

Constitution

Amended Dec 1, 2016

1. NAME

The name of the Society is Pivot Legal Society.

2. PURPOSE

The purpose of the Society is to:

Promote human rights and equality by providing a voice in the legal system to people and communities experiencing criminalization, stigma, and poverty.

BYLAWS OF PIVOT LEGAL SOCIETY

Filed Dec 1, 2016

Here, set forth, in numbered clauses, are the Bylaws providing for the matters referred to in the *Societies Act* of the Province of British Columbia 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. “*Societies Act*” means the *Societies Act of British Columbia* as amended from time to time in force, and includes any successor legislation thereto;
 - c. “Registered address” of a member means such person’s address as recorded in the register of members;
 - d. “Pivot’s constituency” means the people and communities the Society is mandated to serve, as set out in the Constitution.
2. The definitions in the *Societies 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 any gender include all genders.

Part 2 – Membership

4. The members of the Society are persons who have become members in accordance with these Bylaws and the policies of the Society.
5. A person may apply to the Board in writing for membership in the Society, and the Board may, by resolution, accept, postpone or refuse the application. A person becomes a member upon the date of a Board resolution accepting their application, or such later date that may be specified in the resolution.

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 Society in writing of their up-to-date address or email address (if any) for the purposes of receiving notices from the Society. This is an on-going obligation.

Transition of membership

8. Upon the expiry of one year from the date these Bylaws come into force, each member will be deemed to have resigned from membership effective that date unless such person has delivered a written notice to the Society indicating that such person wishes to continue as a member.

9. A person will cease to be a member of the Society:
- a. at the conclusion of the next Annual General Meeting of the Society, unless that person's membership is renewed by Board resolution;
 - b. upon the later of the date upon which that member's written resignation is delivered to the address of the Society and the effective date of resignation specified therein; or
 - c. on death, or in the case of a corporation on dissolution, or
 - d. on being expelled.

Expulsion of a member by the Members or Directors

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. The Directors may, by a two-thirds vote of Directors present, expel a member. A member subject to a vote for expulsion must be given at least 72 hours notice of such a meeting, and a brief description of the reason for the proposed expulsion. The member must also be given the opportunity to provide a defence prior to the vote being taken. Notices and other requirements of this paragraph may be given in writing, by mail, fax, e-mail or hand delivery.

Part 3- Meeting of Members

Timing of Meetings

14. General meetings of the Society shall be held at such time and place, in accordance with the *Societies Act*, as the Directors decide.

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

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

17. An annual general meeting shall be held at least once each calendar year.

Notice of Meetings

18. All members are entitled to a minimum of seven days notice of any general meeting of the Society. Notice of a general meeting shall specify the place, the day, and the hour of meeting, and the text of any special resolution to be considered at the meeting.

19. Notice must be provided in writing and may be provided by email, standard mail, or personal delivery.

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. The Chair of the Board of Directors will chair all general meetings. If the Chair is unavailable, the Vice-chair will chair the meeting.

22. 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

23. No business, other than the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

24. 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.

25. A quorum is three members or five per cent of the membership of the Society, which ever is greater.

26. If within 30 minutes from the time appointed for a member's meeting a quorum is not present, the meeting, if convened on the requisition of members, will be terminated, but in any other case it 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.

27. It is not necessary to give notice of adjournment or of the business to be transacted at an adjourned general meeting unless the meeting is adjourned for more than 14 days.

Voting Procedures

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

29. In the case of an equality of votes, the chairperson shall not have a casting or second vote, and the proposed resolution shall not pass.

30. A member present at a meeting of members is entitled to one vote.

31. Voting is by a show of hands, unless the members otherwise decide by a majority vote.

32. Voting by proxy is not permitted.

Part 5 - Directors and Officers

Powers of the Directors

33. 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.

34. 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

35. The Chair, Vice-Chair, Executive Director, Treasurer and Secretary shall be the

Officers of the Society.

