

GREATER TRAIL COMMUNITY RESTORATIVE JUSTICE PROGRAM  
CONSTITUTION and BYLAWS  
March 2020

As per the Requirements of:

PROVINCE OF BRITISH COLUMBIA SOCIETY ACT

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## GREATER TRAIL COMMUNITY RESTORATIVE JUSTICE PROGRAM

### CONSTITUTION

#### **Purpose of the Society:**

1. The name of the Society is Greater Trail Community Restorative Justice Program (GTCRJP)
2. The purposes of the Society are to:
  - a. Provide restorative justice in the community and district;
  - b. Provide awareness of restorative justice and restorative practices as a means to repair harm and reconnect individuals within a supportive community;
  - c. Support crime reduction through community awareness presentations;
  - d. Coordinate with the RCMP in the region as well as the School District, other ministries and organizations to increase the appropriate and informed use of restorative practices in addressing the harm done to individuals and the community;
  - e. Provide Community Justice Forum (CJF) training and facilitator certification for potential CJF Facilitators;
  - f. Provide training for potential CJF Trainers;
  - g. Provide additional opportunities for training and experience which will support the growth of facilitator skills;
  - h. Maintain confidentiality within all individuals involved in a restorative justice process or facilitation;
  - i. Maintain open and transparent communication within the community concerning the business practices and finances of GTCRJP.

## BYLAWS

### Part 1. Definitions

#### *Definitions*

**1.1** In these Bylaws:

"**AGM**" means an annual general meeting of the Members of a Society, Annual AGM or AGM;

"**alter**" includes create, add to, vary and delete;

"**BC Societies Act**" means the Societies Act, S.B.C. 2015, c. 18;

"**bylaws**" means the bylaws described in BC Societies Act section 11;

"**constitution**" means the constitution described in BC Societies Act section 10;

"**Coordinator**", in relation to the Society, means an individual contracted by the Directors of the Society to carry out the job functions as outlined in the GTCRJP Coordinator job description;

"**criminal record check**" is a check done by the RCMP to ensure that the applicant is legally permitted unsupervised access to children and vulnerable adults as per the regulations of the Victim Services and Crime Prevention Division;

"**deliver**" means deliver in accordance with BC Societies Act section 30;

"**delivery address**", in relation to the registered office of a Society, means the delivery address of the registered office set out in the statement of the Director's and registered Office of the Society;

"**Director**", in relation to the Society, means an individual who has been designated, elected or appointed, as the case may be, in accordance with the Societies Act, as a Member of the Board of Directors of the Society, regardless of the title by which the individual is called;

"**file**", in relation to a record that must or may be filed with the registrar, means file the record in accordance with BC Societies Act section 209 (1);

"**mailing address**", in relation to the registered office of a Society, means the mailing address of the registered office set out in the statement of Directors and registered office of the Society;

"**Member**", in relation to a Society, means:

- a) an applicant for the incorporation of the Society who remains a Member of the Society, and
- b) a person who becomes, in accordance with the bylaws, a Member of the Society and who remains a Member of the Society;

**"officer term"** means the time between the first Directors' meeting following an annual AGM and the first Directors' meeting following the immediate next annual AGM;

**"ordinary resolution"** means any of the following:

- a) a resolution passed at a general meeting by a simple majority of the votes cast by the voting Members, whether cast in person or by proxy;
- b) if the bylaws authorize indirect or delegate voting or voting by mail or another means of communication, including by fax, email or other electronic means, a resolution passed by a simple majority of the votes cast, in accordance with the bylaws, on the resolution;

**"property"** includes rights and interests;

**"publish"**, in relation to notice that must or may be published by the registrar, means publish notice in accordance with BC Societies Act section 211;

**"registered address"** of a Member means the Member's address as recorded in the register of Members;

**"Society"** means the Greater Trail Community Restorative Justice Program;

**"Special resolution"** means any of the following:

- a) a resolution passed at a general meeting by at least 2/3 of the votes cast by the voting Members, whether cast in person or by proxy;
- b) if the bylaws authorize indirect or delegate voting or voting by mail or another means of communication, including by fax, email or other electronic means, a resolution passed by at least 2/3 of the votes cast, in accordance with the bylaws, on the resolution;

