



# L.I.F.E. Recovery Association Constitution & Bylaws

(Draft)



NUMBER: S-39487

*SOCIETY ACT*

**CERTIFICATE OF INCORPORATION**

*I Hereby Certify that*

**L.I.F.E. RECOVERY ASSOCIATION**

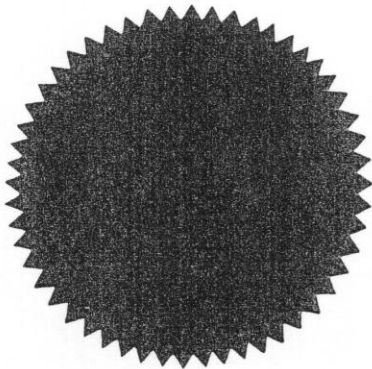
has this day been incorporated under the *Society Act*

*Issued under my hand at Victoria, British Columbia*

*on February 22, 1999*



JOHN S. POWELL  
*Registrar of Companies*  
PROVINCE OF BRITISH COLUMBIA  
CANADA



**Schedule A**  
**Form 3**  
**Society Act**  
**Constitution**

1. The name of the society is L.I.F.E. RECOVERY ASSOCIATION.
2. The purpose[s] of the society is [are] to:
  - a. To establish, maintain and operate a treatment centre for chemically dependent persons requiring treatment for substance abuse;
  - b. To ensure that any such treatment centre provides an understanding environment for chemically dependent persons or persons requiring treatment for substance abuse;
  - c. To provide a program for the long-term treatment of substance and chemical dependence;
  - d. To provide Christian counselling for chemically dependent persons and persons requiring treatment for substance abuse;
  - e. To educate the general public regarding the problems related to chemically dependent persons and persons requiring treatment for substance abuse;
  - f. To develop programs which assist chemically dependent persons and persons requiring treatment for substance abuse in returning to a productive lifestyle;
  - g. To work together with local churches, businesses and communities to provide education and enhance the awareness of chemical dependence and substance abuse.
  - h. To provide a network of volunteers within the communities to assist in any programs established by the society.
3. The society will operate without the purpose of financial gains for its members and any income or profits or accretions to the society shall be used in promoting the purposes of the society. This provision is unalterable.

## **Bylaws of L.I.F.E RECOVERY ASSOCIATION**

1. [1] In these bylaws, unless the context otherwise requires.
  - a. “directors” means the directors of the society for the time being
  - b. “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
  - c. “registered address” of a member means his address as recorded in the register of members.
- [2] The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

### **Part 2 – Membership**

3. The members of the society are the applicants for the incorporation of the society, and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.
4. A person may apply to the directors for membership in the society and on acceptance by the directors shall be a member.
5. Every member shall uphold the constitution and comply with these bylaws.
6. The amount of the first annual membership dues shall be determined by the directors and after that the annual membership dues shall be determined at the annual general meeting of the society.
7. A person shall cease to be a member of the society
  - a. By delivering his resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society **or emailing**;
  - b. On his death or in the case of a corporation on dissolution;
  - c. On being expelled; or
  - d. On having been a member not in good standing for 12 consecutive months.

8. [1] A member may be expelled by a special resolution of the members passed at a general meeting.  
[2] The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.  
[3] The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
9. All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the society and he is not in good standing so long as the debt remains unpaid.

### **Part 3 – Meetings of Members**

10. General meetings of the society shall be held at the time and place, in accordance with the Society Act, that the directors decide.
11. Every general meeting, other than an annual meeting, is an extraordinary general meeting.
12. The directors may, when they think fit, convene an extraordinary general meeting.
13. [1] Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business.  
[2] 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 meetings.
14. The first annual general meeting of the society shall be held not more than 15 months after the date of incorporation and after that an annual meeting shall be held at least once in the every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

## **Part 4 – Proceedings at General Meetings**

### 15. Special business is

- a. All business at an extraordinary general meeting except the adoption of rules of order; and
- b. All business transacted at an annual general meeting, except,
  - i. The adoption of rules of order;
  - ii. The consideration of the financial statements;
  - iii. The report of the directors;
  - iv. The report of the auditor, if any;
  - v. The election of directors;
  - vi. The appointment of the auditor, if required; and
  - vii. The other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

16. [1] No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

[2] If at any time during a general meeting there ceases to be a quorum, present business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

[3] A quorum is 3 members present or a greater number that the members may determine at a general meeting.

17. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated, but in any other case, shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

18. Subject to bylaw 19, the ~~president~~ chairman of the board of the society, the vice – ~~president~~ chairman or in the absence of both, one of the other directors present, shall preside as chairman of the general meeting.
19. If at a general meeting
- a. There is no ~~president~~ chairman, vice – ~~president~~ chairman or other director present within 15 minutes after the time appointed for holding the meeting; or
  - b. The ~~president~~ chairman of the board and all other directors present are unwilling to act as chairman, the members present shall choose one of their number to be chairman.
20. [1] A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- [2] When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- [3] Except as provided in the bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
21. [1] No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.
- [2] In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
22. [1] A member in good standing present at a meeting of members is entitled to one vote.
- [2] Voting is by show of hands.
- [3] Voting by proxy is not permitted.
23. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the society.

## Part 5 – Directors and Officers

24. [1] The directors may exercise all the powers and do all the acts and things that 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, but subject, nevertheless, to
- a. All laws affecting the society;
  - b. These bylaws; and
  - c. Rules, not being inconsistent with these bylaws, which are made from to time by the society in general meeting.

[2] No rule, made by the society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

25. [1] The ~~president~~ chairman, vice – ~~president~~ chairman, secretary, treasurer and one or more other persons shall be directors of the society.

[2] The number of directors shall be no less than 5 and no greater than 11.

26. [1] A duly elected director holds office for 3 years until the conclusion of the annual general meeting that coincides with the end of their term. Directors are eligible for re-election on the expiry of their respective terms to a maximum of 2 consecutive terms. The ~~immediate~~ past ~~president~~ chairman of the board will serve one year in addition to his/her regular term as ex-officio member of the board of directors of the Association.

[2] Separate elections shall be held for each office to be filled.

[3] An election may be by acclamation, otherwise it shall be by ballot.

[4] If no successor is elected the person previously elected or appointed continues to hold office.

[5] The Board shall be elected at the Annual General Meeting of the Association from among the membership of the Association in good standing. An employee, an employee's spouse and members of their immediate family may not be appointed to the board of directors.

27. [1] The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
28. [1] If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.
- [2] No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
29. The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.
30. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the society.

### **Part 6 – Proceedings of Directors**

31. [1] The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- [2] The directors may from time to time fix the quorum necessary to transact business, unless so fixed the quorum shall be a majority of the directors then in office.
- [3] The ~~president~~ chairman of the board shall be chairman of all meetings of the directors, but if at a meeting the ~~president~~ chairman of the board is not present within 30 minutes after the time appointed for holding the meeting, the vice president chairman shall act as chairman; but if neither is present the directors present may choose one of their number to be the chairman at that meeting.
- [4] A director may at any time, and the secretary, on the request of a director shall, convene a meeting of the directors.
32. [1] The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
- [2] A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors; and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

[3] The directors may delegate any, but not all, of their powers to the Executive Director as they think fit. The Executive Director shall report to the board regularly in accordance with rules imposed by the board.

33. A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at a meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairman of the meeting.
34. The members of a committee and meet and adjourn as they think proper.
35. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual 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.
36. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex or cable email, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn.
- a. No notice of meeting of directors shall be sent to that director, and
  - b. Any and all meetings of the directors of the society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.
37. [1] Questions arising at a meeting of the directors and committee of directors shall be decided by majority of votes.
- [2] In case of an equality of votes the chairman does not have a second or casting vote.
38. No resolution proposed at a meeting of directors or committee of directors need to be seconded and the chairman of a meeting may move or propose a resolution.
39. A resolution in writing, signed by all the directors and placed with the minutes of the directors is a valid and effective as if regularly passed at a meeting of directors.

## Part 7 – Duties of Officers

40. [1] The president chairman of the board shall preside at all meetings of the society and of the directors.

[2] The president chairman of the board is the chief executive officer of the society and shall supervise the other officers and the Executive Director in the execution of their duties.

41. The vice president chairman shall carry out the duties of the president chairman during his absence.

42. The secretary shall

- a. Conduct the correspondence of the society;
- b. Issue notices of meetings of the society and directors;
- c. Keep minutes of all meetings of the society and directors;
- 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.

43. The treasurer shall

- a. Keep the financial records, including books of account, necessary to comply with the Society Act; and
- b. Render financial statements to the directors, members and others when required.

44. [1] The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.

[2] When a secretary treasurer holds office the total number of directors shall not be less than 5 or the greater number that may have been determined pursuant to bylaw 25[2].

45. In the absence of the secretary from meeting, the directors shall appoint another person to act as secretary at the meeting.

