

## Bylaws of the Canadian Association of People Who Use Drugs

Here, set forth, in numbered clauses, are the Bylaws providing for the matters referred to in s.6(1) of the Society Act and any other Bylaws.

### - Part 1 - Interpretation

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 her address as recorded in the registrar of members;
- d. "CAPUD's constituency" means the people who use(d) illegal drugs, CAPUD is mandated to represent and serve, as set out in the Constitution;
- e. "Pacific Region" is British Columbia and the Yukon;
- f. "Prairie Region" is Alberta, the Northwest Territory, Saskatchewan and Manitoba;
- g. "Ontario Region" is Ontario
- h. "Quebec Region" is Quebec and Nunavit
- i. "Atlantic Region" is Prince Edward Island, New Brunswick, Nova Scotia, and Newfoundland

2. The definitions in the Society Act on the date these Bylaws become effective, apply to these Bylaws.

3. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and vice versa.

### - Part 2 - Membership

4. The members of the Society are the applicants for 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. There shall be three classes of membership:

- a. Individual Members - a regular member is a person admitted by the Directors as a regular member and is a CAPUD constituent.
- b. Group member - a group member is a group admitted by the Directors as a group member and the group designate has one vote.
- c. Associate Members – an associate member is a person who does not now and has not used drugs admitted by the Directors as a non voting CAPUD member

5. A person or group applies to the Directors or their designate and, upon

acceptance by the Directors or their designate, the person becomes a member

#### Duties of the Members

6. Every member shall uphold the Constitution and comply with these Bylaws and the policies of the Society.

7. All members shall inform the Secretary in writing of their up-to-date address and e-mail address (if any) and fax number (if any) for the purposes of receiving notices from the Society. This is an ongoing obligation.

8. The Directors may determine the membership dues, if any.

#### Cessation of Membership

9. A person shall cease to be a member of the Society;

a. by delivering her resignation in writing to the Secretary of the Society or by mailing it or delivering it to the address of the Society, or

b. on her death, or in the case of a corporation on dissolution, or

c. on being expelled, or

d. on having been a member not in good standing for a period of 180 days.

#### Expelling of a member by the Membership

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

11. The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason(s) for the proposed expulsion.

12. 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.

13. All members are in good standing unless they have failed to pay any applicable membership fee or other subscription or debt owed to the Society.

#### - Part 3 - Meetings of Members

##### Timing of the Meeting

15. General meetings of the Society shall be held at such time and place and by such methods, in accordance with the Society Act and as the Directors decide.

16. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

17. The Directors may, whenever they think fit, convene an extraordinary general meeting.

18. The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and thereafter an annual general meeting

shall be held at least once every calendar year and not more than 15 months after holding the last preceding annual general meeting.

#### Notice of the Meeting

19. Notice of a general meeting shall specify the place, the day, and the hour of meeting, and, in the case of special business, the general nature of that business.

20. 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 any of the proceedings at that meeting.

#### - Part 4 - Proceedings at General Meetings

21. Special business is:

a. All business at an extraordinary general meeting except the adoption of rules of order, and

b. All business that is 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. such other business as, 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.

#### Quorum Requirements

22. 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.

23. 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 the meeting is adjourned or terminated.

24. A quorum is 11 members present, or such greater number as the members may determine at a general meeting.

25. If within 30 minutes from the time appointed for a member's meeting a quorum is not present, the meeting shall stand adjourned to an agreed upon 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, provided there are at least three members present.

26. Subject to these Bylaws, the President of the Society, the Vice-President, or in the absence of both, one of the other Directors present shall preside as chairperson of a general meeting

27. If at a general meeting;

a. there is no President, Vice-President, or other Director present within 15 minutes of the time appointed for holding the meeting, or

b. the President and all other Directors present are unwilling to act as chairperson, the members present shall choose one of their numbers to be chair person

28. 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.

29. 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.

30. Except as provided in this Bylaw, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned general meeting.

#### Voting Procedures

31. No resolution proposed at a general meeting need be seconded, and the chairperson of a meeting may move or propose a resolution.

32. In the case of an equality of votes, the chairman shall not have a casting or second vote in addition to the vote to which she may be entitled as a member, and the proposed resolution shall not pass.

33. A member in good standing present at a meeting of members is entitled to one vote.

34. Voting is by a show of hands, unless the members otherwise decide.

35. Voting by proxy is not permitted.

36. A group 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

##### Powers of the Directors

37. 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 a general meeting, but subject, nevertheless, to provisions of

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

38. No rule made by the Society in a general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.

#### Number of Officers and Directors

39. The President, Vice-President, Secretary and Treasurer shall be the officers of the Society.

40. An officer must be a Director and ceases to be an Officer when he ceases to be a Director.

41. There shall be twelve Directors or a number set by the membership from time to time, with at least one seat allocated for Directors in each of the following five regional categories:

- a. Representative of the Pacific Region,
- b. Representative of the Prairie Region,
- c. Representative of the Ontario Region,
- d. Representative of the Quebec Region,
- e. Representative of the Atlantic Region,
- f. 6 or more CAPUD members elected at the AGM from any above region; the number to be determined by the members.

