


CAROL PREST

PATHWAYS ABILITIES SOCIETY

BYLAWS

Approved September 19, 2016

PART 1 – DEFINITIONS AND INTERPRETATIONS

Definitions

1.1 In these Bylaws:

“**Act**” means the *Societies Act* of British Columbia as amended from time to time;

“**Board**” means the directors of the Society;

“**Bylaws**” means these Bylaws as altered from time to time;

“**Employee**” means all persons who receive a wage or salary from the Society, unless they are person with a developmental disability.

Definitions in Act apply:

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations:

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

PART 2- MEMBERS

2.1 There shall be two classes of membership active membership and associate membership.

2.2 Every member must uphold the Constitution and comply with these Bylaws.

2.3 Any person who has attained the age of majority as defined in the legislation of the Parliament of British Columbia and who believes in the Mission and Mandate statements and is interested in supporting the activities of the Society may apply to the Board of Directors for active membership (except as defined in bylaw 2.4) in the Society and upon acceptance of the application by the Board of Directors such person shall become an active member of the Society.

2.4 An employee of the Society and an employee or a representative of the Certified Bargaining Agent of the employees of the Society shall not be eligible to become active members of the Society. Such persons may apply to the Board of Directors for associate membership in the Society and upon acceptance of the application by the Board of Directors any such person shall become an associate member of the Society. Associate members shall not be eligible to vote at meetings of the Society.

2.5 A person shall cease to be a member of the Society when:

(a) He/she is not in good standing, or is expelled from the Society.

(b) On delivering written notice of resignation to the President or designate or by mailing it to the address of the Society.

(c) On his/her death.

(d) Upon conclusion of the next annual general meeting for which the membership was approved.

2.6 A voting member who is not in good standing may not vote at a general meeting, and is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

PART 3- GENERAL MEETINGS OF MEMBERS

3.1 The annual general meeting of the Society shall be held, at least once in every calendar year and at a time and place determined by the Board of Directors.

3.2 At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business:

3.3 A notice of a general meeting 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.

Chair of general meeting:

3.4 The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or
 - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting:

3.5 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required:

3.6 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, will not be transacted at a general meeting unless a quorum of voting members is present.

Quorums:

3.7 The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater. The quorum for a special resolution requires passage by 2/3 of voting members present at a meeting.

Lack of quorum at commencement of meeting:

3.8 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

(a) in the case of a meeting convened on the requisition of members, the meeting is terminated, 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, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present:

3.9 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair:

3.10 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting:

3.11 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting:

3.12 The order of business at a general meeting is as follows:

(a) elect an individual to chair the meeting, if necessary;

(b) determine that there is a quorum;

(c) approve the agenda;

(d) approve the minutes from the last general meeting;

(e) deal with unfinished business from the last general meeting;

(f) if the meeting is an annual general meeting,

(i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,

(ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,

(iii) elect or appoint directors, and

(iv) appoint the board of director's the authority to appoint an auditor,

(g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;

(h) terminate the meeting.

Notice of the Meeting:

3.13 Notice in writing of the annual general meeting specifying the place, the day, and the time of such meeting, and in the case of a Special General Meeting the nature of the business to be transacted, shall be given to every member in good standing not less than fourteen (14) days prior to the date of the meeting.

Methods of Voting

3.14 Each active member shall have one vote at annual and special general meetings of the Society.

3.15 Voting by proxy shall not be allowed for any member.

3.16 Voting at general meetings shall be by show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if before or after such vote, two (2) or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be of secret ballot.

3.17 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Matters decided at general meeting by ordinary resolution:

3.18 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

PART 4- DIRECTORS

4.1 There shall be not less than three (3) nor more than eleven (11) Directors of the Society including the President.

4.2 Only active members of the Society shall be eligible for election to the Board of Directors at the annual general meeting of the Society, or for appointment as a Director by the Board to fill a vacancy between Annual General Meetings.

4.3 The Directors, with the exception of the Past President, shall be elected by voting members at the annual general meeting of the Society.

4.4 The term of office for Directors shall be three years (3).

4.5 Each Director shall be required to act in the best interests of the Society, which shall supersede any personal interests or any other interests that the Director may have.

4.6 All Directors of the Society will within 5 days upon election or acclamation to the Board consent in writing to a criminal record investigation for charges or convictions under the Criminal Code of Canada.