## **Part 8 – Seal**

46. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
47. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the ~~president~~ chairman and secretary or ~~president~~ chairman and secretary treasurer.

## **Part 9 – Borrowing**

48. 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 foregoing by the issue of debentures.
49. No debentures shall be issued without the sanction of a special resolution.
50. 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 10 – Auditor**

51. This part applies only where the society is required or has resolved to have an auditor.
52. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
53. At each annual general meeting the society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.
54. An auditor may be removed by ordinary resolution.
55. An auditor shall be promptly informed in writing of appointment or removal.
56. No director and no employee of the society shall be auditor.
57. The auditor may attend general meetings.

## **Part 11 – Notices to Members**

58. A notice may be given to a member, either personally or by mail to him at his registered address, or by email.

59. A notice sent by mail shall be deemed to have been given on the second day following that 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.

60. [1] Notice of a general meeting shall be given to

- a. Every member shown on the register of members on the day notice is given; and
- b. The auditor, if Part 10 applies.

[2] No other person is entitled to receive a notice of general meeting.

### **Part 12 – Bylaws**

61. On being admitted to membership, each member is entitled to and the society shall give him, without charge, a copy of the constitution and bylaws of the society **upon request**.

62. These bylaws shall not be altered or added to except by special resolution.

### **Part 13 – Dissolution**

63. Upon a winding up or dissolution of the society, any funds or assets of the society remaining after the satisfaction of its debts and liabilities shall be given to or transferred to one or more charitable organizations or charitable corporations recognized by the **Department of National Revenue of Canada Canada Revenue Agency** which have as their objects or purposes, objects or purposes similar to those of the society; and if and so far as effect cannot be given to the foregoing provision, then such funds or assets shall be given or transferred to some other charitable organization or charitable corporation recognized by the **Department of National Revenue of Canada Canada Revenue Agency**, as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect.

### **Part 14 – Mission Statement**

64. All persons who subscribe for membership in the society shall agree with the following Mission Statement:

- a. The members of the society believe that life is a gift from God and should be used to the best of everybody's ability and to glorify His name;

- b. The society will strive to help those who struggle with the disease of addiction through studying God's Word, through support and the teaching of Twelve Step Programs [Alcoholics Anonymous (A.A.) , Narcotics Anonymous (N.A.)], Christian Counselling, and education of substance abuse and abstinence;
- c. The members of the society will promote the Bible as the true Word of God, and as such is the final authority in all matters of faith and life; and
- d. The members of the society believe that there is eternal life and salvation only in Jesus Christ, and the gift of forgiveness is given through God's grace and repentance of sins. This gift is available to all who ask.

### **Part 15 - Liability and Indemnification**

65. [1] Each officer, Director or employee of the Society shall be indemnified by LIFE Recovery against expenses reasonably incurred by them in connection with any action, suit or proceedings to which they may be made a party by reason of their being, or having been, an officer, Director or employee of LIFE Recovery, except in relation to matters as to which they shall be finally adjudged in such action, suit or proceedings to have been derelict in the performance of their duty as an officer, Director or employee. "Derelict" shall mean one or more of the following: grossly negligent, criminally negligent, intentionally engaged in tortious conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to LIFE Recovery.

[2] No Director or officer or employee of LIFE Recovery shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee, or for joining in any receipt or act for conformity, or for any loss, damage, expense happening to LIFE Recovery through the insufficiency or deficiency of any security in or upon which any of the money of or belonging to LIFE Recovery shall be invested or for any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person, firm or corporation with whom or which any money, security or effect shall be logged or deposited or for any loss occasioned by any error of judgment or oversight

on his part or for any other loss, damage or judgment or oversight on his part or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wilful act or default, negligence, breach of trust or breach of duty.

[3] The Directors may require LIFE Recovery to purchase and maintain insurance for the benefit of any person who is or was serving as a Director, officer, employee or agent of LIFE Recovery, or as a Director, officer, employee or agent of a subsidiary of LIFE Recovery, or as a Director, officer, employee or agent of a corporation, partnership, joint venture, trust or other enterprise for which they are serving at the request of LIFE Recovery, and their heirs or personal representatives against any liability incurred by them as such Director, officer, employee or agent.

**Special Resolution of**  
**L.I.F.E. Recovery Association**  
**(the “Association”)**

DATED the 28<sup>th</sup> day of March, 2011

Motion for approval by members at the Annual General Meeting:

***RESOLVED as a special resolution that the existing Bylaws of the Society be repealed and the attached Bylaws adopted in place of them.***