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**KAMLOOPS-CARIBOO REGIONAL IMMIGRANTS SOCIETY**

# SOCIETY ACT

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CONSTITUTION AND BY-LAWS OF

KAMLOOPS-CARIBOO REGIONAL IMMIGRANTS SOCIETY

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## CONSTITUTION AND BY-LAWS OF

KAMLOOPS –CARIBOO REGIONAL IMMIGRANTS SOCIETY

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### CONSTITUTION

1. The name of the society is the Kamloops –Cariboo Regional Immigrants Society.
2. The purposes of the Society are:
  - a. To operate as a non-profit society for the purpose of:
    - Assessing the needs and promoting the welfare of immigrants,
    - Co-operating with all agencies serving immigrants in the Kamloops-Cariboo region,
    - Initiating new services for immigrants,
    - Enlisting the active participation of citizens in the service of immigrants,
    - Encouraging immigrants to participate in the life of the whole community.
  - b. To hire, engage or otherwise secure the services of suitable persons for the promotion and carrying out of any of the purposes of the society.
  - c. To establish a centre and obtain facilities to carry out these purposes.
  - d. To acquire and take by purchase, donation, devise, lease or otherwise, real and personal property and to sell, exchange, mortgage, lease, let, improve and develop the same and to erect and maintain any necessary buildings and to take any gift of real or personal property, whether subject to any special trust or not for any one or more of the purposes of the society.
  - e. To co-operate with other organizations, whether incorporated or not, which have purposes similar in whole or in part to the purposes of the society.

## BY-LAWS

### Part 1- Interpretation

1. (1) In these by-laws, 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 by-laws 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. ***Membership in the society shall be open to all regardless of sex, race, colour, religion or origin.***  
*(Amended by Special Resolution, June 11, 2018)*
4. The members of the society are the applicants for incorporation and those persons who subsequently have become members, in accordance with these by-laws and, in either case, have not ceased to be members.
5. All applications for membership shall be submitted to the Board of Directors, and upon approval the applicant shall become a member. The Board of Directors shall consider the application based on the following:

- (a) the applicant shall provide evidence of his/her interest in promoting the mission, interest, goals, and objectives of the Society (for example, volunteering, hosting, and bridging activities);
  - (b) the applicant shall have volunteered for two hours in the two months preceding the receipt of the application;
  - (c) the applicant shall be willing to provide volunteer service at KIS a minimum of 24 hours per year;
  - (d) the applicant shall be willing to abide by the Constitution and By-laws of the Society;
  - (e) the applicant shall be willing to undergo a criminal record check;
  - (f) the applicant shall pay the annual membership dues, upon becoming a member;
  - (g) the applicant shall not be a former KIS employee, or the employee's relations and/or family members, whose employment was terminated. (*Amended by Special Resolution, December 14, 2009*)
6. Every member shall uphold the constitution and comply with these by-laws.
7. The amount of the first annual membership dues shall be determined by the Directors and thereafter the annual membership dues shall be determined at the annual general meeting of the society.
8. A person shall cease to be a member of the society:
- (a) By delivering or mailing his resignation in writing to the secretary, or
  - (b) On his death, or,
  - (c) On being expelled, or
  - (d) On having been a member not in good standing for twelve (12) consecutive months.
9. (1) The directors shall have the power, by a three-fourths majority, to expel or suspend any member whose conduct shall have been determined to be improper, unbecoming, or likely to endanger the interest or reputation of the society or who wilfully commits a breach of the Constitution of by-laws of the society.
- (2) No members shall be expelled or suspended without being notified of the charge or complaint against him or without being first given an opportunity to be heard by the Directors at a meeting called for that purpose.
- (3) The expelled or suspended member may apply for reinstatement at the annual general meeting of the society. The members may by special resolution reinstate a member.

10. Any member who withdraws or is expelled from the society shall forthwith forfeit all rights, claim and interest arising from or associated with membership in the society.
11. All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the society and he is not in good standing so long as the debt remains unpaid.

