

Constitution and Bylaws of
The Contemplative Society

PURPOSE

“The purpose of The Contemplative Society is to encourage a deepening of contemplative practices rooted in the Christian wisdom tradition.”

*"We wish this rule to be read often in the community,
so that none can offer the excuse of ignorance" (RB 66, 8).*

Part 1 – Interpretation

1 In these bylaws, unless the context otherwise requires:

“**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;

“**Business meeting**” means the Annual General Meeting and any duly called Extraordinary Business Meeting;

“**The society**” means the Contemplative Society;

“**Directors**” means the directors of the society for the time being;

“**Officers**” means those persons appointed by the directors from among their number to executive positions;

“**Society**” refers to The Contemplative Society;

“**Special resolution**” means a resolution as defined in the Societies Act of the Province of British Columbia from time to time in force and all amendments to it, as being a special resolution.

2 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. Numbers in brackets refer to a relevant section of the Act.

3 The purposes will be carried out in an exclusively charitable basis. This provision was previously unalterable.

4 The purpose of the society shall be carried out without purpose of gain for its members, and any profits or other accretions to the society shall be used for promoting its purpose. This provision was previously unalterable.

Part 2 — Records

Records to be kept (Section 20)

5 The society must keep the following records:

- (a) the society's certificate of incorporation;
- (b) each certified copy, furnished to the society by the registrar, of the following records:
 - (i) the constitution of the society;
 - (ii) the bylaws of the society;
 - (iii) the statement of directors and registered office of the society;
- (c) each confirmation, other certificate or certified copy of a record furnished to the society by the registrar, other than in response to a request;
- (d) a copy of each order made in respect of the society by
 - (i) any court or tribunal, in Canada or elsewhere, or
 - (ii) a federal, provincial or municipal government body, agency or official, including the registrar;
- (e) the society's register of directors, including contact information provided by each director;
- (f) each written consent to act as director referred to in section 42 (4) (a) [*designation, election and appointment of directors*] and each written resignation of a director;
- (g) a copy of each record described in section 56 (3) (c) [*disclosure of director's interest*] or 62 (3) (c) [*disclosure of senior manager's interest*] evidencing a disclosure by a director or senior manager;
- (h) the society's register of members, organized by different classes of member if different classes exist, including contact information provided by each member;
- (i) the minutes of each meeting of members, including the text of each resolution passed at the meeting;
- (j) a copy of each ordinary resolution or special resolution, other than a resolution included in the minutes referred to in paragraph (i), and, in the case of a resolution consented to in writing by the members, a copy of each of the consents to that resolution;
- (k) the financial statements of the society required under section 35 [*financial statements*] and the auditor's report, if any, on those financial statements.

In addition to the records described in Section 20 (1), a society must keep the following records:

- (a) the minutes of each meeting of directors, including
 - (i) a list of all of the directors at the meeting, and
 - (ii) the text of each resolution passed at the meeting;
- (b) a copy of each consent resolution of directors and a copy of each of the consents to that resolution;
- (c) adequate accounting records for each of the society's financial years, including a record of each transaction materially affecting the financial position of the society.

Old records need not be kept (Section 21)

- 6 For the purposes of this Act, a society is not required to keep a record under Section 20 if:
- (a) the record is no longer relevant to the activities or internal affairs of the society, and
 - (b) 10 years have passed since the record was created or, if the record has been altered, since the record was last altered.
- 7 The society will keep all records itemized in the Societies Act, Section 20 (1) a-k and Section 20 (2), a-c. Only these records are available for inspection.

Location of records (Section 22)

- 8 The society must keep any essential documents, as listed in Section 20, a to k, that are not currently available electronically, in the society's registered office.
- 9 Electronic records must be available for inspection at the society's registered office by means of a computer terminal or other electronic technology.
- 10 If at any time the society is no longer able to maintain a registered office in a publicly assessable space, the directors may pass a resolution identifying an alternate location at which the records may be viewed. This information will be posted at the registered office.
- 11 All records will be maintained in a form that allows for secure and complete storage and facilitates simple, reliable and prompt access.
- 12 All electronic records, including backups, will be maintained in Canada.