**"statement of Directors and registered office"** means the statement of Directors and registered office described in BC Societies Act section 12;

**"Voting Member"** means a Member of a Society who has the right to participate in a vote under BC Societies Act.

***Definitions in Act apply***

**1.2** The definitions in the BC Societies Act apply to these Bylaws

### ***Conflict with Act or Regulations***

- 1.3** If there is a conflict between these Bylaws and the BC Societies Act, the BC Societies Act and its Regulations will prevail.

## **Part 2. Members**

### ***Application for Membership***

- 2.1** Any person over 18 years of age may apply to the Directors for membership in the Society and on acceptance by the Directors is a Member.

### ***Duties of Membership***

- 2.2** Every Member shall uphold the constitution and comply with:
- a) these bylaws
  - b) the Society's Contract of Confidentiality
  - c) maintaining an acceptable Criminal Record Check if on the Board of Directors or having unsupervised access to children and vulnerable adults;

### ***Termination of Membership***

- 2.3** A Member shall cease to be a Member of the Society:
- a) by delivering their resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society;
  - b) on the death of the Member or, in the case of a corporation, on dissolution;
  - c) on being expelled;
  - d) on having been a Member not in good standing for 3 consecutive months
- 2.4** All Members are in good standing except a Member who has failed to pay his or her current annual Membership, or any other debt due and owing by the Member to the society within two general meetings of the date it is due.
- 2.5** A voting Member who is not in good standing may not vote at a GTCRJP meeting.
- 2.6** A Member may be expelled by a special resolution of the Members at an AGM.
- 2.7** The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- 2.8** The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the AGM before the special resolution is tabled.

## **Part 3. Directors**

### ***Number and Residency of Directors***

- 3.1** The number of Directors must be 3 or a greater number determined by the Board of Directors from time to time, and at least one of the Directors must be ordinarily resident in British Columbia.

Directors must be elected or appointed to the following Board of Directors positions, and a Director, other than the president, may hold more than one position:

- a) President;
- b) Vice-president;
- c) Secretary;
- d) Treasurer.

### ***Employment of Directors***

- 3.2** Directors must not receive or be entitled to receive remuneration from the Board of Directors under contracts of employment or contracts for services, other than remuneration for allowable expenses such as travel costs, meals and lodging while conducting approved business of the Board of Directors.

### ***Designation, Election and Appointment of Directors***

- 3.3** A Director previously elected is eligible for re-election.
- 3.4** At an AGM, the appointment of a Director may be by acclamation; otherwise, the Directors appointed to the Board of Directors are determined by the vote of Members entitled to vote.
- 3.5** The Directors may from time to time appoint a Member as a Director to fill a vacancy on the Board of Directors.
- 3.6** A Director so appointed holds office only until the conclusion of the next Annual AGM of the Society but is eligible for election at that meeting.
- 3.7** A designation, election, or appointment of an individual as a Director is invalid unless:
- a) the individual consents to be a Director of the Board of Directors, or
  - b) the designation, election, or appointment is made at a meeting at which the individual is present and the individual does not refuse, at the meeting, to be a Director.



### ***Term of Directors***

- 3.8** Directors elected, appointed or acclaimed will be designated as holding terms of office for two consecutive years
- 3.9** The Members may, by special resolution, remove a Director before the expiration of their term of office, and may elect a successor to complete the term of office.