#### Nominations to the Board of Directors

42. Each year prior to the annual general meeting, the CAPUD shall convene a Nominating Committee to compile a slate of nominees for election to the Board of Directors to fill vacant regional positions; if a qualified representative for a region has not been nominated then that regional position shall remain open.

43. The Nominating Committee shall ensure that nominees to the Board of Directors qualify for one of the six region seats as set out in section 41, and shall approve a shortlist of the qualified candidates according to a criteria approved by the Board of Directors.

44. In order to be eligible for election to the board, an individual must;

- a. be a member in good standing,

- b. be nominated by the Nominating Committee,
- c. provide a written statement summarizing their qualifications, experience, and their involvement in advocating on behalf of illegal drug users, and
- d. consent in writing to run for the Board of Directors, and agree to act in the best interests of the Canadian Association of People Who Use Drugs and in furtherance of its mandate to advance the interests of people who use illegal drugs.

45. Only those individuals who consent in writing and who are nominated by the Nominating Committee shall be eligible for election to the Board of Directors except the six members elected from the floor at the AGM.

46. Nominees shall make their best effort to be physically present at the election meeting.

47. A nominee who cannot be physically present at their election meeting shall make arrangements to have a member in good standing read the statement referred to in 44(c) above to the membership.

#### Terms of Directors and Their Replacement

48. The following rules apply to the election of Directors:

- a. Directors shall be elected for one-year terms.

49. The Directors shall retire at the expiration of their term, when their successors shall be elected.

50. Officers will be elected by the Directors, at a meeting of the Directors after the annual general meeting.

51. Election procedures at the annual general meeting shall be determined by the members present.

52. Officers shall serve until the next annual general meeting, upon election.

53. If there is a Director vacancy on the Board, the Nominating Committee shall propose a shortlist of nominees for the position to the Board at its next meeting, and the Directors shall elect a Director to fill the vacancy from those nominees.

54. If there is an Officer vacancy on the Board, the Directors shall elect a Director to fill the position, and a Director so elected shall hold office until the next annual general meeting.

55. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors currently in office.

#### Removal of Directors

56. A Director may be removed before the expiration of his or her term by a special resolution of the members, or a two-thirds vote of the Directors.

57. A Director subject to a vote for removal by a vote of the members or Directors shall;

a. be given at least 2 weeks notice of the meeting where the vote will take place, and a brief description of the reason, and

b. be given an opportunity to provide a defense prior to the vote being taken.

58. No Director or Officer shall be remunerated for acting as such, but may be reimbursed for all expenses necessarily and reasonably incurred by her while engaged in the affairs of the Society in accordance with the Constitution.

#### Meeting of Directors

59. The Directors shall meet at least 4 times per year.

60. The Board of Directors may;

a. meet together at such times and places as they think fit for the dispatch of business, and

b. hold meetings, in whole or in part, by telephone or other communications medium if all Directors participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other.

61. The following rules apply to meetings of the Board of Directors:

a. The Board of Directors may, by three-quarters majority, adopt Rules of Order governing its meetings, the meetings of its committees, and the procedure by which decisions shall be made, provided that such Rules are not inconsistent with the Constitution of the Society and these Bylaws.

b. In the absence of adopted Rules of Order, questions arising at any meeting of the Directors and committee of Directors shall be decided by a majority of votes.

c. If a vote is taken and the result is a tie, the chairman does not have a second or casting vote.

d. Members of CAPUD staff may attend at and participate in Board meetings, but they shall not have a vote.

62. The President shall be chairperson of all meetings of the Directors unless the Directors decide otherwise.

63. A resolution in writing, signed by all of the Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.

#### Quorum of Directors

64. The quorum of Board shall five of the Directors then in office.

- a. Directors participating by telephone, telephone conference call, or other communications medium described above shall be considered part of the quorum.
- b. A Director may at any time, and the Secretary on the request of a Director shall convene a meeting of the Directors.

#### Directors' Committees

65. The Directors may delegate any, but not all, of their powers to committees consisting of such persons as they see fit, and may name the committee.

66. A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the Directors.

67. Subject to directions from the Board, the committee shall determine its own procedure.

68. The members of a committee shall meet and adjourn as they think proper.

69. A Director who is unable to participate temporarily may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, fax, telex, cable, or other communications medium, of any meeting of the Directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn

- a. no notice of meetings 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.