Maintenance of records (Section 23)

- 13 All records must be maintained in any form that allows the record to be inspected and copied in accordance with Sections 24-28.
- 14 The society must take reasonable precautions in preparing and keeping records required in Section 20, so as to keep the records in a complete state, avoid loss, destruction, or damage to these records.
- 15 The society must avoid falsification of entries in the records and facilitate simple, reliable and prompt access of records.

Inspection of records (Sections 24-28)

- 16 A director may inspect any record free of charge.

- 17 All members of the society may, without charge, inspect any record the society is required to keep, under Section 20 of the Act.
- 18 All members are entitled to one free copy of the current constitution and bylaws, and financial statements as presented at the most recent annual general meeting.
- 19 A person, other than a member or director, may inspect minutes of the Annual General Meeting and the year end financial statements. The society may charge a reasonable fee for this service.
- 20 All members may inspect the register of members including contact information limited to email addresses or alternative as provided by each member, on the condition that they apply to the administrator to do so and sign an undertaking to comply with bylaw 19.
- 21 A person who has inspected the register of members under bylaw 18 must not use the information obtained from the inspection except in connection with:
- (a) the requisitioning or calling of a general meeting under Section 75 [*requisition of general meeting*],
 - (b) the submission of a proposal under Section 81 [*members' proposals*],
 - (c) the calling of a general meeting under Section 138 [*filling vacancy in office of liquidator*], or
 - (d) an effort to influence the of members.
- 22 Any member wanting to inspect an available record must consult with the administrator and arrange a mutually agreeable time for the inspection. The society may charge the member a reasonable fee for a copy of the records.

Part 3 – Membership

- 23 Anyone who has a desire to explore the heart and practice of contemplative Christian wisdom tradition is welcome to be a member.
- 24 To become a member a person must explicitly state a desire to join and meet any monetary requirements as set out by the society. The information relevant to this process is maintained on the website. It may also be obtained by phoning or writing the society office.
- 25 The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members in accordance with these bylaws and in either case have not ceased to be a member.
- 26 All members, except honorary members, are voting members. (Section 68)

- 27 Membership is limited to individuals only.
- 28 Membership is not transferable. (Section 67, 4)
- 29 Members must be in good standing to vote at general meetings.
- 30 Every member must uphold the constitution of the society and must comply with these bylaws.
- 31 The amount of the annual membership dues, if any, is determined by the directors.
- 32 Memberships must be renewed annually. The membership period is for 12 months from the date of the most recent donation. Memberships may be renewed on line, by mail or by phoning the Administrator or at the Annual General Meeting.
- 33 A person ceases to be a member of the society (Section 69,1)
 - (a) when the term of membership expires;
 - (b) by delivering his or her resignation in writing, via email, mail or in person, to the administrator of the society;
 - (c) on his or her death;
 - (d) on being expelled.
- 34 A member may be disciplined or expelled because of gross misconduct at society events or for slandering the society. (Section 70)
- 35 The process of discipline or expulsion, or both, will be undertaken by the directors unless the member in question requests that the potential expulsion be handled by a special resolution of the members.
- 36 Before a member of the society is disciplined or expelled the society must send to the member in question written notice of the proposed discipline or expulsion, including the reason, and give the member a reasonable opportunity to make representations to the society respecting the proposed discipline or expulsion.
- 37 From time to time the directors may grant to individuals for teaching and/or other services to the society.
- 38 The directors may choose to put a term limit on a honorary membership .
- 39 Honorary members are non voting members unless they choose to simultaneously maintain regular membership.

Part 4 – Meetings of Members, including the Annual General Meeting

Annual General Meeting

- 40 An annual general meeting must be held, in each calendar year, at the time and place of the directors' choosing. (Section 71)
- 41 At the annual general meeting members must be presented with comparative financial statements prepared in accordance with Section 35 of the Societies Act, approve a budget for the coming year and elect or appoint directors.
- 42 The directors will be elected or appointed by those present at the annual general meeting.
- 43 The society must, within 30 days of an annual general meeting, file with the registrar an annual report that meets the criteria in the Act, section 73.