### ***Qualification of Directors***

- 3.10** A Director of the Board of Directors who is not, or who ceases to be, qualified as defined in the BC Societies Act will be removed from the Board of Directors.
- 3.11** A person is disqualified to be a Director of the Board of Directors if they:
- a) are not at least 18 years of age;
  - b) fail to provide a Criminal Record Check indicating a history in Canada or elsewhere of financial accountability, no incidents of theft, fraud or bankruptcy, and the ability to work unsupervised and responsibly with children and vulnerable adults, any criminal act which threatened the safety of others;
  - c) fail to maintain an acceptable Criminal Record Check as defined in Bylaw 3.11.
- 3.12** Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

## **Part 4. Changes Respecting Directors**

### ***When a Director Ceases to Hold Office***

- 4.1** A Director of the Board of Directors ceases to hold office when:
- a) the Director resigns or dies, or
  - b) the Director is removed from office in accordance with Bylaw 4.3
  - c) fails to maintain qualifications of a Director as defined in Bylaw 3.11 (b) and (c)

### ***Resignation of Directors***

- 4.2** A Director of the Board of Directors who intends to resign must give their resignation to the Board of Directors in writing and it is the effect on the later of the following:
- a) the receipt by the Society of the written resignation;
  - b) if the written resignation specifies that the resignation is to take effect on a specified occurrence:
    - i. if the date is specified, the beginning of the day on the specified date,

- ii. if a date and time are specified, the date and time specified, or
- iii. if an event is specified, the occurrence of the event.

### ***Removal of Directors***

- 4.3** A Director of the Board of Directors may be removed for office:
- a) by special resolution, despite any provision of the bylaws, or
  - b) without limiting Bylaw 4.3(a), by the method, if any, provided in the Bylaw or BC Societies Act.
  - c) except in exceptional circumstances, for failing to attend 3 Board of Directors Meetings within a given year.
- 4.4** If a Director is removed from office under Bylaw 4.3 or Bylaw 3.11, an individual may be elected or appointed, by ordinary resolution, to serve as Director for the balance of the term of the removed Director as per Bylaw 3.9.

## **Part 5. Functions and Duties of Directors**

### ***Functions of Directors***

- 5.1** Subject to this Bylaw, the Directors must manage, or supervise the management of, the activities and internal affairs of the Board of Directors.
- 5.2** A Director of the Board of Directors must, when exercising the powers and performing the functions of the Board of Directors:
- a) act honestly and in good faith with a view to the best interests of the Board of Directors;
  - b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
  - c) act in accordance with these Bylaws and regulations of the BC Societies Act.

### ***Duties of Directors***

- 5.3** The duties of each Board of Director is as outlined in the GTCRJP Board of Directors Job Description. These job descriptions will be reviewed and updated as necessary, but at a minimum every two years.
- 5.4** Nothing in a contract or the Bylaws relieves a Director from liability that, by any enactment or rule of law or equity, would otherwise attach to the Director in respect of negligence, default, breach of duty or breach of trust of which the Director may be guilty in relation to the Society.

## **Part 6. Annual General Meeting (AGM)**

### ***Time and Place of an Annual AGM***

- 6.1** The AGM of the Society shall be held at the time and place in accordance with the BC Societies Act.

### ***Notice to Members of an AGM***

- 6.2** Written notice of the date, time and location of an AGM will be sent to every Member of the Society:
- a) at least 14 days before the meeting,
  - b) not more than 60 days before the meeting.
- 6.3** A notice may be given to a Member, either personally or by mail to him/her at his/her registered address, or by email to his/her designated email address.
- a) 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 Canada Post receptacle.
  - b) A notice sent by email shall be deemed to have been given on the day it was sent and in proving the notice has been given it is sufficient to prove that the notice has been saved in the Society's computer.
- 6.4** Notice of an AGM must be given to:
- a) every Member shown on the Register of Members on the day notice is given, and
  - b) the auditor, if Part 10 applies.
- 6.5** 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 the proceedings of that meeting.
- 6.6** It is not necessary to give notice of an AGM to any other person. However, the Directors may from time to time decide to provide notice of AGMs to other persons.
- 6.7** The first AGM of the Society shall be held not more than 15 months after the date of incorporation, and after that an AGM shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual meeting.

