

CAPITAL MENTAL HEALTH ASSOCIATION

CONSTITUTION

(Amended September 8/98)

1. The name of the Society is Capital Mental Health Association.
2. The purpose of the Society is to operate exclusively as a charitable organization, to administer and employ its property, assets, and rights for the sole purposes of promoting or aiding in the promotion of the welfare of mentally ill persons and particularly to establish training, educational, and rehabilitation centres for persons suffering from mental illness; to operate a charitable institution (without profits to its members) for the purpose of constructing, providing, maintaining, leasing, owning, and managing one or more housing projects for low to moderate income earners.
(Revised June 1998)
3. The operations of the Society are to be chiefly carried on in Vancouver Island, in the Province of British Columbia.
4. No part of any income of the Society shall be payable or otherwise available for the personal benefit of the proprietor(s), member(s), and/or shareholders(s) thereof.
5. Upon wind-up or dissolution of the Society, the assets remaining after the payment of all costs, charges, and expenses properly incurred in the wind-up, including the remuneration of a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after payment of any other debts of the Society, shall be distributed to a charitable organization (or organizations) in Canada registered under the provision of the Income Tax Act, which shall be designated by the Board of Directors.
6. Clauses (4) and (5) including this clause are unalterable.
7. The Directors shall serve without remuneration and the Directors shall not receive directly or indirectly any profits from their positions as Directors but may be paid expenses incurred by them in the performance of their duties. This clause is unalterable.
8. The Society shall be carried on without purpose of gain for its member(s) and any profits or other accretions to the Society shall be used for promoting its purposes. This clause is unalterable.
9. The purposes (or objects) of the Society shall be exclusively charitable. This clause is unalterable.

CAPITAL MENTAL HEALTH ASSOCIATION

BY-LAWS

1. Applications for membership shall be in such form as shall be prescribed by the Board from time to time.
 - a) Membership shall be open to any and all residents of the Province of British Columbia;
 - b) The Board may decline to accept any application for membership without giving any reason therefor;
 - c) The Board may terminate the membership of any person or persons, at any time or times, and either with or without giving any reason therefor.
2. The annual membership fee shall be such sum as the Board may prescribe from time to time, which fee shall be payable upon application for membership and on April 1st in each calendar year thereafter. **(Amended December 11, 1979)**
3. Any member may resign his/her membership at any time and shall, in the discretion of the Board, be deemed to have resigned in the event that his/her membership fees are in arrears for a period of three months or more from the date on which they shall have been due.
4. The fiscal year of the Society shall be April 1 to March 31. **(Amended December 11, 1979)**
5. The Annual General Meeting of the Society shall be held once every year within three months of the end of the fiscal year at such time and place as the Board shall appoint. **(Amended December 11, 1979)**
6. Special general meetings of the Society may be called by the Board, at any time or times; provided, however, that a special general meeting or meetings shall be called forthwith upon the written request of 10% or more of the voting members of the Society, stating the purpose for which such meeting or meetings is or are required.

7. Notice of the Annual and Special General Meetings of the Society shall be provided at least fourteen (14) days prior to such meetings, and insofar as possible, shall be given in writing to each member of the Society, specifying the time and place of such meeting and the business to be presented thereat.
8. At all meetings of the Society, the President or, in his absence, the Vice-President shall preside. Every member shall be entitled to one vote; in the case of an equality of votes, the Chairman shall have a casting vote. A quorum shall be seven (7) members.
9. a) The management and administration of the affairs of the Society shall be vested in a Board of Directors (herein in these By-Laws referred to as "the Board") which shall consist of not fewer than twelve and not more than twenty members.
 - b) (i) The members of the Board shall be elected at the Annual General Meeting of the Society from a list of nominees presented by a Nominating Committee appointed by the Board. Members wishing to nominate a member must notify the office in writing with a seconder and signed consent of the nominee at least thirty (30) days before the Annual General Meeting for inclusion by the Nominating Committee. **(Amended June 26, 1997)**
 - (ii) Rescinded June 26, 1997.
 - (iii) Rescinded June 26, 1997.
 - iv) The election and/or re-election of Directors shall take place at the Annual General Meeting.
 - (v) A casual vacancy or vacancies among the Directors of Officers of the Society may be filled by the remaining members of the Board.
 - (vi) Upon the coming into force of these amendments, the members of the Executive Committee, Victoria Branch, Canadian Mental Health Association, as elected at its Annual General Meeting April 1979 shall be the Directors.
- c) The Board of Directors shall, at the first meeting following the Annual General Meeting, elect from among its members a President, up to two Vice-Presidents, and a Treasurer. The Executive Director shall act as Secretary Ex-Officio. **(Amended June 26, 1997)**
- d) These Officers, together with a Past President, constitute the executive committee of the Board and meet at the call of the President. **(Amended June 26, 1997)**

