register without charge.

Any member who inspects the register of directors can only use the information in connection with matters related to the society's activities or internal affairs.

## **8.8 INSPECTION OF THE REGISTER OF DIRECTORS**

The register of directors can only be used in connection with matters related to the society's activities or internal affairs.

## **8.9 COPIES OF RECORDS**

Members are entitled to a copy of the Constitution and Bylaws free of charge.

The society may provide this copy electronically if the member has provided an email address.

A person may request a copy of any document which they are entitled to access.

The society:

- (a) may charge a fee unless these bylaws say that the person may receive the copy free of charge;
- (b) will provide the copy if any required fee is paid; and
- (c) will send the copy no later than 14 days after the request is received and any required fee has been paid.

## **8.10 DISTRIBUTION OF RECORDS**

### **8.10.1 Sending of Records**

The society may provide the records by:

- (a) email, fax or mail if the recipient provides that information;
- (b) pick-up at the registered office;
- (c) delivery, at cost to the recipient, to the address provided by recipient; or
- (d) any other manner agreed to by the parties.

### **8.10.2 Delivery and Receipt of Records**

A record is considered to have been received at the beginning of the:

- (a) 3<sup>rd</sup> day after the record is delivered to the delivery address;
- (b) 5<sup>th</sup> day after the record is mailed; and
- (c) 3<sup>rd</sup> day after the record is emailed or faxed.

### **8.10.3 Records Served**

The society may be served a record if it is delivered to the registered office or to a director.

## **9 FINANCE**

### **9.1 FISCAL YEAR**

The Fiscal Year is from April 1<sup>st</sup> to March 31<sup>st</sup>.

## **9.2 BANKING**

All society funds will be deposited to the credit of the society in a financial institution that,

- (a) is regulated by the Superintendent of Financial Institutions;
- (b) carries on a banking business; and
- (c) is selected by the board.

## **9.3 SIGNING AUTHORITY**

Board policy governs signing authority for financial transactions, including but not limited to payments and commitments.

## **9.4 ACQUISITIONS, INVESTMENT AND BORROWING**

The board may for the use and purposes of the society:

- (a) acquire, receive and/or borrow monies, securities, and other properties;
- (b) take conveyance of lands; and
- (c) receive gifts and bequests.

The board:

- (a) will receive such donations, gifts, bequests and acquisitions in its said corporate name;
- (b) will use all such donations, gifts, bequests and acquisitions for the society's use and purposes;
- (c) may sell, exchange, lease or demise any lands, securities, investments, or hereditament (material or property bequests);
- (d) may not issue a debenture without sanction of a special resolution;
- (e) may invest any monies in accordance with board policy;
- (f) may retain a professional fund management company to manage all or a part of the investment portfolio.

## **9.5 AUDIT OF ACCOUNTS**

The society's books and accounts will be audited annually.

### **9.5.1 Appointment and Removal of the Auditor**

The society will appoint an auditor at each AGM through an ordinary resolution.

An auditor:

- (a) will not be a director or employee of the society; and

- (b) may be removed by the members with an ordinary resolution at a general meeting and the position filled by another auditor approved through ordinary resolution for the remainder of the term.

The board will appoint an auditor should the position become vacant for any reason other than removal.

## **9.6 AUDITED FINANCIAL STATEMENTS**

The board must approve the audited financial statements before they are issued, published or distributed.

At each annual general meeting, the board must present the following to the members:

- (a) the audited financial statement,
  - i. beginning immediately after the end of the preceding financial year; and,
  - ii. ending not more than six months before the annual general meeting at which the financial statements are presented; and
- (b) the audit report on those financial statements.

## **10 DIRECTORS**

### **10.1 NUMBER OF DIRECTORS**

The Board of Directors will number no more than 12.