36. An Officer, other than the Executive Director, must be a Director and ceases to be an Officer on ceasing to be a Director. The Executive Director shall not be a Director of the Society.

37. The Society shall have at least twelve and no more than fourteen Directors. A maximum of two Founding Directors may be elected pursuant to Bylaw 52. In addition, there shall be twelve Directors elected by the Members, as set out below:

- a. Four representatives of the legal profession, of whom no more than two may be male-identified,
- b. Four representatives of Pivot's constituency, of whom no more than two may be male-identified; and
- c. Four representatives of Pivot's membership, of whom no more than two may be male-identified;

Nominations to the Board of Directors

38. Each year prior to the annual general meeting, the Directors shall convene a Nominating Committee to compile a slate of nominees for election to the Board of Directors to fill all vacant positions.

39. The Nominating Committee shall ensure that all nominees to the Board of Directors qualify for one of the available seats as set out in Bylaw 37 and the Societies Act, and shall approve a shortlist of the best candidates according to criteria approved by the Board of Directors.

40. In order to be eligible for election to the Board, an individual must;

- a. be a member of the Society
- b. be nominated by the Nominating Committee,
- c. provide a written statement summarizing such individual's qualifications, experience, and involvement in advocating on behalf of sex trade workers, drug users, or other poor or marginalized individuals, and
- d. consent in writing to run for the Board of Directors, and agree to act in the best interests of the Society and in furtherance of its mandate to advance the interests of marginalized persons.

41. Only individuals who consent in writing and who are nominated by the Nominating Committee shall be eligible for election to the Board of Directors.

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

43. A nominee who cannot be physically present at the election meeting shall make arrangements to have a member read to the membership the statement referred to in Bylaw 40(c).

Terms of Directors and Their Replacement

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

- a. Directors shall be elected for two-year terms, unless more than six positions are open for election in any year.
- b. If more than six Directors are elected at an annual general meeting, then at the first meeting of the Board the newly elected directors shall choose from among themselves six who shall sit for a two-year term, with the remainder sitting for a one-year term.

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

46. Officers will be elected by the Directors from their number, at a meeting of the Directors after the annual general meeting.

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

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

49. If there is a Director vacancy on the Board, the Nominating Committee shall propose to the Board at its next meeting a shortlist of nominees for the position, and the Directors shall elect a Director from those nominees to fill the vacancy. The Director so elected shall hold office for the unexpired term.

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

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

52. The members may, at a general meeting of the Society, elect either Ann Livingston or John Richardson, or both, to the position of Founding Director. The term of such Founding Director shall continue until the Founding Director dies, resigns, or is removed pursuant to Bylaw 53. A Founding Director shall have all the powers, obligations and liabilities of a Director, but shall not be counted towards quorum at any meeting of the Directors.

Removal of Directors

53. A Director or Founding Director may be removed before the expiration of such person's term by a special resolution of the members, or a two-thirds vote of the Directors.

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

- a. be given at least 72 hours notice of the meeting where the vote will take place, and a brief description of the reason for the proposed removal, and
- b. be given an opportunity to provide a defence prior to the vote being taken.

55. Other than the Executive Director, no Director, Founding Director, or Officer shall be remunerated for acting as such. Any Director, Founding Director or Officer may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

Meeting of Directors

55. The Directors shall meet at least five times per year. A Director may at any time, and the Secretary on the request of a Director shall convene a meeting of the Directors.

56. The 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.

57. The following rules apply to meetings of the Directors:

- a. The Directors may, by three-quarters majority, adopt Rules of Order governing their meetings, the meetings of committees, and the procedure by which decisions shall be made, provided that such Rules are not inconsistent with these Bylaws.
- b. In the absence of adopted Rules of Order, questions arising at any meeting of the Directors or committee of Directors shall be decided by a majority of votes.
- c. If a vote is taken and the result is a tie, the Chair does not have a second or casting vote.
- d. The Executive Director and other employees of the Society may, with the consent of the Directors, attend at and participate in meetings of the Directors, but shall not have a vote unless they are also Directors.

