

BRITISH COLUMBIA BORSTAL ASSOCIATION

Constitution and By-Laws

Effective July 2026

BRITISH COLUMBIA BORSTAL ASSOCIATION

CONSTITUTION

1. The name of the Society is the British Columbia Borstal Association (the “Society”).
2. The purposes of the Society are:
 - (a) to provide short and long-term affordable housing for low income or low to moderate income clients
 - (b) to provide root cause treatment, intervention and prevention services to any member of the community at risk of traumatic response, in order to improve community safety and wellness
 - (c) to provide aftercare for persons released from Correctional Institutions;
 - (d) to combat criminal behavior and to prevent recidivism;
 - (e) to assist in the rehabilitation of persons released from Correctional Institutions and to assist them in finding suitable employment and to provide them with the necessary requirements to facilitate their speedy reinstatement into the community;
 - (f) to develop and promote educational and work programs;
 - (g) support movements which seek to remove or change conditions which lead persons to crime;
 - (h) to cooperate with other associations having objectives similar to those of the Society;
 - (i) raise funds by any lawful means including but not limited to subscriptions, grants, donations, fees or legacies;
 - (j) to buy, construct, hold, lease or rent such properties as may be necessary to advance the aims of the Society;
 - (k) to collect and receive gifts, whether in money or in kind and whether by way of contribution, subscription, donation, offertory, legacy or otherwise on behalf of the Society or on behalf of any Society established for benevolent or charitable objects, similar to those of this Society; and
 - (l) to do all such other things as may assist, directly or indirectly in achieving any of the above objectives of the Society.

BRITISH COLUMBIA BORSTAL ASSOCIATION

BYLAWS

Membership

1. The membership of the Society consists of Voting Members and Non-Voting Members.

(a) Voting Members may be individual persons or organizations whose application for voting membership has been approved by the directors, or by a person or committee authorized by the directors, who have met the requirements for voting membership established by the directors, and who are recorded in the Society's register of members as Voting Members.

(b) Non-Voting Members may include Associate Members, being persons or organizations that support the purposes of the Society through participation, engagement, courses, communications, website engagement, social media, LinkedIn engagement, or related outreach activities, and who are recorded in the Society's register of members as Non-Voting Members.

(c) Only Voting Members in good standing are entitled to receive notice of, attend, and vote at general meetings of the Society.

(d) Non-Voting Members are not entitled to receive notice of general meetings, vote at general meetings, requisition a general meeting, or participate in the governance decisions of the Society, except to the extent required by the Societies Act or expressly granted by the directors from time to time.

(e) Employees and staff of the Society are not eligible to become Voting Members but may be Non-Voting Members.

(f) Each organizational Voting Member is entitled to one vote and shall exercise its vote through an authorized representative.

(g) All persons who were members in good standing immediately before adoption of these amendments shall be deemed Voting Members, unless they are employees or staff of the Society, in which case they shall be deemed Non-Voting Members.

2. The directors may confer Life Memberships in the Society on any member who in their opinion contributes outstanding service to the Society. Any Life Member in good standing shall be deemed a Voting Member and shall not be required to pay an annual membership fee, unless the Life Member is an employee or staff member of the Society, in which case the Life Member shall be a Non-Voting Member during the period of employment.

3. Every member must uphold the constitution and comply with these bylaws.

4. Any member infringing the Constitution of the Society or being guilty of conduct which in the opinion of the directors is detrimental to the interest of the Society shall be liable to expulsion by a special resolution of the directors at a meeting held especially for that purpose. Such member shall be entitled to at least ten clear day's notice of such meeting and to attend and be heard thereat.

5. Any member may resign from the Society by notifying the Secretary to that effect and such resignation shall take effect as from the date of the receipt by the Secretary of the Society of such resignation.

Meetings of Members

6. General meetings of the Society must be held at the time and place that the directors decide and in accordance with the requirements of the Societies Act.
7. Every general meeting other than an annual general meeting is an extraordinary general meeting.
8. The directors may, when they think fit, convene an extraordinary general meeting.
9. Notice of a general meeting shall be given only to Voting Members in good standing in accordance with the requirements of the Societies Act and must specify the place, day and hour of the meeting and, in the case of special business, the general nature of that business. If permitted by the Societies Act, notice may be provided electronically or by posting on the Society's website.
10. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
11. The annual general meeting shall be held each year on such day and at such hour and place as the directors may determine, but in any event not later than six months after the end of the fiscal year. The fiscal year of the Society shall end on the 31st day of March in each year. At such meeting the directors shall present full and complete reports of their activities and the activities of the Society during the past year.