#### - Part 6 - Duties of Officers

70. The President shall preside at all meetings of the Directors unless the members or Directors otherwise decide.

71. The President shall be the Chief Executive Officer of the Society.

72. The Vice-President shall carry out the duties of the President during the absence or disability of the President.

73. The Secretary shall:

- a. conduct the correspondence of the Society;
- b. issue notices of meetings of the Society and Directors;
- c. ensure minutes of all meetings of the Society and Directors are kept;
- 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.

74. The Treasurer shall:

a. ensure that full and accurate financial records are kept, in proper books of account, as are necessary to comply with the Society Act;

b. render financial statements to the Directors, members and others when required.

75. The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.

76. Other Officers, if any, shall perform such duties as the Directors decide.

77. The Directors or members may add additional duties to any Director or Officer or transfer duties among Directors or Officers.

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

Duties of the Directors

79. A Director or acting Director shall:

a. act honestly and in good faith in the best interests of the Society;

b. exercise the care, diligence and skill of a reasonable and prudent person in exercising power and performing functions as a Director.

Directors and Conflict of Interest

80. A Director or acting Director who is directly or indirectly interested in a proposed contract or transaction of the Society shall disclose promptly and fully the nature and extent of his interest to each member of the Board of Directors and otherwise comply with the Society Act.

Directors and Records

81. The Directors shall enter in the register the names of all applicants for incorporation and the name of every other person admitted as a member of the Society, together with the following particulars of each:

a. the full name and resident address;

b. the date on which a person is admitted as a member; and

c. the date on which a person ceases to be a member.

82. The Directors shall prepare all reports, including financial reports, required by law to be prepared by the Society for the annual general meeting.

83. The Directors shall, on behalf of the Society, file all financial and other reports

that have to be filed after the annual meeting as required by the Society Act and Income Tax Act or other law.

84. The Directors shall ensure that the Society has at least one account with a chartered bank, credit union or trust company for the deposit of funds.

#### Accounting Records

85. The Directors, on behalf of the Society, shall keep proper accounting records in respect of all financial or other transactions, and without limiting the foregoing, shall keep records of

- a. all money received and disbursed by the Society and the manner in respect of which the receipt and disbursement took place;
- b. every asset and liability of the Society; and
- c. every other transaction affecting the financial position of the Society.

#### - Part 7 - Seal

86. The Directors may provide a common seal for the Society and they shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

87. The common seal of the Society shall be in the custody of the Secretary or other person designated by the Directors.

88. The common seal shall be affixed to any document or instrument only when authorized by a resolution of the Directors and then only in the presence of the person prescribed in the resolution or if no persons are prescribed in the presence of the President and Secretary or President and Secretary-Treasurer.

#### - Part 8 - Borrowing

89. In order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society, borrow or raise or secure the payment of money in such a manner as they decide, and in particular but without limiting the generality of the foregoing, by the issue of debentures.

90. No debentures shall be issued without the sanction of a special resolution.

91. The members may by special resolution restrict the borrowing powers of the Directors until the next annual general meeting.

#### - Part 9 - Auditor

92. This part applies only where the Society is required or has resolved to have an Auditor.

93. The first Auditor shall be appointed by the Directors, who shall also fill all vacancies occurring in the office of Auditor.

94. At each annual general meeting, the Society may appoint an Auditor to hold office until his re-appointment or the appointment of his successor at the next annual general meeting.

95. An Auditor may be removed by ordinary resolution.

96. An Auditor shall be informed forthwith in writing of his appointment or removal.

97. No Director or employee of the Society shall be Auditor.

98. The appointed Auditor/auditing firm may be represented at general meetings.

- Part 10 - Notices to Members

99. A notice may be given to a member by personal delivery.

100. Notice may also be given to a member by mail, fax, e-mail or posting as described below.

Notice by Mail

101. Notice sent by mail shall be deemed to have been given on the seventh day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a post office receptacle. Notice shall be sent to the member's registered address.

Notice by Fax

102. Notice by fax may be given provided the fax system used has a system for recording the sending and receiving of the fax and such a system is used. The fax shall be sent to the fax number supplied by the member.

Notice by E-Mail

103. Notice by email shall be considered validly delivered if the notice email is  
a. sent to the most recent email address supplied by the member, and  
b. not returned as undeliverable.

Notice by Posting

104. Notice may be given to members by posting such notices at places frequented by people who use illegal drugs or other events where the CAPUD meetings may take place at from time to time.

105. 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 9 applies.

106. No other person is entitled to receive a notice of a general meeting.

-Part 11 - Bylaws

107. After being admitted, a member is entitled to a copy of the Constitution and Bylaws upon paying the sum of \$1.00.

108. These Bylaws shall not be altered or added to except by special resolution.