### **10.2 QUALIFICATIONS**

A director must be a society member in good standing who subscribes to our Statement of Faith and the society's Purpose and who is a Christian who believes in and follows the teaching of Jesus, and who:

- (a) has agreed in writing to serve on the board;
- (b) is at least 18 years of age;
- (c) has not been found by any court in Canada or elsewhere to be incapable of managing his or her own affairs;
- (d) does not have an undischarged bankruptcy;
- (e) has not been convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless:
  - i. the court orders otherwise
  - ii. 5 years have elapsed since the last to occur of
    - the expiration of the period set for suspension of the passing of sentence without a sentence having been passed

- the imposition of a fine,
  - the conclusion of the term of any imprisonment, and
  - the conclusion of the term of any probation imposed, or
- iii. a pardon was granted or issued, or a record suspension was ordered, under the *Criminal Records Act* (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect;
- (f) has successfully completed a current Criminal Record Check;
- (g) has signed a Pledge of Confidentiality;
- (h) has provided a personal statement of faith;
- (i) has provided a letter of recommendation from a pastor or elder of the candidate's church, or equivalent, who has known the candidate for at least a year addressing their Christian leadership abilities and faith walk;
- (j) has been interviewed by the Nominating/Membership Committee;
- (k) has provided additional documentation which may change from time to time as determined by the Board of Directors; and
- (l) is elected or appointed in accordance with these Bylaws to serve on the board.

### **10.3 ELECTION OF DIRECTORS**

- (a) Notwithstanding Roberts Rules of Order, at least 90 days before each Annual General Meeting, the Nominating Committee shall:
- (i) notify all members of the Society that an election of Directors is to take place, specifying the number of positions which the Nominating Committee knows at that time are required to be filled; and
- (ii) invite members to submit to the Board of Directors, in such form or forms the Board of Directors shall from time to time prescribe for the purpose, the names of proposed candidates prior to a date which shall be specified in the notice, which date shall not be less than 30 days from the date of the notice;
- Only the names of those members whose nominations have been submitted in accordance with the by-laws shall be eligible for election to the Board of Directors. Nominations from members during an AGM shall be prohibited. The Nominating Committee may recommend any number of candidates and may communicate its recommendations and the reasons for its recommendations to the members in any manner as it thinks fit.
- (b) If the number of candidates nominated for election as director is equal to the number of directors to be elected, those nominated candidates are declared elected by the Board of Directors and no election is required. Section 10.9 of these bylaws apply should the number of nominations received by the Board of Directors be less than the number of vacant board positions.

#### **10.4 TERM OF OFFICE - DIRECTORS**

- (a) The members may approve terms of one, two or three years in order to achieve a balance of experienced and new directors on the board. A director's term of office will expire at the end of the board meeting immediately following the annual general meeting occurring in the year that director's term expires.
- (b) A director may serve for up to two consecutively elected three-year terms.
- (c) A director who has served the maximum term of office may not be appointed to the board or stand for election until there have been 11 months since the end of the director's term.

#### **10.5 TERMS OF OFFICE – OFFICERS**

- (a) The officers are elected from the members of the board at the first board meeting following the AGM and will each serve in the elected position for one year. The board shall elect its members to the following offices:
  - President
  - Vice-President
  - Secretary
  - Treasurer
- (b) The officers may hold an officer position for no more than three consecutive years.
- (c) An officer who has served in the same position for three consecutive years may be re-elected to the same officer position after a minimum break of 11 months.

#### **10.6 VACANCIES**

A director position becomes vacant when the director:

- (a) resigns from the position;
- (b) resigns or is deemed to have resigned from the board;
- (c) completes their term of office;
- (d) is removed from office by the members at a general meeting;
- (e) becomes a member not in good standing;
- (f) ceases to be a society member; or
- (g) dies.

A director is deemed to have resigned from the board if he or she does not attend:

- (a) three consecutive meetings without a reason acceptable to the board; or
- (b) 75% of the board meetings in any consecutive 12-month period.



## **10.7 RESIGNATION**

A director who intends to resign:

- (a) must do so in writing;
- (b) must submit the resignation notice to the President; and,
- (c) must stipulate when the resignation is effective. If not stipulated, the resignation will be deemed effective upon receipt.

## **10.8 REMOVAL OF DIRECTORS**

The members can remove a director from the board by special resolution for conduct which, in the members' sole discretion, harms the interests of the Society.

The board must give the director (in this section referred to as the "appellant"):

- (a) at least 14 calendar days' written notice of the time and place of the general meeting at which the vote is to be taken;
- (b) the reason(s) for the proposed termination; and
- (c) the opportunity to speak to the resolution at the general meeting and provide a written submission (not to exceed 200 words) before the members vote on the resolution.