### ***Ordinary Business of the AGM***

- 6.8** At an AGM, the following business is ordinary business:

- a) the adoption of rules of order;
- b) the consideration of financial statements;
- c) the report of the Directors;
- d) the report of the auditor, if any;
- e) the election of the Directors;
- f) the appointment of the auditor, if required;
- g) business arising out of a report of the Directors not requiring the passing of a special resolution; and
- h) adjournment

### ***Notice of Special Business at an AGM***

- 6.9** A notice of an AGM must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a Member receiving the notice to form a reasoned judgment concerning that business.
- 6.10** Business other than the election of a chair and the adjournment of the meeting, must not be conducted at an AGM at a time when a quorum is not present.

### ***Chair of the AGM***

- 6.11** The President chairs all meetings of the Directors, but if at a meeting the President is not present within 15 minutes after the time appointed for holding the meeting, the Vice President must chair the meeting, but if neither is present, the Directors present may choose one of their number to be the chair that meeting.

### ***Quorum for AGMs***

- 6.12** A quorum is 3 Members present.

### ***Lack of Quorum at the Commencement of AGM***

- 6.13** If within 15 minutes from the time appointed for an AGM, a quorum is not present:
- a) in the case of a meeting convened on the requisition of Members, the meeting is adjourned, and
  - b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if,
  - c) at the continuation of the adjourned meeting, a quorum is not present within 30 minutes for the time set for holding the continuation of the adjourned meeting, the voting Members who are present constitute a quorum for that meeting.
  - d) If, at any time during an AGM, there ceases to be a quorum of voting Members present, the business in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

### ***AGM Meeting Adjournment***

- 6.14** The Chair of an AGM may require the adjournment and rescheduling of an AGM for a later date. No business may be transacted at the continuation of the adjourned meeting other than the business left unfinished at the adjourned meeting.

### ***Notice of the Continuation of Adjourned AGM***

- 6.15** Notice of a continuation of a adjourned AGM and the business remaining to be transacted must be given if the meeting has been adjourned for 30 days or more.

### ***Methods of Voting***

- 6.16** A Member in good standing has the right to participate in decision-making during an AGM.
- 6.17** At an AGM:
- a) election of Members to the Board of Directors will be done by show of hands or in the case of two or more Members applying for the same position, by secret ballot;
  - b) in the case of a tie vote on a secret ballot, a second or third ballot will be conducted;
  - c) voting via remote means or through a proxy holder is permitted.

### ***Member Proposed Resolution***

- 6.18** Members may propose:
- a) an AGM with the support of 10% of the eligible voting Members;
  - b) a resolution be entered at an AGM with the support of at least 5% of the eligible voting Members present;
  - c) a special resolution requiring passage by 2/3 of the eligible voting Members present at the AGM;
  - d) an AGM with the support of 10% of the eligible voting Members;
  - e) that an AGM need not actually be held if all eligible voting Members consent to the business of the AGM.

### ***Participation in AGM via Telephone or Other Technology***

- 6.19** A person who is entitled to participate in an AGM may do so by telephone or other communications medium if all of the persons participating in the meeting, whether by telephone, by other communication medium or in person, are able to communicate with each other.

## **Part 7. Directors Meetings**

### ***Director's Meeting Time and Place***

- 7.1** The Directors may meet at any location, on any notice and in any manner convenient to the Directors.

### ***Notice of Directors' Meetings***

- 7.2** At least 2 days notice of a Directors' Meeting must be given unless all the Directors agree to a shorter notice period.

### ***Proceeding without Notice***

- 7.3** The accidental omission to give notice of a Directors' meeting to a Director or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.

### ***Quorum of Directors***

- 7.4** The Directors may from time to time fix the quorum necessary to transact business, and unless so fixed, the quorum shall be a simple majority of the Directors on the Board of Directors.

### ***Chairing of the Directors' Meeting***

- 7.5** The President chairs all meetings of the Directors, but if at a meeting the President is not present within 15 minutes after the time appointed for holding the meeting, the Vice President must chair the meeting, but if neither is present, the Directors present may choose one of their number to be the chair that meeting.
- 7.6** A Director will be considered present and included in a quorum if available by way of teleconference, or other electronic communication. Remote participation is acceptable as long as all of the persons participating in the meeting, remotely and in person, are able to communicate with each other.

