
THE BRITISH COLUMBIA CIVIL LIBERTIES ASSOCIATION

Incorporated under the *Societies Act of British Columbia*

February 1963

CONSTITUTION

(Revised, 2009)

(1) The name of the Society is the British Columbia Civil Liberties Association.

(2) The object of the Society is to promote, defend, sustain, and extend civil liberties and human rights. We recognize that such rights are fundamental and inalienable for the well-being of human society. Among these liberties and rights are those which have been embodied in such documents as the *Canadian Charter of Rights and Freedoms*, the *Declaration of the Rights of Man and the Citizen*, the *American Declaration of Independence*, the British, American and Canadian *Bills of Rights*, and the *Universal Declaration of Human Rights*.

(3) The operations of the Society are to be chiefly carried out in the Province of British Columbia.

(4) Upon the dissolution or winding up of the Association, any assets remaining after payment of the liabilities of the Association shall be distributed to such Canadian charitable organizations or organization as the Board of Directors shall designate; and this provision shall be unalterable.

BY-LAWS

Membership

(1) Membership shall be open to all persons who subscribe to the object of the Society.

(2) The annual membership fee shall be established from time to time by the Board of Directors of the Society, subject to ratification by the subsequent annual general membership meeting of the Society.

(3) A member acquires good standing after payment of that member's membership fee has been received by the Society, and remains in good standing unless the member becomes three months in arrears. The term of membership is one year and may begin at any time during the year.

Officers

(4) There shall be a Board of Directors of the Society not more than thirty (30) of whom shall reside within twenty-five (25) miles of Vancouver. Seven (7) members of the Board of Directors shall be elected at each annual meeting, each for a term of three (3) years from that annual general membership meeting.

The Board of Directors may appoint, from time to time, additional members to their number, these appointments being subject to ratification by the first annual general membership meeting following the appointments; but at no time should the number of active Directors who have not as of that time been elected or ratified by a general membership meeting exceed fifteen (15).

A member of the Board of Directors who resigns, or who by being absent without explanation from three consecutive regular meetings of the Board may be presumed to have resigned, may be replaced in the following manner: the remaining members of the Board may appoint a new Director in his place, subject to ratification by the first annual general membership meeting following the appointment; provided that such appointment does not bring the total number of active voting Directors yet to be approved by a general membership meeting to more than fifteen (15).

The term of office of an appointed Director shall be provisional until the first annual general membership meeting following his appointment, and if his appointment is ratified at that meeting, he shall then serve for two (2) years following the meeting at which his appointment was ratified.

If a duly elected or appointed Director is granted leave of absence from the Board, the Board may appoint a temporary replacement for that Director to serve on the Board until the expiration of the leave period. Such temporary replacements will have full voting privileges on the Board.

(5) All Directors and temporary replacements on the Board must be members in good standing of the Society.

(6) The Board of Directors shall manage the affairs of the Society and speak on behalf of the Society. Policies of the Society may be determined by the Board of Directors, subject to ratification by the subsequent annual general membership meetings or directly by the membership at the annual general meetings.

(7) The Board of Directors, following each annual general membership meeting, shall elect no fewer than seven (7) and no more than ten (10) of its number to serve as voting

members of the Society's Executive Committee for a one-year term. The Executive Committee shall consist of the President, the Vice-President, the Secretary and such other officers as the Board may designate.

(8) The Executive Committee of the Society shall perform such functions as directed by the Board of Directors and shall report its activities to the Board.

(9) The Board of Directors may appoint the Society's administrative assistant, or any other senior staff member employed by the Society, to be ex-officio, non-voting member of either the Board of Directors or the Executive Committee or both, for such terms as the Board may, from time to time, determine.

(10) The Board of Directors may appoint persons to be honorary directors or sponsors for the Society for such terms as the Board may, from time to time, determine.

Meetings

(11) There shall be an annual general membership meeting of the Society at least once in every calendar year and not more than 15 months after the adjournment of the previous annual meeting. Immediately following the annual meeting and within fourteen (14) days thereafter, the outgoing Executive Committee shall prepare and file such documents and reports as are required under the *Societies Act of British Columbia*.

(12) Membership meetings may be called by the Board of Directors or upon the petition of not less than twenty (20) members in good standing. Petitions for such meetings must specify the object for which the meeting is sought.

(13) Membership meetings of the Society shall be at such times and places as the Board of Directors shall determine. Not less than fourteen (14) days' notice of meeting shall be given.

(14) A quorum at any membership meeting of the Society shall be ten per cent (10%) of the total members in good standing, or twenty-five (25) members in good standing, whichever is fewer.

(15) Each individual who has been a member in good standing for three (3) months shall be entitled to one vote at all membership meetings, and each organization which has been a member in good standing for three (3) months shall be entitled to one voting delegate at all membership meetings. Two members of a family which has held a family membership in good standing for three (3) months may each have one vote if both are present at a membership meeting, but there shall be no proxy voting. Individuals, organizations or families which have not been members in good standing for three (3) months prior to a membership meeting shall not have a vote at that meeting.

(16) Decisions of the annual general membership meeting of the Society shall be made by simple majority, except in the case of by-law amendments, provision for which is made under By-law (20).

(17) Any notice required to be given by these By-laws or any Statute may be given by mail and shall be deemed to have been received three days after posting.

Borrowing Powers

(18) For the purpose of carrying out the object of the Society, the Directors may borrow or raise money in such a manner as they believe fit.

Audit and Annual Report

(19) At every annual general membership meeting, the Directors shall submit an annual report of the Society's activities for the past year, including a statement in the form of a balance sheet audited by an accredited chartered accountant. Such a statement shall contain general particulars of the Society's liabilities and assets. The auditor shall be appointed by each annual general membership meeting to serve for the ensuing year.

Amendments to By-laws

(20) These By-laws may be amended at any annual general membership meeting by a two-thirds majority vote of those members in attendance, upon at least fourteen (14) days' written notice to the membership of the proposed amendments.

Seal

(21) The Seal of the Society shall be in the custody of the Secretary or of the President and shall be used only under the authority of the Board of Directors.

Books and Records

(22) The Directors shall see that all necessary books and records of the Society required by the By-laws of the Society or by any applicable statute or law are regularly and properly kept.

(23) The accounts and books of the Association shall be open for inspection by any member in good standing during regular office hours at the registered address of the Association upon ten (10) days' written notice to the President or the Secretary of the Association, and no member not being a Director shall have the right to examine the books except as conferred by law or as authorized herein.

Board Administration

(24) Employees of the Society are prohibited from being voting members of the Society's Board of Directors.

(25) The Society shall not distribute to members of the Society any gain, profit, or dividend without receiving full and valuable consideration.

(26) No Director of the Society shall be remunerated for being or acting as a Director, but a Director may be reimbursed for all expenses necessarily incurred by him/her while engaged in the affairs of the Society.