The members present will vote by secret ballot.

The appellant:

- (a) may not be present during the discussion or vote.
- (b) will be informed of the outcome as soon as practicable.

## **10.9 REPLACEMENT OF OFFICERS AND DIRECTORS**

- (a) If a director holding an officer position resigns or is deemed to have resigned, the board can elect another director to fill the vacant officer position.
- (b) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors, whether such vacancy is from the resignation or removal of a director or if the number of directors is less than 12. Such vacancy will be filled by 75% majority vote of the directors present at a properly constituted board meeting.
- (c) A director so appointed holds office only until the conclusion of the next Annual General Meeting of the Society but is eligible for election at the meeting, which shall be deemed the commencement of their first term for the purpose of 10.3(b).
- (d) The society must notify the Registrar of the change.

## 10.10 REMOVAL OF AN OFFICER

The board may remove an officer from the officer position with a 67% majority of the directors present at a properly constituted board meeting:

- (a) for conduct which, in the board's sole discretion, is inimical to the interests of the society; and
- (b) may, by a simple majority, elect another director to serve for the balance of the term of the removed officer.

The board must give the officer:

- (a) at least 14 calendar days' written notice of the time and place of the board meeting at which the vote is to be taken;
- (b) the reason(s) for the proposed removal from office; and
- (c) the opportunity to speak to the board and provide a written submission (not to exceed 200 words) before the directors vote on the resolution.

The officer may not be present during the discussion or vote.

The directors:

- (a) will vote by secret ballot; and
- (b) will inform the officer of the outcome as soon as practicable.

## 10.11 DUTIES

The directors

- (a) manage the society's activities and affairs; and
- (b) have the power to deal with all business of the society between general meetings.

The directors:

- (a) must act in accordance with the *Societies Act* and regulations;
- (b) must always act in the best interests of the society;
- (c) must act with a view to the society's Purpose;
- (d) subject to paragraphs (a) to (c), must act in accordance with these bylaws;
- (e) must act honestly and in good faith;
- (f) must exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances; and
- (g) must act in accordance with the society's policies and procedures.

Nothing in a contract or these bylaws relieves a director from:

- (a) the duty to act in accordance with all applicable legislation; or

- (b) the liability for any negligence, default, breach of duty or breach of trust.

## **10.12 CONFLICT OF INTEREST**

A conflict of interest would arise if a director has a direct or indirect material interest in:

- (a) an actual or proposed contract or transaction; or
- (b) a matter under consideration that could result in a duty or interest that materially conflicts with the person's duty or interest as a director.

A material interest in these circumstances is anything that would limit or prohibit the director's ability to carry out the duties in section 10.11 Duties.

The director:

- (a) must disclose fully and promptly to the other directors the nature and extent of the interest;
- (b) must abstain from voting on the matter under consideration;
- (c) must leave the board meeting when the issue is discussed;
- (d) may be present to provide information; and
- (e) must not act in any way to influence the discussion or vote.

The conflict of interest must be recorded in:

- (a) the minutes of the board meeting where the conflict of interest was disclosed; or
- (b) the consent resolution of directors with respect to the conflict of interest.

A director found to be in conflict of interest must pay to the society an amount equal to any profit, unless after disclosure the contract or transaction is approved by:

- (a) a board resolution, or
- (b) a special resolution by the members.

## **10.13 COMMITTEES**

The directors:

- (a) may delegate duties to committees of the board; and
- (b) will set the terms of reference for all such committees.

The board president is *ex officio* on all committees of the board.

Committees will:

- i. meet as they deem appropriate;
- ii. conduct their meetings in accordance with the principles outlined in section 10.14, Meetings of the Board;

- iii. report to the board through the committee chair;
- iv. submit a consolidated report on their activities during the year as soon as practicable after March 31<sup>st</sup> each year.

### **10.13.1 Standing Committees**

There are four standing committees of the board, the:

- (a) Executive;
- (b) Finance/Audit;
- (c) Nominating/Membership; and
- (d) Governance.

The Board will appoint the members to committees as soon as practicable after the AGM.