(a) In the event a Director or member elect refuses or otherwise fails to provide such consent, the Director is automatically expelled from the Board of Directors without notice, in which case the provisions of Article 4.5. will apply.

(b) In the event the search reveals one or more conviction related to sexual or financial abuse or sexual assault the Director is automatically expelled from the Board of Directors without notice, in which case the provisions of Article 4.5. will apply.

(c) In the event the search reveals other criminal records the Directors will review the criminal record uncovered to determine if continued directorship is an option using the following guidelines: Likelihood of individual repeating offense, number and type of offense, time between offense and present time, age and circumstance of individual at time of offense, efforts made toward rehabilitation, accomplishments of individual since the charge and conviction and the nature of the offense contained in the criminal record and the duties expected of the director.

4.7 A person shall immediately cease to be a Director of the Society:

(a) Upon the date which is the later of the date of delivering his or her resignation in writing (to the President of the Society or to the address of the Society and the effective date of the resignation stated therein; or

(b) Upon his or her death; or

(c) Upon becoming permanently incapacitated; or

(d) Upon the expiration of the term currently determined stipulating the length of time for which he or she serves as a director or

(e) Upon being removed as a director by the members in accordance with Bylaw 9.

PART 5- DIRECTORS' MEETINGS

5.1 The meetings of the Board of Directors shall be held at such regular intervals as the Board shall determine provided always, however, that the Board of Directors shall meet at least eight (8) times each year.

(a) The first regular meeting following the Annual General Meeting shall be designated the Inaugural Meeting of the Board of Directors.

(b) The newly elected Directors at the Annual General Meeting shall take office as of the Inaugural Meeting.

(c) A director's meeting maybe called by the president or by any 2 other directors.

5.2 The quorum at a Board of Directors meeting is the majority of directors.

5.3 Each member of the Board of Directors shall have one (1) vote at a Board of Directors meeting.

5.4 A vacancy for an Officer's position shall be filled at a regular meeting held after the vacancy occurs.

5.5 A vacancy for a Director caused due to a resignation, death, becoming permanently incapacitated or as the result of a disciplinary action, may be filled by the Board of Directors by appointing a member of the Society in good standing as Director. A member appointed as a Director shall hold office until the next annual general meeting, at which time they are up for re-election.

5.6 Duties of the Board of Directors shall be:

(a) The Board shall be the governing body of the Society and may exercise all such powers and do such acts and things that the Society may exercise and do.

(b) In exercising its powers the Board shall be subject to the Society Act and these Bylaws.

- (c) No rule, made by the Society in a general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
- (d) The Board of Directors shall assume responsibility for all properties of the Society.
- (e) The Board of Directors may make policy for its own operation and for staff guidance and direction.
- (f) The Board shall be entitled to appoint or remove an Executive Director.
- (g) The Board of Directors shall adopt a policy prescribing the job description of the Executive Director of the Society; it shall include the provision that the Executive Director shall be the Corresponding Secretary of the Board of Directors and that he/she shall carry out such correspondence as may be directed by the President and the Board of Directors, notify members of their appointment to the committees and shall be responsible for mailing notices of meetings.
- (h) The Board of Directors may appoint standing or ad hoc committees; the Board of Directors shall define the function and membership of such committees by policy.
- (i) The Board may authorize activities to raise funds or engage other persons to raise funds to support the purposes of the Society.
- (j) The Board shall have absolute discretion to determine how funds are raised and may apply to government or charities or not-for-profit organizations for donations or financial assistance on such terms as the board may in its absolute discretion determine.
- (k) The Board may establish long-term fundraising goals for permanent funds or for property acquisitions or building funds or special projects and may set the terms and conditions of such funds.
- (l) The Board shall take such steps as it deems necessary to enable the Society to receive gifts, bequests, funds and property (which for greater certainty shall include trusts, contracts, loans agreements, rights and other benefits) for the purpose of furthering the purposes of the Society. The Board in its sole absolute discretion may refuse to accept and gift, bequest, funds or property.

5.7 The Board of Directors may exercise its authority while meeting as a Board of Directors and then by passing resolutions when there is a quorum and the majority vote in favour.

- (a) Resolutions may be passed by email providing that the resolution is responded to by 60% of the directors. Resolutions passed by email will be documented in the minutes of the next meeting of the Board of Directors.
- (b) An individual member of the Board of Directors may not assume any authority vested in the Board.
- (c) In an emergency, when a Board of Directors meeting either cannot be convened, or in the opinion of the President need not be convened, the Executive Committee may make a decision in the best interest of the Society.
- (d) The Executive Committee shall be comprised of the three (3) Officers as defined in Bylaw 6.1.