### Part 3- Meetings of Members

12. General meetings of the society shall be held at such time and place, in accordance with the Society Act, as the directors decide.
13. (1) Every general meeting, other than an annual general meeting is an extraordinary general meeting. The directors may whenever they think fit, convene an extraordinary general meeting.  
  
(2) A special general meeting shall be called upon written request to the Directors by not less than ten (10) per cent of the members.
14. Not less than fourteen (14) days notice shall be given to the membership of every general meeting.
15. (1) Notice of a general meeting shall specify the place and time, and, in case of special business, the general nature of that business.  
  
(2) Accidental omission to give notice or the non-receipt of a notice by any member entitled to receive notice shall not by itself invalidate the proceedings at such meetings.
16. Whenever under the provision of these by-laws, notice is required to be given, it may be given personally or telegraphed or sent through the public mail service. For the purpose of sending notice the address of a member shall be the last recorded in the books of the society.
17. The first annual general meeting of the society shall be held not more than fifteen (15) months after the date of incorporation and thereafter an annual general meeting shall be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding annual general meeting.
18. The president shall appoint a nominating committee of not less than three persons, not less than fourteen (14) days before the date of the annual general meeting. Such committee shall be responsible to nominate persons for the office of the society. Nominations may also be made from the floor.

#### Part 4- Proceedings at General Meetings

19. Special business is:
- (a) all business of an extraordinary general meeting except the adoption of rules or order, and,
  - (b) all business that is transacted at an annual general meeting, except,
    - (i) the adoption of rules of order,
    - (ii) the consideration of the financial statements,
    - (iii) the reports of the directors,
    - (iv) the report of the auditor, if any,
    - (v) the election of directors,
    - (vi) the appointment of the auditor, if required, and
    - (vii) such other business as, under these by-laws, 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.
20. (1) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) A quorum is three (3) members present or such greater number as the members may determine at a general meeting.
21. If within thirty (30) minutes, for the time appointed for a members' meeting a quorum is not present, the meeting 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 constitutes a quorum.
22. Subject to by-law 22, the president of the society, the vice-president, or in the absence of both, one of the other directors, present shall preside as chairman of a general meeting.
23. If at a general meeting
- (a) there is no president, vice-president or any other director present within 15 minutes after the time appointed for holding the meeting, or
  - (b) the president and all the other directors present are unwilling to act as chairman, the members present shall choose one of their number to be chairman.

24. (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) When 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 adjournment or of the business to be transacted at an adjourned general meeting.

25. (1) No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.

(2) In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.

26. (1) A member in good standing present at a meeting of members is entitled to one vote.

(2) Voting is by a show of hands, unless the members otherwise decide.

(3) Voting by proxy is not permitted.

(4) Any member, including but not limited to the member's family members, who is in conflict, is not entitled to vote in all matters of the Society. (*Amended by Special Resolution, December 14, 2009*)

#### Part 5- Directors and Officers

27. There shall be a President, Vice-President, Secretary and Treasurer, who are elected by the Board of Directors and shall be the Officers of the Society. In addition to the Officers, the number of additional directors shall be eight or such greater number as may be determined from time to time at a general meeting. (*Amended by Special Resolution, December 14, 2009*)

28. (1) The directors may exercise all such powers and do all such acts and things as the society may do and which are not by these by-laws or otherwise required to be done by the society in general meeting.

(2) All such acts by the directors shall be subject to laws affecting the society, these by-laws and rules, not inconsistent with the by-laws, which may be made from time to time by the society in general meeting. No such rule however, made by the society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

29. (1) The term for each Director shall be three years.

(2) For the sake of continuity and stability, not more than four Directors shall be up for election at the annual general meeting.

(3) Directors shall be drawn only from the membership. A director shall cease to be a director at the time he ceases to be a member of the society. (*Amended by Special Resolution, December 14, 2009*)

30. The directors may at any time and from time to time appoint a member as a directors to fill a vacancy and a directors so appointed holds office until the next annual general meeting, but is eligible for re-election thereat.