Proceedings at General Meetings

12. A quorum at any general meeting is ten (10) Voting Members present, or two-thirds (2/3) of the Voting Members in good standing, but not less than three (3), whichever is less.
13. Every Voting Member in good standing present at any general meeting shall have one vote. Each organizational Voting Member shall be entitled to one vote and shall exercise its vote through an authorized representative.
15. Any Voting Member in good standing may demand a poll.
16. At all meetings of the Society all questions shall be decided by a majority of votes with each Voting Member having one vote. All voting shall be by show of hands unless a poll is demanded. In the case of an equality of votes the Chairman shall not have a casting vote and the motion fails.
17. The President, or failing him, the Vice-President shall act as Chairman of all meetings of the Society. In the absence of both of these the meeting shall elect a Chairman from the members present.
18. Any resolution or amendment to any resolution proposed shall, at the request of the Chairman, be put into writing by the proposer.

Directors and Officers

19. The directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting between general meetings of the Society, but subject to the provision of:

- all laws affecting the Society
 - these bylaws and
 - rules not being inconsistent with these bylaws, which are made from time to time by the Society in general meeting.
20. The directors may from time to time make such rules or regulations consistent with these bylaws as considered necessary, provided that they are approved by at least one half (1/2) of the present directors. Such rules shall be recorded in the minutes of the directors and which minutes shall be kept current by the secretary.
21. The Society's Board of Directors shall have the number of directors approved by the Voting Members, but such number shall not be fewer than five (5).
22. Director's terms shall be for a two (2) year period, and each director shall serve until the close of the annual general meeting. A director may serve up to a maximum of four (4) consecutive terms.
23. Any casual vacancy on the Society's Board of Directors shall be filled by the directors from among the Voting Members of the Society and such new director shall hold office for the remainder of the term of the vacating director.
24. Every director must be a Voting Member of the Society, or the authorized representative of an organizational Voting Member of the Society. Employees and staff of the Society are not eligible to serve as directors.
25. Retiring directors shall be eligible for re-election. If the retiring director has served four (4) consecutive terms, then the retiring director is not eligible for re-election until the expiry of two (2) years from the date in which the director retired.
26. Directors may not be remunerated in any capacity however directors may be reimbursed for necessary and reasonable expenses incurred while acting on behalf of the Society. The Society will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.
27. There shall be an advisory council to the Society, consisting of such persons, who do not need to be members, as may be appointed thereto from time to time by the directors. The members of the Advisory Council shall have such rights and privileges as may be conferred upon them by the directors.
28. Officers of the Society shall be:
- the President,
 - the Vice-President
 - the Secretary and
 - the Treasurer.

Duties of Officers

29. The president presides at all meetings of the Society and the directors.
30. The president is the chief executive officer of the Society and must supervise the other officers in the execution of their duties.
31. The vice president must carry out the duties of the president during the president's absence.
32. The secretary must do the following:

- (a) Conduct the correspondence of the Society;
- (b) Issue notices of meetings of the Society and the directors;
- (c) Keep minutes of all meetings of the Society and the director's;
- (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.

33. The treasurer must:

- (a) keep the financial records including books of account, necessary to comply with the Societies Act; and
- (b) render financial statements to the directors, members and others when required.

34. The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.

35. If a secretary treasurer holds office, the total number of directors must not be less than five (5).

36. In absence of the secretary from a meeting the directors must appoint another person to act as secretary at the meeting.

37. The Officers shall be elected by the directors from among themselves at the first meeting of the directors which shall immediately follow the annual general meeting.

38. An Executive Director shall be appointed by the directors. The Executive Director shall be responsible to the directors and will have such duties and may receive such salary as the directors determine. The Executive Director shall have such staff as may from time to time by the directors be deemed necessary or advisable and the individuals to fill the staff positions shall be recommended by the Executive Director to the directors. Such staff shall be solely responsible to the Executive Director but will receive the salary and other benefits as may be determined by the directors from time to time. The Executive Director shall hold office until he or she resigns, on his or her death or until removed from office by the directors.