PART 6- BOARD POSITIONS AND DUTIES

6.1 There shall be three (3) Officers of the Society: a President, a Vice-President and a Secretary Treasurer.

6.2 The Officers of the Society shall be elected at the Inaugural Meeting of the Board of Directors.

6.3 The Board of Directors shall ensure that the person elected as the Secretary Treasurer is a bondable person.

6.4 The immediate Past President shall be an ex-officio officer of the Society.

6.5 The President shall preside at all general and Board of Directors Meetings and shall perform all other duties pertaining to that office; these duties shall include but shall not be limited to the following:

- (a) In consultation with the Executive Committee and the Executive Director, arrange the business to be transacted at the Board of Directors and general meetings.
- (b) Assign duties to other Officers and the Executive Director.
- (c) Be an ex-officio of all committees struck whether standing, or ad hoc.
- (d) Present a full report of the year's proceedings at the annual general meeting.

6.6 In the absence of the President, the Vice-President shall assume the duties of the President for the duration of the absence of the President.

- (a) If the position of President becomes vacant permanently, the Board of Directors shall elect a new President for the balance of the one-year term.

6.7 The Secretary Treasurer shall ensure an accurate record of all meetings, both public and in camera, including all motions are kept and monitor the accounts of all monies received and expended and the assets and liabilities of the Society. The Secretary Treasurer shall ensure:

- (a) The minutes of public and in camera meetings be presented to the Board of Directors for approval at the next regular Board meeting.
- (b) A record of the attendance of Directors, including the Officers, at the Board of Director's meetings is kept and shall notify Directors who have remained absent for two (2) consecutive meetings.
- (c) The issuance of notices of meetings of members.
- (d) The required filing in compliance with the Society Act.
- (e) The financial records and documents of the Society are in safekeeping and in compliance with the Society Act.
- (f) All receipts of the Society are deposited in a Chartered Bank.
- (g) In consultation with the Board of Directors, that the Society's surplus funds are invested in sound, secure assets.
- (h) The financial statements and annual budget are presented to the Board of Directors.

6.8 If a Director or Officer becomes an employee of the Society he/she shall forthwith resign from the Board and shall, if he/she wishes to remain a member of the Society, change the membership status to that of an associate member.

6.9 If a Director or Officer bids on and/or receives contractual work with the Society, then such Director or Officer shall not have a vote at meetings of the Society or the Board of Directors where such contract is being discussed.

6.10 No Officer or Director is permitted to enter into any negotiated agreement without proper authorization from the Board.

6.11 No Officer or Director is permitted to make changes to any negotiated agreement as passed by the Board without proper authorization from the Board.

PART 7- REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

7.1 Directors and Officers of the Society shall serve without remuneration but a Director or Officer shall be entitled to be reimbursed for all expenses necessarily and reasonably incurred by such Director while engaged in the affairs of the Society, subject to expense reimbursement policies as determined by the Board.

Signing Authority:

7.1 All cheques or online payments require two signatures or authorizers by any one of the three (3) Officers of the Society and anyone one of the following employees: Executive Director, exempt management personnel who are signatories at the bank.

7.2 Extraordinary unbudgeted expenditures exceeding two thousand five hundred dollars (\$2,500) or expenditures from the reserve funds require one of the Board signing officer's approval either by signing or initialling the invoice, cheque or transaction approval.

7.3 All cheques or online payments of the Society under twenty five hundred dollars (\$2,500) may be signed or authorized by any two of the Executive Director, exempt management personnel or the Directors who are signatories at the bank.

7.4 A contract or other record to be signed by the Society must be signed any one of the three (3) Officers of the Society and anyone one of the following employees, Executive Director, exempt management personnel who are signatories at the bank. The board may authorize the authority to sign records or contracts on behalf of the Society at director's meetings.

PART 8- CONFLICT OF INTEREST

8.1 The Board of Directors shall establish Conflict of Interest policies and procedures to govern the participation of the Directors in its decision making and may request that a person resign as a Director for Conflict of Interest.

8.2. If a Director and or participant at a meeting believes that a Director is in a conflict of interest and does not declare same then such Director shall name such conflict, and cause the following:

(a) The Director in the alleged conflict shall immediately declare same and follow the procedures as outlined in the Society's policies and procedures.