**The Executive Committee** with the President as chair, will:

- i. act in emergency situations when a quorum of the board is not available, and subsequently report to the board on consequential actions;
- ii. develop the CEO job description;
- iii. develop the CEO terms of employment;
- iv. conduct the selection process and make recommendations on appointment to the CEO position;
- v. develop the CEO's annual performance goals;
- vi. approve the CEO's development and training;
- vii. review and report to the board on the CEO's annual performance;
- viii. recommend any changes to the CEO's compensation package;
- ix. develop the CEO succession plan;
- x. when appropriate, recommend termination of the CEO's employment;
- xi. contribute to the board on decisions, business matters and policy development.

**Finance/Audit Committee** with the Treasurer as chair, will:

- i. review proposed budgets;
- ii. report at least quarterly to the board through the Treasurer on the financial status;
- iii. report at least annually on the investment portfolio;
- iv. review the investment services at least every five years;
- v. meet with the auditors to review the audited financial statements;
- vi. review and make recommendations on the audited findings;

- vii. review the independence, quality of service and performance of the auditors; and
- viii. when warranted, recommend the discharge of the auditors.

**The Nominating/Membership Committee** with the Secretary or another board member as chair, will:

- i. identify potential board members;
- ii. conduct the nomination processes:
  - send out call letters for nominations no less than 30 days and no more than 60 before the AGM;
  - indicate the number of positions to be filled;
  - provide the last date on which nominations will be accepted;
  - inform members that nominations will not be accepted at the AGM;
  - receive and solicit nominations;
  - ensure that nominees are qualified in accordance with section 10.2 Nominees;
  - ensure that all required paperwork has been completed; and
  - propose the slate of board nominees to be presented to the members for election; and
- iii. conduct the election process;
  - by secret ballot if the number of nominees exceeds the available positions; or
  - by acclamation if the number of nominees equals the number of available positions; and,
- iv. review all applications and conduct interviews for membership to the society;
- v. present qualified applicants to the board;
- vi. verify the applicant's Christian commitment pursuant to Section 12.1.1 General Members and 12.2 Membership Rights and Obligations.

**The Governance Committee** with the Vice-President or another board member as chair, will provide a focus on board governance that enhances the board's performance for the benefits of all members by:

- i. promoting and enhancing director education, knowledge, skills and abilities;
- ii. acting as liaison with any other board-related external organizations;
- iii. acting as a panel in any complaint, review or proposal affecting any matters concerning the board as a whole, its committees and/or task forces and/or membership;
- iv. reviewing, on behalf of and recommending to the board, bylaw amendments;

- v. monitoring to ensure that the society is following the bylaws;
- vi. conducting board self-evaluations;
- vii. reviewing board policies and recommending development and amendment.

### **10.13.2 Ad Hoc Committees**

The directors:

- (a) may establish *ad hoc* committees from time to time as needs arise;
- (b) will appoint the committee chair; and
- (e) will ensure that at least one director is a committee member.

## **10.14 MEETINGS OF THE BOARD**

### **10.14.1 Calling and Chairing the Meetings**

The President, or in his/her absence, the Vice-President or subsequently the Secretary or Treasurer:

- (a) will call a meeting of the board,
  - i. in accordance with a schedule agreed to by the directors; and
  - ii. at any time the President considers it necessary; and
- (b) must call a meeting of the board if two or more board members request a meeting in writing; and
- (c) will provide notice at least five days in advance of a board meeting unless all the directors agree to a shorter notice period.

The President will preside over board meetings.

If the President is unable to preside, the meeting will be chaired by:

- (a) the Vice-President;
- (b) a director if the Vice-President is unable to preside.

### **10.14.2 Attendance at the Meetings**

The directors:

- (a) may meet:
  - i. at any location in Greater Victoria but primarily at The Cridge Centre for the Family;
  - ii. on any notice; and

- iii. in person, by telephone, or using any electronic communication medium as long as all the directors who wish to participate in the meeting are able to communicate with each other; and
- (b) may pass resolutions by way of a consent resolution.

General members may attend board meetings, but may only participate at the President's discretion.

### **10.14.3 In Camera Board Meetings**

Generally, only members of the board may attend *in camera* meetings.

Any others attend at the discretion of the board.

### **10.15 QUORUM**

Quorum for board meetings is a simple majority of the board.

