

CONSTITUTION
OF THE
ARROWHEAD CLUBHOUSE SOCIETY

1. The name of the Society is the “Arrowhead Clubhouse Society”.
2. The purposes of the Arrowhead Clubhouse Society are:
 - 2a) To organize and operate Arrowhead Clubhouse as a member-driven, peer-support Clubhouse following the clubhouse model of the International Centre for Clubhouse Development for adults living with a serious and/or persistent mental illness;
 - 2b) To involve adults who are living with a mental illness and are members of the Arrowhead Clubhouse in all aspects of the decision-making process of the Arrowhead Clubhouse Society;
 - 2c) To ensure members of Arrowhead Clubhouse are an integral part of the operations of Arrowhead Clubhouse and its programs as they are willing and able to do so;
 - 2d) To provide training to members of Arrowhead Clubhouse to enable them to be full participants of the Arrowhead Clubhouse Society;
 - 2e) To do all such things as are incidental or conducive to the attainment of the above objectives.
3. The Society will raise funds to meet these objectives by any legal means including but not limited to memberships, grants, donations, fees, or legacies.
4. The operations of the Society are to be carried on chiefly in the Province of British Columbia. This Clause is unalterable.
5. The Society shall be carried on without purpose of gain for its members, and any profits or other accretions to the organization shall be used solely to promote its objectives and purposes. This Clause is unalterable.
6. Upon dissolution of the Society, and funds of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such registered Canadian charitable organization or organizations as determined by a majority vote of the members of the Board at the time of dissolution. This Clause is unalterable.

**BYLAWS
OF THE
ARROWHEAD CLUBHOUSE SOCIETY**

Here set out in numbered clauses, the bylaws providing for the matters referred to in section 6(1) of the Society Act and any other bylaws.

PART 1. DEFINITIONS

1.1 In these bylaws, unless the context otherwise requires:

- (a) "Director" means a member of the Board of Directors of the Arrowhead Clubhouse Society;
- (b) "Society" means the Arrowhead Clubhouse Society;
- (c) "Society Act" means the *Society Act of British Columbia* from time to time in force and all amendments to it;
- (d) "Registered address" means the member's address as recorded in the Society's register of members;
- (e) "Special Resolution" means a resolution passed in a general meeting by a majority of not less than 75% of the votes of those members of a Society who, being entitled to do so, vote in person of which the notice that the by-laws provide, given in writing and not being less than 14 days' notice, specifying the intention to propose the resolution as a special resolution has been given, or if every member entitled to attend and vote at the meeting agrees, at a meeting of which less than 14 days' notice has been given.

1.2 The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.

PART 2. MEMBERSHIP

General

2.1. The members of the Society are the applicants for the 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 members.

2.2. Any member in good standing of Arrowhead Clubhouse who is eighteen (18) years or older is automatically a member of the Arrowhead Clubhouse Society. The criteria for membership in the Arrowhead Clubhouse will be placed on file with the Secretary of the Board and a current membership list will be provided to

the Secretary of the Board as necessary.

2.3. A local corporation or society may be admitted to membership in the Arrowhead Clubhouse Society upon application to, and acceptance by, the Board of Directors. Such corporation or society shall name one person to be a voting member of the Arrowhead Clubhouse Society and in all other respects represent the rights of a member for all purposes with respect to a meeting of the Society.

Eligibility

2.4. Any person over the age of eighteen (18) years is eligible to apply for membership in the Society.

2.5. A member is in good standing who has paid his or her current annual membership dues and any other subscription or debt due and owing by the member to the Society and who is not under suspension by the Board of Directors for any infraction of these bylaws or for any other cause, or is a member in good standing of the Arrowhead Clubhouse.

2.6. Every member of the Society must uphold this Constitution and comply with these bylaws and subscribe to the purposes of the Society.

2.7. All members of the Society shall communicate their addresses to the Secretary and all notices shall be sent by email, or by post to the address on record, and be posted on the Society website and Arrowhead Clubhouse Notice Board and shall be considered as well and sufficient notice, whether received or not.

Fees

2.8. The amount of the annual membership dues will be determined at the Annual General Membership Meeting of the Society. Such annual membership dues do not apply to members of Arrowhead Clubhouse.

Conflict of Interest

2.9. Members of the Society will avoid creating or becoming involved in situations which give rise to a conflict of interest or which may be reasonably perceived as a conflict of interest. They will disclose any conflict between personal interests and the interests of the Society and resolve such conflicts in a transparent manner. They will not engage in any activity or transaction, hold any position or perform any function, whether paid or unpaid, that is incompatible with or detracts from the proper performance of the Constitution of the Society and that may bring the Society into disrepute.