### ***Delegation to Committees***

- 7.7** The Directors may delegate any, but not all, of their powers to committees consisting of such persons as the Directors think fit, and may name the committee.
- 7.8** A committee so formed in the exercise of the powers so delegated, must conform to any rules imposed upon it by the Directors, and must report any act

or thing done in exercise of those powers to the earliest meeting of Directors to be held next after it has been done.

- 7.9 Subject to the instructions of the Directors, the committee shall determine the protocols of the committee.
- 7.10 The Members of a committee may meet and adjourn, as they determine appropriate.

## **Part 8. Employment or Appointment of Coordinator**

### ***Election or Appointment of Coordinator***

- 8.1 The Directors of the Society may appoint or enter into a contract with a Project Coordinator to exercise the Directors' authority as identified in the GTCRJP approved process to secure a Coordinator. The approved Coordinator job description will be utilized for Coordinator job functions.

## **Part 9. Borrowing**

### ***Borrowing***

- 9.1 In order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.
- 9.2 No debenture shall be issued without the sanction of a special resolution.
- 9.3 The Members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual AGM.

## **Part 10. Auditor**

### ***Auditor***

- 10.1 This Part only applies where the Society is required or has resolved to have an auditor.
- 10.2 The first auditor must be appointed by the Directors who shall also fill all vacancies occurring in the office of auditor.

- 10.3** At each annual AGM, the Society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual AGM.
- 10.4** An auditor may be removed by ordinary resolution.
- 10.5** An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 10.6** A Director or employee of the Society must not be its auditor.
- 10.7** The auditor may attend AGMs.

## **Part 11. Bylaws**

### ***Member Notification***

- 11.1** On being admitted to Membership, each Member is entitled to, and the Society must give the Member without charge, a copy of the Constitution and Bylaws of the Society.

### ***Alterations to Constitution***

- 11.2** The Society may, by filing with the registrar a constitution alteration application, alter its constitution to:
- a) change its name, or
  - b) alter its purposes.
- 11.3** The Society must not submit a constitution alteration application to the registrar for filing unless
- a) the alteration proposed by the application has been authorized by special resolution, and
  - b) in the case of a change of the Society's name, the new name is reserved under the BC Societies Act.
- 11.4** An alteration proposed in a constitution alteration application takes effect when the constitution alteration application is filed with the registrar.
- 11.5** After the Society alters its constitution under this section, the registrar:
- a) must furnish to the Society a certified copy of the altered constitution; and
  - b) must, if the alteration changes the name of the Society,
    - i. issue a certificate of change of name that sets out the particulars of the change of name,
    - ii. furnish to the Society the certificate of change of name, and
    - iii. publish notice of the change of name.



- 11.6** Despite Societies Act of B.C. subsection (2) (a), authorization by special resolution is not required in respect of an alteration to the Society's constitution if the registrar has ordered the alteration under Societies Act of B.C. section 2 (3) or Societies Act of B.C. 9 (5).

***Effect of Change of Name***

- 11.7** A change of the name of the Society does not affect any of its rights or obligations, or render defective any legal proceedings by or against it, and any legal proceedings that may have been continued or commenced by or against the Society under its former name may be continued or commenced by or against it under its new name.

***Alterations to Bylaws***

- 11.8** The Society may alter its bylaws by filing with the registrar a bylaw alteration application.
- 11.9** The Society must not submit a bylaw alteration application to the registrar for filing unless the alteration proposed by the application has been authorized by special resolution.
- 11.10** An alteration proposed in a bylaw alteration application takes effect when the bylaw alteration application is filed with the registrar.
- 11.11** After the Society alters its bylaws under this section, the registrar must furnish to the Society a certified copy of the altered bylaws.
- 11.12** Even if the bylaws of the Society identify a provision of the bylaws as being unalterable, the Society may alter the provision in accordance with this Act.