General Meetings

- 44 General meetings, including the annual general meeting, must be held in British Columbia.
- 45 The notice, including the date, time and place of any general meeting, must be sent to every member of the society at least 7 days and not more than 60 days prior to the meeting.
- 46 Notices of general meeting will be sent to members and interested parties via the individuals' preferred method of contact. The notice will also be posted the society's website for at least 21 days in advance of the meeting.
- 47 Regardless of how the notice is sent it must include the text of any special resolution to be submitted to the meeting.
- 48 Members may send to the directors a notice of a matter that the members want considered at an annual general meeting. (Section 81). The proposal must contain the names of, and be signed by, not fewer than 2 members.
- 49 The proposal must be received at least 7 days before notice of the annual general meeting is delivered to the membership, and must be included in the notice of meeting.
- 50 The proposal and one statement of support, if one is submitted, together must not exceed 200 words.

Members' Requisition of a General Meeting

- 51 Members of the society may requisition the directors to call a general meeting for the purposes stated in the requisition. (Section 75)
- 52 The requisition threshold is 5% of all the members of the society. It must meet all the criteria for a requisition of a general meeting as set out in Section 75.
- 53 The directors may instruct the society's administrator to assist the requisitioners to meet these criteria.

Part 5 — Proceedings at General Meetings

- 54 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.
- 55 The following individuals are entitled to preside as the chair of a general meeting:
 - (a) any director present at the meeting;
 - (b) an individual appointed by the directors to preside as the chair.
- 56 A chair of annual general meeting does not have a tie breaking vote. In the case of a tie, the motion or proposal is defeated.
- 57 If there is no individual, entitled under these bylaws, able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the members who are present must elect an individual present at the meeting to preside as the chair.
- 58 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of members is present.
- 59 The quorum for the transaction of business at a general meeting is 5 members.
- 60 If, within 30 minutes from the time set for holding a general meeting, a quorum of 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 earliest possible time within the next 14 days, and at the most convenient 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 members who are present constitute a quorum for that meeting.

- 61 If, at any time during a general meeting, there ceases to be a quorum of members present, business must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 62 If a quorum is not reestablished within 30 minutes, the meeting is adjourned and may be reconvened 30 minutes later. At that time the members present constitute a quorum.
- 63 The chair of a general meeting may, or if so directed by the 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.
- 64 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.
- 65 Only members at the time of any business meeting may vote.
- 66 Each member has only one vote.
- 67 Voting by proxy is not permitted.
- 68 Voting by mail, telephone, internet or any other electronic means is not permitted.
- 69 At a general meeting, voting must be by a show of hands or some other agreed signals agreed upon at the commencement of the meeting.
- 70 If two or more members request a secret ballot, or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.
- 71 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.
- 72 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act to be decided by special resolution.
- 73 Alterations to the name of the society, its constitution or the bylaws must be authorized by a special resolution. Such a resolution requires approval by two thirds of the members attending the general meeting at which the alterations are proposed.

Part 6 – Directors

- 74 The directors of a society must manage, or supervise the management of, the activities and internal affairs of the society.
- 75 The society must have no fewer than 3 and no more than 12 directors, not including associate directors. At least one director must be ordinarily resident in British Columbia.
- 76 At each annual general meeting, the members entitled to vote for the election or appointment of directors must elect or appoint the directors.
- 77 All directors must consent in writing, which includes email, to be a director of the society or be present at a meeting and at that time not refuse to be a director.
- 78 The letters of consent from directors must be maintained in the society's records for a minimum of 10 years.
- 79 Directors are elected for a term of 2 years.
- 80 The majority of the directors must be at least 18 years of age.
- 81 All directors must be qualified to act as a director when they are elected or appointed. If at any time a director ceases to be qualified that person must promptly resign.
- 82 Persons are qualified to be directors of the society if they:
- (a) are members of the society
 - (b) meet the age requirement
 - (c) maintain a regular contemplative practice
 - (d) are willing to uphold the constitution, bylaws and purposes of the society
 - (e) and do not meet any of the criteria listed in bylaw 84 for non-qualification as set out in Section 44 of the Societies Act.
- 83 An individual is not qualified to be a director of the society if the individual is
- (a) found by any court, in Canada or elsewhere, to be incapable of managing his or her own affairs,
 - (b) an undischarged bankrupt, or
 - (c) convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless
 - (i) the court orders otherwise,
 - (ii) 5 years have elapsed since the last to occur of
 - (A) the expiration of the period set for suspension of the passing of sentence without a sentence having been passed,

- (B) the imposition of a fine,
 - (C) the conclusion of the term of any imprisonment, and
 - (D) the conclusion of the term of any probation imposed, or
- (iii) a pardon was granted or issued, or a record suspension was ordered, under the *Criminal Records Act* (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect.