If there is no quorum for a board meeting:

- (a) within 30 minutes from the time the meeting was set to start, the meeting stands adjourned until recalled by the President or any two directors but no later than the next regularly scheduled board meeting or 60 days, whichever is less;
- (b) within 30 minutes of the start time for the adjourned meeting, the directors then present at the recalled meeting will constitute quorum for that meeting; and
- (c) at any time during a meeting, business in progress is suspended until quorum is again present, the meeting is adjourned, or the meeting is terminated.

### **10.16 VOTING**

The President has only one vote as a director and does not have a casting vote.

### **10.17 SENIOR MANAGEMENT**

#### **10.17.1 Chief Executive Officer**

The directors:

- (a) may appoint a chief executive officer (CEO);
- (b) will secure a signed employment offer with the CEO:
  - i. outlining the terms and conditions of employment;
  - ii. specifying that the CEO must personally subscribe to and conduct all activities congruent with the Statement of Faith;
  - iii. specifying that the CEO and all staff must uphold the Constitution and Bylaws;
- (c) will approve the job description for the CEO position;

- (d) may delegate the authority and responsibility for all of the operations to the CEO;
- (e) will expect the CEO to
  - i. attend board and committee meetings *ex officio*;
  - ii. provide advice, information and support to the board;
  - iii. actively participate in the discussion of the strategic planning;
  - iv. actively participate in discussions of the operational plans and budget;
- (f) hold the CEO accountable for achieving the approved plans within the approved budget; and
- (g) will conduct performance reviews with the CEO at least annually.

## **10.18 EXECUTIVE DUTIES**

### **10.18.1 President**

The President will chair the board, the Executive Committee and general meetings.

The President:

- (a) may move or second a resolution;
- (b) will not normally cast a vote;
- (c) does not have a casting vote;
- (d) may delegate responsibilities to directors on the board;
- (e) sits as an *ex officio* member on all other committees;
- (f) provides leadership and direction to the board and committees;
- (g) represents the society in public presentations; and
- (h) performs such other duties as may be determined by the board from time to time.

### **10.18.2 Vice-President**

The Vice-President:

- (a) will carry out the duties of the President if the President is absent or otherwise unable to act; and
- (b) perform other duties as may be determined by the board.

### **10.18.3 Secretary**

The Secretary:

- (a) conducts the correspondence of the board and of the society;
- (b) issues notices of board meetings and General Meetings;
- (c) takes and stores minutes of general and board meetings;



- (d) has custody of all society and board records and documents except those kept by the Treasurer;
- (e) maintains the register of members;
- (f) submits all documents as required by the Registrar; and
- (g) performs such other duties as may be determined by the board from time to time.

If the Secretary is absent from a meeting, and in the absence of a Recording Secretary, the directors will appoint another person to act as Secretary for the meeting.

The board, at its discretion, may ask the CEO to provide staffing services for delegation of these tasks.

#### **10.18.4 Treasurer**

The Treasurer:

- (a) ensures that the financial records, including the books of account, are kept in accordance with generally accepted accounting principles (GAAP);
- (b) arranges for the preparation of the financial statements necessary to comply with the legislation;
- (c) provides financial statements to the board, members and others when required;
- (d) arranges for the annual financial review;
- (e) ensures that all accounts receivable and accounts payable are attended to and realized in a timely manner;
- (f) ensures that all funds are properly secured; and
- (g) performs such other duties as may be determined by the board from time to time.

The board, at its discretion, may ask the CEO to provide staffing services for delegation of these tasks.

## **11 LIABILITY, INDEMNIFICATION AND INSURANCE**

### **11.1 LIABILITY**

A director is not liable for the consequences of any decision or action if he or she:

- (a) carried out the duties reasonably and in good faith; and
- (b) relied on:
  - i. the financial statements
  - ii. audit report
  - iii. written report from a qualified professional

- iv. a statement of fact from another director
- v. any information a court considers provides reasonable grounds for the actions.

## **11.2 INDEMNIFICATION**

The society:

- (a) may indemnify the directors against all costs of a legal proceeding or investigative action; and
- (b) will pay reasonable expenses incurred.

## **11.3 INSURANCE**

The society will purchase and maintain insurance to protect the directors against any liability that may be incurred by having been a director.