Expulsion

2.10. A member may be expelled by a special resolution of the members passed at a general meeting.

2.11. The notice of a special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.

2.12. The person who is subject of a proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

Cessation

2.13. A person ceases to be a member of the Society:

- (a) by having been a member not in good standing for a period of twelve consecutive months or;
- (b) by delivering his or her resignation in writing to the secretary of the society or mailing it to the address of the Society or;
- (c) upon being expelled or;
- (d) upon his or her death or in the case of a corporation on dissolution.

Reinstatement

2.14. A former member who has ceased to be a member under 2.13 (a) or (b) may reapply for admission to membership and may be re-admitted in accordance with Sections 2.5 and 2.6.

2.15. A former member who has been expelled may, upon application to, and approval of, the Board be re-instated to membership.

PART 3. MEETINGS OF MEMBERS

General meetings

3.1. General meetings of the Society will be held in accordance with the Society Act, at the time and place that the Directors decide and will be held at least once a year.

3.2. Every general meeting, other than an Annual General Meeting, is an extraordinary general meeting.

3.3. Except where otherwise provided by the Society or these bylaws, all matters

of procedure at any general meeting shall be decided in accordance with Robert's Rules of Order, Revised.

3.4. The President may, when he or she determines a need, may convene an extraordinary general meeting. Such meeting also shall be called by either the President or the Vice-President within twenty-one (21) days of the receipt of a written request setting forth the special business to be dealt with that is signed by at least ten (10) percent of the voting members of the Society. The request shall be delivered to the Society and the date on which it is received shall be deemed to be the date on which it was received by the Board. When such a request indicates that the suspension or expulsion of a member, or the removal of a Director is going to be called for, reference to such a matter shall be included in the notice of meeting issued under the By-laws.

3.5. Every member of the Society is entitled to attend any general meeting and to speak there in accordance with Robert's Rules of Order, Revised.

3.6. Notice of a general meeting must specify the place, day and hour of the meeting and, in case of special business, the general nature of that business. No business other than that in the notice shall be transacted. Notice will be given two weeks prior to the meeting by email or by post to the address on record, and will be posted on the Society website and the Arrowhead Clubhouse Notice Board.

3.7. 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.

Quorum

3.8. At any extraordinary or general meeting of the Society, the lesser of 10% or fifteen (15) of the Members in good standing, as shown in the register of Members in good standing, shall constitute a quorum.

3.9. If within 30 minutes from the appointed time for a general meeting or at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated. It shall stand adjourned to the same day in the next week at the same time and place.

Annual General Meeting

3.10. The first Annual General Meeting of the Society must be held not more than fifteen (15) months after the date of incorporation and after that an Annual

General Meeting must be held at least once in every calendar year **or** not more than fifteen (15) months after the holding of the last preceding Annual General Meeting.

Proceedings at General Meetings

3.11. The President of the Society, the Vice-President, or in the absence of both, one of the other Directors must preside as the chair of the meeting.

3.12. The agenda for every Annual General Meeting shall include at least the following items:

- i) adoption of Rules of Order;
- ii) consideration of the financial statements;
- iii) report of the Directors;
- iv) report of the auditor, if any;
- v) election of Directors;
- vi) appointment of the auditor, if required;
- vii) other business that under these bylaws, ought to be conducted at an Annual General Meeting or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting.

PART 4. VOTING

4.1. A resolution proposed at a meeting must be seconded in order to proceed to a vote and the chair of a meeting may move or propose a resolution.

4.2. In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member and the proposed resolution does not pass.

4.3. A member who is in good standing for a minimum of thirty (30) days prior to the meeting and is present at a meeting of members is entitled to one vote.

4.4. Voting is by show of hands except as otherwise required in these bylaws.

4.5. Voting by proxy is not permitted.

4.6. At any general meeting of the Society every ordinary resolution shall be passed by a simple majority of the votes cast.

4.7. At any general meeting of the Society every special resolution shall be passed by a majority of not less than 75% of the votes cast.

PART 5. DIRECTORS AND OFFICERS

Responsibilities

5.1. The Directors shall be responsible for the entire operation of the Society, shall be vested with full control of revenues and expenditures, shall manage the property and all affairs of the Society, and shall make the rules and regulations to govern the said operations which are not inconsistent with provisions of these bylaws. They may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to:

- a) all laws affecting the Society;
- b) these bylaws; and
- c) rules not being inconsistent with these bylaws that are made from time to time by the Society in a general meeting.