Proceedings of Directors

39. The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

40. The directors may from time to time set the quorum necessary to conduct business and unless so set the quorum is a majority of the directors then in office.

41. The President, and failing him, the Vice-President shall sit as Chairman at all directors' meetings. In the absence of both President and Vice-President the directors present may elect one of their numbers to act as Chairman.

42. All questions at directors' meeting shall be decided by a majority of votes with each director having one vote. The Chairman shall not have a casting vote.

43. The office of director shall be vacated if the director:

- a. ceases to be a Voting Member or the authorized representative of an organizational Voting Member;
- b. is guilty of conduct which infringes paragraph four hereof;
- c. shall fail to attend four consecutive directors' meetings and is unable, if requested by the directors, to provide in the discretion of the directors a satisfactory reason for such absence.

44. The Society may by special resolution remove any director before the expiration of his or her term of office and may appoint another Voting Member in his or her stead.
45. A special resolution shall be a resolution of the Society passed by a majority of 75% of the members entitled to vote as are present at a general meeting of which notice specifying the intention to propose a resolution as a Special Resolution has been duly given.
46. The directors shall cause proper minute books and books of account to be kept so as truly to disclose the affairs of the Society and its finances.
47. The President shall be ex officio a member of all committees of the Society.
48. The directors may appoint committees consisting of one or more directors and if thought fit, one or more members of the Society, and may delegate any of their powers and duties to such committees; any committees so formed shall in the exercise of the powers and duties so delegated conform to any regulations that may be imposed on them by the directors.

Borrowing

49. The Society may borrow or raise or secure the payment of money in such manner as it thinks fit and in particular by the issue of debentures, but in no case shall debentures be issued without the approval of the Society by special resolution. Debenture shall include a mortgage of real property.
50. At each Annual General Meeting an auditor, who shall not be a director of the Society, shall be appointed for the ensuing year. Any casual vacancy occurring in the office of auditor during the year shall be filled by the directors. At least once in every year the accounts of the Society shall be examined, and the correctness thereof ascertained by the auditor.
51. A Balance Sheet shall be made out in every calendar year and laid before the Annual General Meeting of the Society, made up to a date not more than three months before such Annual General Meeting. The Balance Sheet shall be certified by the Society's auditor whose report thereon shall be embodied in or accompany the same. The report shall be read before the Society in General Meeting and shall be open to inspection by any Voting Member. A copy of the Balance Sheet shall be given to every Voting Member attending the Annual General Meeting.

Seal

52. The seal of the Society shall not be affixed to any instrument except in the presence of any two of the President, Vice-President, Secretary and Treasurer or in the presence of such other officer or officers or director or directors of the Society as may be prescribed from time to time by resolution of the directors. Such officers or directors shall sign every instrument to which the Seal of the Society is so affixed in their presence. The Seal shall be kept in the custody of the directors or some person appointed by them.
- 53.
54. Any dispute arising out of the affairs of the Society between any members thereof or between a member or any person aggrieved who has for not more than six months ceased to be a member, or any person claiming through such member or person aggrieved, or claiming under the bylaws and the Society, or a director or officer thereof shall be decided by arbitration (which shall be under the Commercial Arbitration Act of British Columbia) and the decision so made shall be binding on all parties.

- 55. On being admitted to membership each member is entitled to and the Society must give the member without charge, a copy of the constitution and bylaws of the Society.
- 56. The Society will not alter or delete its purpose to provide short and long-term affordable housing for low income or low to moderate income clients and the Society will not alter or delete this bylaw without first obtaining written consent of the British Columbia Housing Management Commission.
- 57. These bylaws must not be altered or added to except by special resolution.

Miscellaneous

- 58. The operations of the Society are to be chiefly carried on in British Columbia.
- 59. The Society shall be operated exclusively as a charity and non-profit organization without financial gain to its members and all profits and other accretions to the assets of the Society shall be used to promote the purposes as set forth in paragraph two (2) of this Constitution.

Dissolution

60. On the winding up and dissolution of the Society, all of its funds and assets after all debts of the Society have been paid or provision for payment of such debts has been made, shall be transferred and delivered to such institutions in British Columbia promoting aims and purposes similar to those of the Society, as may be selected and approved by an ordinary resolution by the members of the Society at the time of winding up or dissolution. The Society will not alter or delete this bylaw without first obtaining written consent from the British Columbia Housing Management Commission.