## **12 MEMBERS**

### **12.1 CLASSES OF MEMBERSHIP**

#### **12.1.1 General Members**

Individual members are persons other than employees of the society who qualify by:

- (a) applying for membership;
- (b) subscribing to the Statement of Faith as stated in Bylaw 1, Statement of Faith;
- (c) having not been convicted of child abuse, domestic violence, elder abuse, fraud or any other relevant or specified offense as defined under the *Criminal Records Review Act* for which a pardon or suspension of record has not been granted;
- (d) having their applications approved by the board; and
- (e) paying the applicable membership fee.

Individuals who are presently clients in any respect of the society, or have been in the previous twelve months, may not be voted into membership until twelve months have passed since the termination of the client relationship.

Should an existing society member become a client, the CEO will be informed by staff or the client immediately and the CEO will report the information to the President. In most instances the member will be able to maintain their membership, however, at its discretion the board will be given the authority to suspend membership during the client relationship should it be in the best interests of the society and/or the client. This suspension, if imposed, will end twelve months after the end of the client relationship.

### **12.1.2 Honorary Life Members**

Honorary Life Members are those individuals:

- (a) whom the board wishes to recognise for exemplary service to the society or who have in other ways distinguished themselves in support of the society's Purpose; and
- (b) who have shown through their actions that they subscribe to the society's Statement of Faith.

### **12.1.3 Life Members**

Life members are those individuals who purchased life membership prior to April 1, 2004.

This classification is no longer available for new members.

## **12.2 MEMBERSHIP RIGHTS AND OBLIGATIONS**

### **12.2.1 General Members**

General members:

- (a) must uphold the Constitution and Bylaws;
- (b) are expected to promote and support the society;
- (c) must pay their annual dues by the Annual General Meeting each year in order to remain in good standing; and
- (d) will be considered to have resigned from membership if by the following Annual General Meeting their dues have been in default for a year.

General members who are in good standing have the right to:

- (a) attend all member events;
- (b) vote at a general meeting;
- (c) requisition a general meeting in accordance with section 13.5.2;
- (d) submit a members' proposal to a general meeting;
- (e) recommend a member to the Nominating Committee for election as a director;
- (f) stand for election or appointment to the board if eligible; and
- (g) serve on a committee if so appointed by the President.

### **12.2.2 Honorary Life Members and Life Members**

Honorary Life Members and Life Members:

- (a) do not have to pay membership dues during their lifetime;
- (b) have the same rights as general members;

- (c) remain Honorary Life Members or Life Members for their lifetimes or until they resign their membership.

### **12.2.3 Membership Dues**

The board may, from time to time, set and implement changes to the membership fees.

## **12.3 RESIGNATION, SUSPENSION AND TERMINATION OF MEMBERSHIP**

### **12.3.1 Resignation**

Membership ends when the person:

- (a) submits a written notice of resignation to the mailing address of the society;
- (b) is deemed to have resigned;
- (c) dies; or
- (d) is expelled in accordance with these bylaws.

A member is deemed to have resigned when he or she has not been in good standing for at least one year.

### **12.3.2 Suspension of Membership**

The board may suspend membership for any member who:

- (a) is not in good standing;
- (b) has been determined by the board to have behaved in a manner contrary to the interests of the society or that will bring disrepute to the society's reputation or to The Cridge Centre;
- (c) has an unresolved charge under the Criminal Code of Canada; or
- (d) is under investigation for a breach of government regulations.

The board will provide the member in question with:

- (a) at least 14 calendar days' written notice of the time and place of the board meeting at which the vote on suspension is to be taken;
- (b) the reason(s) for the proposed suspension; and
- (c) the opportunity to speak at the board meeting and / or provide a written submission before the board votes on the resolution to suspend.

The board must approve the motion to suspend with a 67% majority.

### **12.3.3 Reinstatement of Membership**

The board may lift the suspension of membership when:

- (a) the member is again in good standing;

- (b) the criminal charge is dropped or the person is found not guilty; or
- (c) the investigation is dropped or the person is found to have committed no wrongdoing.

#### **12.3.4 Terminating a Membership**

The board may terminate a membership:

- (a) If the member is found guilty in a court of law to be in breach of regulations that govern The Cridge Centre;
- (b) for such reasons as the board may establish from time to time; or
- (c) for conduct which, in the board's sole discretion, is inimical to the interests of the society.