31. The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete to complete the term of office.

32. No director shall be remunerated for being or acting as a director but a director may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the society.

#### Part 6- Proceedings of Directors

33. (1) The directors may meet together at such places as they think fit for the dispatch of business, 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 president shall be chairman of all meetings of the directors, unless the directors otherwise decide.

(4) A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.



34. (1) The directors may delegate any, but not all, of their powers to committees consisting of such persons as they think fit and may name the committee.
- (2) A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the directors.
35. Subject to directions of the Directors, the committee shall determine its own procedure.
36. The members of a committee may meet and adjourn as they think proper.
37. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, fax, or cable, of any meeting of the directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn,
- (a) no notice of meetings of directors shall not be sent to that director, and,
- (b) any and all meetings of the directors of the society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.
38. (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 chairman does not have a second or casting vote.
39. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairman of a meeting may move or propose a resolution.
40. A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

#### Part 7- Duties of Officers

41. (1) The president shall preside at all meetings of the society and of the directors, unless the members or directors otherwise decide.
- (2) The president is the chief executive officer of the society.

42. The vice-president shall carry out the duties of the president during his absence.

43. The secretary shall

- (a) Conduct the correspondence of the society,
- (b) Issue notice of meetings of the society and directors,
- (c) Keep minutes of all meetings of the society and directors,
- (d) Have custody of all records and documents of the society except those required to be kept by the treasurer,
- (e) Have custody of the common seal of the society, and
- (f) Maintain the register of members.

44. The treasurer shall

- (a) Keep such financial records, including books of account, as are necessary to comply with the Society Act, and
- (b) Render financial statements to the directors, members and others when required.

45. (1) The offices of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.

(2) Other officers, if any, shall perform such duties as the members decide.

(3) The directors or members may add additional duties to any director or officer or transfer duties among directors or officers.

46. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

#### Part 8- Seal

47. The directors may provide a common seal for the society and they shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
48. 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 or if no person are prescribed, in the presence of the president and secretary or president and secretary-treasurer.

#### Part 9- Borrowing

49. 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 such manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures.
50. No debenture shall be issued without the sanction of a special resolution.
51. The members may by special resolution restrict the borrowing powers of the directors but a restriction so imposed expires at the next annual general.

#### Part 10- Financial Transaction

52. The society may acquire and take by purchase, donation, devise, or otherwise land and personal property and may sell, exchange, mortgage, lease, let, improve and develop real and personal property and may erect and maintain buildings and other improvements.
53. **In the event of the winding up or dissolution of the society, any funds and assets of the society remaining after satisfaction of its debts and liabilities, shall be given or transferred to a body of government, or organization, or organizations, as shall be decided by the members of the society at the time of winding up or dissolution, provided that any such organizations shall be a charitable organization or trust recognized by the Department of National Revenues, Taxation, as qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect. (Amended by Special Resolution, June 11, 2018)**

#### Part 11- Auditor

54. This part applies only where the society is required or has resolved to have an auditor.
55. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
56. At each annual general meeting the society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.
57. An auditor may be removed by ordinary resolution.
58. An auditor shall be promptly informed in writing of appointment or removal.
59. No director and no employee of the society shall be auditor.
60. The auditor may attend general meetings.

#### Part 12- Fiscal Year

61. The fiscal year of the society shall end on the 31<sup>st</sup> day of March. (*Amended by Special Resolution, June 05, 1985*)

#### Part 13- Notice to Members

62. A notice may be given to a member, either personally or by mail to him at his registered address.
63. 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 the notice was properly addressed and put in a Canadian post office receptacle.
64. (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 notice of a general meeting.

#### Part 14- By-Laws

65. After being admitted, a member is entitled to a copy of the Constitution and By-laws, upon paying the sum of \$20, or \$5 if a member is unemployed, a student or a senior. (*Amended by Special Resolution, December 14, 2009*)
  
66. These by-laws shall not be altered or added to except by special resolution.