5.2. A rule, made by the Society in a general meeting, does not invalidate a prior act of the Directors that would have been valid if that rule had not been made.

5.3. The Board shall have the power to make contracts and enter into agreements for the Society subject to the provisions set out in (a) above, and all the contracts and agreements shall be signed by a combination of any two of members of the Board designated as having signing authority.

5.4. A Director must not be remunerated for being or acting as a Director but a Director must be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.

Election of Board of Directors

5.5. The Society will elect a minimum of seven (7) Directors and maximum of thirteen (13) Directors for the Board, from members in good standing, who have been members of the Society for a period of at least sixty (60) days prior to the Annual General Meeting, or a greater number as determined from time to time at a general meeting.

5.6. The Board will then elect four (4) of these Directors to fulfill the positions of President, Vice-President, Treasurer and Secretary.

5.7. Members in good standing of Arrowhead Clubhouse are eligible for election as Director of the Board and may comprise up to forty-nine per cent (49%) of the Directors of the Board.

5.8. If a number of qualified persons nominated for the offices to be filled is equal to the number of offices to be filled, these person shall be declared elected by acclamation.

5.9. If the number of qualified persons nominated for election exceeds the number of offices to be filled, an election by ballot shall take place. Tie votes shall be decided by recasting the votes and, if there is still a tie, by the Nominations Committee.

Terms of Office for Boards of Directors

5.10. The term of office for Directors is two years. A Director who has completed his or her term may stand for re-election for a subsequent term at the Annual General Meeting, but no Director shall serve more than three (3) consecutive terms.

Interim Vacancies on the Board

5.11. The Directors may at any time and from time to time appoint a member as a Director to fill a vacancy in the Board.

5.12. A Director so appointed holds office only until the conclusion of the next Annual General Meeting of the Society, but is eligible for re-election at the meeting.

5.13. If a Director resigns or ceases to hold office, the remaining Directors must appoint a member to take the place of the former Director.

5.14. An act or proceeding of the Directors is not invalid merely because there are less than the prescribed number of Directors in office.

Removal of a Director from Office

5.15. A Director shall be removed from office by the Board if she or he misses (3) consecutive Board meetings or three (3) consecutive committee meetings without prior notification or reasonable cause.

5.16. A Director may be removed from office by special resolution of the Society.

PART 6. PROCEEDINGS OF DIRECTORS

6.1. The Directors may meet at the places they determine to conduct business, adjourn and otherwise regulate their meetings and proceedings.

6.2. A quorum necessary to conduct business is five (5) Directors.

6.3. The President is the chair of all meetings of the Directors. If at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting or has given notice that he or she will not be at the meeting, the Vice-President will act as chair. If the Vice-President is not available, another Director will act as chair,

6.4. The President, on the request of two or more Directors, must convene a meeting of the Directors within 30 days.

Committees of the Board

6.5. The President shall be an ex officio member of all committees of the Society

6.6. Ad hoc Committees

- a) The Directors may delegate any but not all of their powers as tasks to ad hoc committees consisting of at least one Director, and other Directors as they determine and shall provide each committee with specific terms of reference. The Board may appoint other members of the Society to committees, as well as, from time to time, participants from the community at large if a particular need is determined. Appointments to an ad hoc committee shall be until completion of the task assigned.
- b) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Directors and must report every act or thing done in exercise of those powers to the earliest meeting of the Directors held after the act or thing has been done.
- c) An ad hoc committee must elect a chair of its meetings. If no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting or has given notice like in 6.3, the Directors present who are members of the committee must choose one of them to be the chair of the meeting.
- d) The members of an ad hoc committee may meet and adjourn as they think proper.
- e) Ad hoc committees shall report at least twice annually to the

Board or to the Executive Committee on the progress of their respective tasks, or more often as the Executive Committee may require.

6.7. Standing Committees

- a) Executive Committee
 - i) The four officers of the Board form the Executive Committee.
 - ii) The Executive Committee shall have the power to transact all business of the Society in the interim between board meetings.
 - iii) The Executive Committee shall report to the Board of Directors on its activities at each Regular meeting of the Board.

- b) Nominating Committee
 - i) Within thirty (30) days after the Annual General Meeting the Board shall appoint not less than three (3) members of the Society who will serve till the next Annual General Meeting, will notify all members of the Society at least ninety (90) days before the next Annual General Meeting that an election of Directors will take place and specify the number of Director vacancies to be filled as directed by the Board.
 - ii) It shall carefully consider and compare the qualifications of each person whose name has been submitted. It shall nominate from among these names at least one candidate for each vacancy.
 - iii) Not later than seven (7) days before the date of the Annual General Meeting, the Committee shall submit to the President a report of its nominations, with each nominee's signed consent to serve.