The board will:

- (a) conduct a hearing with the intent to resolve any issues before voting on expelling the member.

The board will give the member:

- (a) at least 14 calendar days' written notice of the time and place of the hearing by the board and if required, the general meeting at which the members will vote on the recommendation for expulsion;
- (b) the reason(s) for the proposed expulsion; and
- (c) the opportunity to speak at the meeting and / or provide a written submission (not to exceed 200 words) before the vote on the resolution.

The member may not be present during the discussion or vote.

The board:

- (a) will vote by secret ballot on a motion to terminate the member, pursuant to the Act; and
- (b) will notify the person as soon as practicable.

#### **12.3.5 Reapplication for Membership**

The board may, at their sole discretion, consider a re-application for membership.

#### **12.3.6 At Termination of Membership**

Any money the member owes the society when the membership ceases remains payable.

The member will not be refunded any part of the fees that have been paid.

## **13 GENERAL MEETINGS OF MEMBERS**

There are two types of general meetings:

- (a) the annual general meeting; and
- (c) any meeting of the members that is held between annual general meetings.

### **13.1 NOTICE OF A GENERAL MEETING**

The board:

- (a) must provide not less than 14 days' notice and not more than 60 days' notice for any general meeting;
- (b) must ensure that all voting members are sent notice of the meeting;
- (c) may send the notice by email to those members who have provided such an address;
- (d) may send written notice by mail to members who have not provided an email address;
- (e) may advertise the meeting in local newspapers.

The proceedings at the meeting are still valid even if the board accidentally omits to send the notice to a voting member or if the member does not receive the notice.

### **13.2 GENERAL RULES OF PROCEDURE AT GENERAL MEETINGS**

Unless otherwise specified in the bylaws, meetings will be conducted in accordance with Robert's Rules of Order.

The order of business at any general meeting is:

- (f) electing the chair if necessary;
- (g) determining that there is a quorum;
- (h) approving the agenda;
- (i) considering the issue that necessitated calling a general meeting; and
- (j) adjourning the meeting.

### **13.3 QUORUM**

Quorum for general meetings of the membership is at least 15 members with voting rights.

If there is no quorum:

- (a) within 30 minutes after the time the meeting was set to start:
  - i. if the meeting was requisitioned, it is terminated; or

- ii. if the meeting was called, it stands adjourned until exactly one week later, at the same time and in the same place.
- (b) within 30 minutes after the adjourned meeting was set to start, the voting members then present at the recalled meeting will constitute the quorum.
- (c) at any time during the general meeting, the business in progress is suspended until quorum is again present, provided that if no quorum is present within 30 minutes, the meeting is adjourned or terminated in accordance with subsection (a).

#### **13.4 ANNUAL GENERAL MEETING**

The board:

- (a) will normally call an Annual General Meeting to be held within six months of the end of the previous fiscal year;
- (b) must call an AGM at least once in each calendar year;
- (c) will set the date, time and place of the AGM.

##### **13.4.1 Notice of Annual General Meeting**

The board must give notice no more than 60 days and no less than 14 days in advance of the meeting.

The notice must state the:

- (a) meeting location;
- (b) time of the meeting;
- (c) agenda of the business to be transacted;
- (d) text of any special resolutions to be considered;
- (e) text of any member proposal that is received in accordance with the requirements in member proposals below.

##### **13.4.2 Member Proposals**

Members may propose items to be included in the agenda if the proposal:

- (a) is submitted by a minimum of the lesser of 20 members or 5% of the voting members;
- (b) includes the names and signatures of the members making the proposal;
- (c) includes one statement in support of the proposal to be included in the meeting notice; and
- (d) includes a description of the proposal that together with the statement for the notice does not exceed 200 words.

### **13.4.3 Order of Business at the AGM**

The following are considered to be ordinary business at the annual general meeting:

- (a) approval of the agenda;
- (b) approving the minutes of the last general meeting; and
- (c) dealing with any unfinished business from the previous general meeting;
- (d) presenting the financial statements;
- (e) considering the audit report;
- (f) receiving the directors' report on activities and decisions since the previous annual general meeting;
- (g) business arising out of the directors' report that does not require a special resolution;
- (h) election of directors; and
- (i) appointment of the auditor.