- 84 Members of the Nominating Committee must ensure that all potential directors meet the above criteria and have signed an affidavit to that effect before their names are put forward for election or appointment. [We have to draft said affidavit, which should be vetted by a lawyer or notary]
- 85 A director will not be paid for being a director. Directors may be paid for reasonable expenses necessarily incurred in performing their duties.
- 86 If a director resigns, dies or is incapacitated during his or her term of office, the remaining directors may appoint a qualified member of the society to complete the term of that director.
- 87 Directors additional to the number of directors appointed or elected at the last AGM may not be appointed.
- 88 From time to time directors may appoint a member of the society to be an Associate Director.
- 89 Associates will have a specific role or expertise helpful to the society. They may attend directors' meetings if they wish. Their appointment will be term limited unless otherwise negotiated.
- 90 Associate Directors must also meet the qualification criteria for directors.
- 91 All directors will be made familiar with the rules around conflicts of interest as laid out in the Act.
- 92 Any declared conflicts of interests must be recorded in the minutes.
- 93 A director may be disciplined or removed for contravening the bylaws of the society, for gross misconduct at society events, or for slandering the society in public.
- 94 The process of discipline or expulsion, or both, will be undertaken by the directors unless the director in question requests that the potential discipline or expulsion be handled by a special resolution of the members.
- 95 The directors will ensure that the society is carrying enough insurance at all times for all possible reasons.

Part 7 – Directors' Meetings

- 96 A directors' meeting, extra to the regularly scheduled meetings, may be called by any two directors.
- 97 The directors may meet on any notice and in any manner that is convenient to the directors.
- 98 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.
- 99 The directors may regulate their meetings and proceedings as they see fit.
- 100 When necessary the directors of a society may pass a directors' resolution without a meeting if at least fifty percent plus one of the directors consent to the resolution in writing, including via email.
- 101 Any such resolution must be confirmed and recorded in the minutes of the next in-person meeting.
- 102 The quorum for the transaction of business at a directors' meeting is fifty percent of the directors.

Part 8 – Organization of Directors

- 103 Directors must ensure that their duties and responsibilities are carried out in an orderly manner. They may appoint specific directors to specific roles in order to achieve this order.
- 104 The roles and duties of the directors, including any executive members are outlined in the society's Policy and Procedures Manual.
- 105 The directors must ensure that minutes are taken at every meeting and that those minutes are distributed to all directors subsequent to a meeting and maintained in perpetuity at the office of the society.
- 106 The roles and duties of committees will be outlined in the society's Policy and Procedures Manual.
- 107 All committees must be chaired by a director or associate director.
- 108 Only directors may speak on behalf of the society.

Part 9 – Remuneration of Directors

110 The society may not pay a director for conducting ordinary duties, but the society may, subject to the Act, pay remuneration to a director for services provided by the director to the society in another capacity.

Part 10 – Financial Matters

111 The directors will appoint a professional accountant to conduct a review of specified general ledger accounts as listed the in Policies and Procedures Manual of the CS.

112 A contract, other than banking records, must be signed on behalf of the society by any two authorized directors or by one director and the society's employee.

113 Banking records must be signed by any two directors, or one director and the society's employee, as agreed with the bank or credit union.

114 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 power, by the issue of debentures.

115 A debenture must not be issued without the authorization of a special resolution.

116 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting

Part 11 – Employees

117 All employees will have a written contract with the society which is negotiated between the employee and the personnel committee, on behalf of the directors.

118 The conditions of employment will be, at a minimum, in compliance with federal and provincial labour laws.

119 All matters pertaining to supervision of any employee will be articulated in the job description or the employee's contract.

Part 12 – Amalgamation or dissolution of the society.

120 If at any time the society amalgamates with another society the directors will be guided by Part 7 of the Societies Act.

121 On the winding up or dissolution of this society, funds or assets remaining after all debts have have paid shall be transferable to a charitable institution with purposes similar to those of this society, of, if this cannot be done, to another charitable

institution recognized by Revenue Canada as qualified under the provisions of the Income Tax Act of Canada. This provision was previously unalterable.

122 Further to bylaw 124 the directors will be guided by Part 10 of the Societies Act.