10. a) The Board shall meet together from time to time and they may record their meetings as they see fit. A quorum shall be six (6) members of the Board. Every Director shall be entitled to one (1) vote at a meeting of the Board; in the case of an equality of votes, the President or, in his absence, the Vice-President shall have a second or casting vote.
 - b) The Board shall have authority, from time to time, to engage any person, in any capacity, for the discharge of the objects and purposes of the Society; the terms of the employment, duration of employment, duties, and remuneration to be paid shall be prescribed by the Board, providing that no salaried person shall be a member of the Board.
11. An Officer or a Director may resign his/her office upon written notice to the Secretary, which resignation shall take effect immediately it is received. The position of an Officer or Director shall be deemed to be vacated if the Officer or Director becomes bankrupt, becomes of unsound mind, or in the event of his continued absence, without satisfactory explanation, from the meetings of the Board. In addition, the members at any Annual or Special General Meeting may by extraordinary resolution, remove from office any Officer or Director. **(Amended June 26, 1997)**
12. The Board shall cause true accounts to be kept of all sums received and expended by the Society, and shall also cause to be kept records and minutes of all matters and things relating to the affairs of the Society. All such accounts, records, and books shall be open to inspection at all reasonable times by any members.
13. The Seal of the Society shall be kept in the custody of the Board and at such place as designated by the Board; all writings and documents required to be sealed on behalf of the Society shall be sealed by and in the presence of two (2) Directors.
14. These By-Laws may be added to, repealed, or altered by an extraordinary resolution presented at a general meeting of the Society and approved by two-thirds of membership in attendance.
15. The accounts of the Society shall, as soon as practicable at the end of each fiscal year, be examined; their correctness shall be ascertained by one or more Auditors who shall be appointed annually by the Society at its Annual General Meeting; provided, however, that the first Auditor or Auditors shall be appointed by the Board.
16. Monies may be borrowed by the Society only with the consent of the Board had and obtained. Authority to negotiate loans shall be vested in the President and Treasurer of the Board.

17. Parliamentary procedure shall be followed at all general and special general meetings of the Society, in accordance with the "Rules of Order" by Roberts.
18. The Directors shall receive no remuneration for performing their duties. They may be reimbursed for out-of-pocket expenses incurred in the performance of duties assigned by the Board as stated in number 7 of the Constitution. **(Amended June 20, 1985)**
19. **Rescinded June 26, 1997.** Replaced with:

"Subject to the Act, the Society shall indemnify and save harmless each Director from and against costs, charges, or expenses arising out of the execution of the duties of his/her office, and also from and against all other costs, charges, and expenses which he/she sustains or incurs in or about or in relation to the affairs of the Society except such costs, charges, or expenses as are occasioned by his/her own willful act or default."

DATED AT VICTORIA, BRITISH COLUMBIA ON THIS 30th DAY OF JULY 1997.

Signature

Address

Occupation

Dr. I.S. Kenning, MD

5149 Cordova Bay Road
Victoria BC

Psychiatrist, Retired