Any item proposed to be included in the agenda that is received after the notice has been sent must be approved for inclusion at the meeting.

With the exception of member proposals, new matters may be discussed but will be referred to the board for consideration.

### **13.4.4 Directors' Report**

The Directors' Report will:

- (a) be presented by the President;
- (b) include information on the board's activities that the board considers relevant to the members.

## **13.5 GENERAL MEETINGS**

General meetings may be:

- (a) called by the board;
- (b) requisitioned by members in accordance with section 13.5.2; or
- (c) ordered by the court.

### **13.5.1 General Meetings Called by the Board**

The board may call a general meeting at any time.

### **13.5.2 Requisitioned by Members**

Voting members may requisition a general meeting.

The requisition:



- (a) must be requested by at least the lesser of 15 members or 10% of the voting members;
- (b) must show the requisitionists' names and signatures on a single record or several records similar in form;
- (c) must state the business to be discussed in no more than 200 words, including any special resolutions to be considered;
- (d) must be delivered to the society's registered address; and
- (e) must be sent to all directors.

The board:

- (a) must call the meeting within 21 days of receiving the requisition or, failing to do so, the majority of the requisitionists may call the meeting;
- (b) must hold the meeting within no more than 60 days after receiving the requisition;
- (c) must send the notice in the same manner as if they had called the meeting; and
- (d) must conduct the meeting for the sole purpose stated in the requisition.

The society will reimburse the requisitionists for actual costs reasonably incurred unless the voting members vote not to do so by an ordinary resolution at the meeting.

### **13.6 MEETING CHAIR**

The President will preside over general meetings.

If the President is unable to preside, the meeting will be chaired by:

- (e) the Vice-President;
- (f) a director if the Vice-President is unable to preside; or
- (g) if none of these is available within 15 minutes of the time set for the meeting, a member elected by the voting members present.

### **13.7 PARTICIPATION IN GENERAL MEETINGS**

All voting members:

- (a) have the right to attend all general meetings;
- (b) may participate in all proceedings; and
- (c) may vote on all matters if the membership is in good standing.

Voting members must be present to participate in either an in person general meeting or a virtual general meeting should extenuating circumstances so require (as determined by a vote of the Board of Directors).

### **13.8 ADJOURNMENT OF GENERAL MEETINGS**

The President:

- (a) may adjourn a meeting; and
- (b) must adjourn a meeting if so directed by a simple majority of the voting members present.

The business at an adjourned meeting is restricted to the unfinished business from that adjourned meeting.

If the meeting is adjourned, the board does not have to give notice of the continuation of the adjourned meeting or the business to be transacted, provided the meeting is continued within 30 days.

### **13.9 VOTES**

Each voting member:

- (a) may only vote if they are in good standing;
- (b) has only one vote;
- (c) may exercise that vote on every matter.

The Chair of the meeting does not have a second or casting vote.

If a vote is tied, the proposed resolution does not pass.

#### **13.9.1 Voting Methods**

Members may vote by:

- (a) show of hands, oral vote or any other method as long as it adequately discloses the voters' intent;
- (b) ballot
  - i. where the motion is with respect to an identifiable individual;
  - ii. if the members present at the meeting vote by simple majority in favour of a ballot; or
  - iii. at the direction of the chair.

The President will ask for a motion to appoint impartial scrutineers to tally the ballots.

#### **13.9.2 Proxies**

Voting by proxy is not permitted.

### **13.9.3 Voting Results**

The Chair of the meeting must announce the outcome of each vote.

The Secretary will record the motion and results in the minutes of the meeting.

## **14 PERSONNEL JOB DESCRIPTION REQUIREMENT**

The job description of the chief executive officer and of all departmental heads shall include a bona fide occupational requirement that the incumbent personally subscribe to and conduct activity congruent with the society's statement of faith. All other staff shall uphold the purposes of the society.

## **15 SEAL**

The society's Seal may be used with the approval of the board.

## **16 ASSETS AND INCOME**

The society will not distribute any gains, profits or dividends to the members, and no part of the capital, assets, or earnings will inure to the benefit of any of the members.

The society will not declare any dividend or distribute any of its property among the members during the existence of the society, or upon its winding up, or dissolution.