58. The Chair shall be chairperson of all meetings of the Directors unless the Directors decide otherwise.

59. 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.

Quorum of Directors

60. The quorum for any meeting of the Directors shall be a majority of the Directors then in office, including two constituency representatives elected under Bylaw 37(b). Founding Directors shall not be counted towards quorum.

61. Directors participating by telephone, telephone conference call, or other communications medium shall be considered part of the quorum.

Directors' Committees

62. 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.

63. 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.

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

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

66. A Director who may be absent temporarily from British Columbia may send by email or deliver to the address of the Society a written waiver of notice 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, notice of which has not been given to that Director, shall, if a quorum of the Directors is present, be valid and effective.

Non-Profit

67. The purposes 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 purposes.

The foregoing paragraph was previously unalterable and formed part of the Society's Constitution and is reproduced as it read immediately before the coming into force of the Act. This provision may be revised or removed from the Bylaws, despite the fact that it was previously unalterable.

68. No Director or Officer shall be remunerated for being or acting as such, but may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged with the Society.

The foregoing paragraph was previously unalterable and formed part of the Society's Constitution and is reproduced as it read immediately before the coming into force of the Act. This provision may be revised or removed from

the Bylaws, despite the fact that it was previously unalterable.

69. These Bylaws do not permit the Society to pay to a Director any remuneration for serving as a Director, 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.

70. All of the above Purposes shall be carried on in conformity with the law.

Part 6 - Duties of Officers

71. A Director shall:

- a. abide by all relevant policies of the Society and all applicable laws; and
- b. inform the Society immediately if they are no longer eligible to serve as a Director.

Directs and Conflict of Interest

72. A Director who has a direct or indirect interest in a proposed contract or transaction of the Society, or a matter for consideration by the Directors, shall disclose promptly and fully the nature and extent of their interest to each other Director and otherwise comply with the relevant provisions of the *Societies Act*.

Senior Manager

73. The Executive Director of the Society shall be the senior manager of the Society.

Part 7- Records Keeping

Corporate Records

74. The Directors of the Society shall keep the records of the Society as required by the *Act*.

Financial records

75. 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.

Inspection and disclosure of records

76. A member of the Society is entitled, on providing at least 14 days' written notice to the Society, to inspect the following records of the Society at the address of the

Society during normal business hours:

- a. the Society's certificate of incorporation, and any other certificates or records furnished to the Society by the Registrar;
- b. the Constitution and these Bylaws;
- c. the statement of directors and registered office of the Society;
- d. copies of orders made by any court, tribunal or government body in respect of the Society;
- e. the register of directors;
- f. the register of members;
- g. the written consents of the Directors to serve as such, and their resignations
- h. the disclosure of a director or senior manager regarding a conflict of interest;
- i. minutes of general meetings of the Society;
- j. resolutions of the members passed in writing; and
- k. the annual financial statements of the Society, and any auditor's reports thereon

A member of the Society may not inspect any other records of the Society except as required by law or permitted by resolution of the Directors.

Part 8 - Bylaws

77. Any member of the Society is entitled to a copy of the Constitution and Bylaws upon request.

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

Part 9- Winding Up

79. In the event of winding up or dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organization or organizations promoting the same purposes of this Society at the time of winding up or dissolution, and in effect can be given or transferred to some other organization, provided however that such an organization referred to in this paragraph shall be organization described in section 149 (1) (f) or (L) of the *Income Tax Act* or an organization recognized as a registered charity under the *Income Tax Act*.

The foregoing paragraph was previously unalterable and formed part of the Society's Constitution and is reproduced as it read immediately before the coming into force of the Act. This provision may be revised or removed from the Bylaws, despite the fact that it was previously unalterable.

Part 10- Miscellaneous

Alterability

Paragraphs 3, 4, and 5 of the Constitution are unalterable in accordance with the

Society Act.

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