(b) Should the Director in the alleged conflict disagree that they are in a conflict then any and all matters before the Board pertaining to the alleged conflict must be immediately tabled until such time as an independent party can be convened to mediate.

8.3 The process of identification of a conflict of interest or the procedure enacted upon consequent, does not in and of itself constitute grounds for disciplinary action of a director or staff member, at any time

PART 9- DISCIPLINE

9.1 Any member active or associate who conducts himself or herself in such a way as to be detrimental to the Mission and Mandate of the Society shall, at the discretion of the Board of Directors by special resolution, be expelled from the Society.

9.2. The member to be expelled will receive written notice of the proposed discipline or expulsion, including the reason and the member will have a reasonable opportunity, two weeks (2) upon receipt, to make representation to the directors respecting the proposed discipline or expulsion.

9.3 Any Director, including an officer, may be removed from the Directorship by the Board of Directors for having failed on three (3) consecutive occasions to attend meetings of the Board of Directors.

PART 10 - INSPECTION OF BOOKS

10.1 The books and records of the Society, except the minutes of in camera meetings, may be inspected by a member of the Society, or a Director at a time and place designated by the Board of Directors.

10.2 The minutes of in camera meetings may be inspected by a Director following the above procedure.

PART 12- AUDIT OF ACCOUNTS

12.1 The books of the Society shall be audited yearly by a qualified (CGA or CA) accountant who is not a member of the Society.

12.2 The Board of Directors will be designated the authority at the Society's annual general meeting to appoint the auditor for the ensuing year and the auditor shall present his/her report at the subsequent annual general meeting.

PART 13- BORROWING

13.1 The Board may from time to time borrow money in any amount in any manner and without limit to the amount on the credit of the Society and in such amounts as it thinks proper and may cause to be executed mortgages, pledges of the real and personal property and rights of the Society and may be caused to be signed bills, notes, contracts and other evidence of securities for money borrowed or to be borrowed, such money to be borrowed from a person, firm or corporation or bank on such terms as the lender may be willing to advance same.

PART-14 PREVIOUS UNALTERABLE PROVISIONS

3. MISSION

"To assist people with disabilities to reach their individual goals and to participate and contribute as equal members of the community".

4. MANDATE

"To promote, organize and support the development and interests of all people with disabilities in a manner consistent with the Mission Statement, bearing in mind always, the strengths of the individual."

5. DISBURSEMENT OF ASSETS

In the event of dissolution or winding up of the Society, all its remaining assets, after payment of liabilities, shall be distributed to the British Columbia Association for Community Living or other charitable organization in British Columbia recognized under the provisions of the Income Tax Act and engaged in work on behalf of persons with developmental disabilities. This provision is unalterable.

6. GEOGRAPHICAL BOUNDARIES

To operate the affairs of the Society chiefly within the boundaries of School District #23 (Central Okanagan) which includes Lake Country, Kelowna, West Kelowna and Peachland.

7. ALTERATIONS TO CONSTITUTION

Articles 3, 4, and 6 and 7 shall not be altered.



STATEMENT OF DIRECTORS AND REGISTERED OFFICE

BC Society • Societies Act

CERTIFIED COPY
Of a document filed with the
Province of British Columbia
Registrar of Companies

CAROL PREST

NAME OF SOCIETY: PATHWAYS ABILITIES SOCIETY

Incorporation Number: S0004315

Business Number: 11897 8568 BC0001

Filed Date and Time: January 24, 2017 06:27 AM Pacific Time

REGISTERED OFFICE ADDRESS INFORMATION

Delivery Address:

123 FRANKLYN RD
KELOWNA BC V1X 6A9

Mailing Address:

123 FRANKLYN RD
KELOWNA BC V1X 6A9

DIRECTOR INFORMATION

Last Name, First Name Middle Name:

CRADDOCK, JOCK

Delivery Address:

200 - 537 LEON AVE
KELOWNA BC V1Y 2A9

Last Name, First Name Middle Name:

HADGRAFT, JEAN

Delivery Address:

102 - 1947 UNDERHILL STREET
KELOWNA BC
V1X 7Z5

Last Name, First Name Middle Name:

HARAND, DARRYL

Delivery Address:

860 THEODORA RD
KELOWNA BC V1X 5T2

Last Name, First Name Middle Name:

HOPKINS, CHUCK

Delivery Address:

906 - 1947 UNDERHILL ST
KELOWNA BC V1X 7Z5

STATEMENT OF DIRECTORS AND REGISTERED OFFICE

BC Society • Societies Act

Last Name, First Name Middle Name:

LOWE, DAVID

Delivery Address:

973 MONASHEE PL
KELOWNA BC V1V 1J8

Last Name, First Name Middle Name:

MEIER, GAIL

Delivery Address:

626 - 1088 SUNSET DR
KELOWNA BC V1Y 9W1

Last Name, First Name Middle Name:

PAYNTER, DAVID

Delivery Address:

3661 GLENCOE RD.
KELOWNA BC
V4T 1P9

Last Name, First Name Middle Name:

PISIO, NICK

Delivery Address:

17 - 205 GERSTMAR RD
KELOWNA BC V1X 4A6

Last Name, First Name Middle Name:

PRINGLE, RICHARD

Delivery Address:

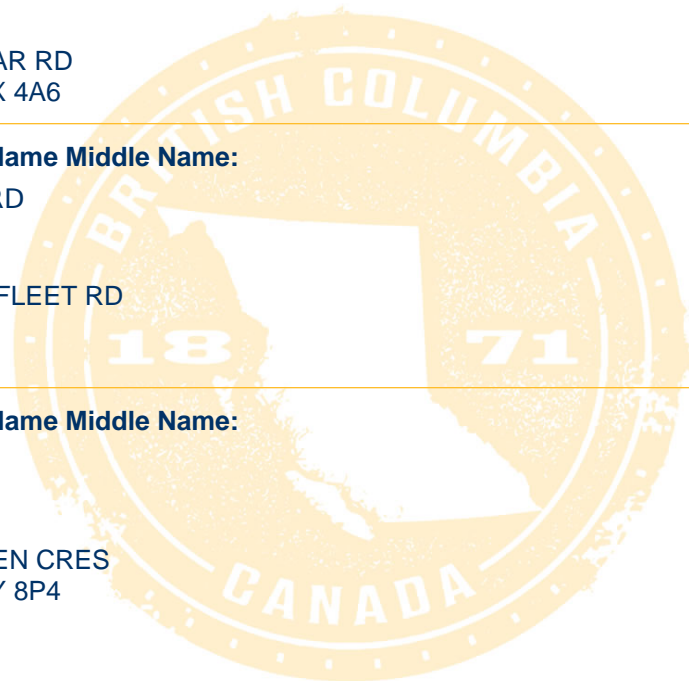
78-2365 STILLINGFLEET RD
KELOWNA BC
V1W 4X5

Last Name, First Name Middle Name:

REINELT, MARK

Delivery Address:

415 - 1405 KELGLEN CRES
KELOWNA BC V1Y 8P4





CONSTITUTION

BC Society • Societies Act

CERTIFIED COPY
Of a document filed with the
Province of British Columbia
Registrar of Companies

CAROL PREST

NAME OF SOCIETY: PATHWAYS ABILITIES SOCIETY

Incorporation Number:	S0004315
Business Number:	11897 8568 BC0001
Filed Date and Time:	January 24, 2017 06:27 AM Pacific Time

The name of the Society is PATHWAYS ABILITIES SOCIETY

The purposes of the Society are:

2. PURPOSES

- 2.1 To provide services that respect the human dignity of people with disabilities and help prepare them for facing real, but prudent risks in the community.
- 2.2 To facilitate the inclusion of people with disabilities into society by:
 - 2.2.1 assisting individuals and their families to develop support services,
 - 2.2.2 providing the type of intensity of support required, and
 - 2.2.3 by assisting individuals in the utilization of community services and resources.
- 2.3 To assist, if necessary, people with disabilities to safeguard their rights.
- 2.4 To work with all levels of Government and community that have a responsibility for providing and coordinating services for people with disabilities; and to provide services for individuals referred to the Society by the appropriate Ministry and governance organizations.
- 2.5 To work in cooperation with parents, families, advocates, public and private agencies, Government Departments and other groups and organizations interested in supporting the Mission and Mandate of the Society.
- 2.6 To make the general public aware of the nature of disabilities; to develop understanding by the public of people with disabilities; and to support the efforts of all to create inclusive communities.
- 2.7 To purchase, lease, take in exchange or otherwise acquire lands or interest therein whether vacant, improved or otherwise together with any buildings or structures that may be on such lands or any of them and to erect there on houses, dwellings, rest homes and other buildings for the purpose of carrying out its objectives.