- c) Finance Committee

Under the direction and approval of the Board the Finance Committee is responsible for overseeing the Society's overall finances. To accomplish this, its responsibilities are:

- i) To develop appropriate procedures for budget preparations involving all stakeholders and consistent with the Society's

objectives.

- ii) To report to the Board any financial irregularities, concerns and opportunities.
 - lii) To recommend to the Board financial guidelines concerning investments, major expenditures and insurance coverage.
 - iv) To work with the Treasurer to design financial reports and ensure that reports are accurate and timely.
 - v) To recommend selection of the auditor and work with the auditor as required.
 - vi) To ensure that the Society meets all government requirements for charitable organizations.
- d) Fundraising Committee

Under the direction and approval of the Board the Fundraising Committee is responsible for overseeing the Society's overall fundraising. To accomplish this, its responsibilities are:

- i) To establish a fundraising plan that incorporates a series of appropriate vehicles, such as special events, direct mail, grant applications, product sales, etc.;
- ii) To encourage the involvement of all Board Members and others in fundraising, such as approaching contacts for support and by encouraging others in developing fundraising ideas and events for the Society;
- iii) To monitor fundraising efforts to be sure that ethical practices are in place;
- iv) To ensure fundraising events are cost effective;
- v) To acknowledge all donors and volunteers appropriately.

Meetings of Directors

6.8. For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present.

6.9. Resolutions arising at a meeting of the Directors or a committee appointed by the Board must be decided by a majority of votes.

6.10. In the case of a tie vote, the chair does not have a second or casting vote.

6.11. 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

7.1. The President presides at all meetings of the Society and of the Directors.

7.2. The Vice-President will carry out the duties of the President during the President's absence. If the Vice-President is not available to carry out the duties in the President's absence, the Directors will choose a Director to carry out the duties of the President during the President's absence.

7.3. The Treasurer must do the following:

- a) have custody of the common seal of the Society;
- b) keep the financial records, including books of account, necessary to comply with the *Society Act*;
- c) render financial statements to the Directors, members and others when required.

7.4. The Secretary must do the following:

- a) conduct the correspondence of the Society;
- b) issue notices of meetings of the Society and Directors;
- c) maintain the register of members;
- d) keep minutes of all meetings of the Society and Directors; and
- e) have custody of all records and documents of the Society except those required to be kept by the treasurer.

7.5. In the absence of the Secretary from a meeting, the Directors must appoint another person to act as Secretary at the meeting.

7.6. An authorized financial institution, to be determined by the Directors from time to time, shall be the bank of the Society and an account shall be in the name of the Society and all cheques drawn on such account shall be signed by one of two appointed authorized signing officers.

PART 8. SEAL

8.1. The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

8.2. The common seal must be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the President and Secretary or President and Secretary/Treasurer.

PART 9. FINANCIAL MATTERS

9.1. 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 that power, by the issue of debentures.

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

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

9.4. Only persons who have been authorized by the Directors may issue any official receipt under the name of the Society in respect of legacies, bequests, donations, or gifts received by the Society.

9.5. All real property received or acquired by the Society shall be registered in the name of the Society.

PART 10. AUDITOR

10.1. At each annual general meeting the Society may appoint an accredited auditor for the succeeding year.

10.2. An auditor may be removed by ordinary resolution.

10.3. An auditor must be promptly informed in writing of the auditor's appointment or removal.

10.4. A Director or employee of the Society must not be its auditor.

10.5. The auditor may attend general meetings.

PART 11. NOTICES TO MEMBERS

11.1. A notice may be given to a member by email, fax, website posting, mail and posting on the Arrowhead Notice Board, or newspaper announcement.

11.2. A notice sent by mail is deemed to have been given on the second day following the day 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.

PART 12. PROTECTION OF DIRECTORS

12.1. The Directors may cause the Society to purchase and maintain insurance for the benefit of any person who is or was serving as a Director of the Society or any other entity, his or her heirs or personal representatives, against any liability incurred by him or her as such Director.

12.2. The members shall not hold the Directors or any member acting on their behalf individually or collectively liable for decisions and/or actions taken in good faith on behalf of the Society.

PART 13. BYLAWS

13.1. 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.

13.2. These bylaws must not be altered or added to except by special resolution passed at an Annual or Extraordinary General Meeting of the Society.

To be dated, signed and witnessed.