

## **SOCIETY ACT CONSTITUTION**

1. The name of the society is **Transition Prince Rupert Society**.
2. The purposes of the Society are:
  - (a) To oversee and guide the Transition Town process in the Prince Rupert Region.
  - (b) To network and liaise with other groups and organizations in Prince Rupert.
  - (c) To organize public events, education and trainings and coordinate them with already existing groups and initiatives.
  - (d) To operate according to the Transition Prince Rupert Principles.

### **OUR MISSION**

To engage with and inspire individuals and organizations in Prince Rupert to collectively create a resilient community that has the adaptive capacity to respond to the challenges of global environmental and economic instability.

### **OUR VISION**

We envision a resilient and independently sustainable Prince Rupert, capable of providing for itself comfortably through both times of economic boom or bust. A community where food and energy are produced locally, where waste is reduced and reclaimed for productive use, while using less fossil fuels, to reduce carbon emissions. A community that values the unique contributions and skills of its citizens, where human development is a top priority, resulting in greater overall community well-being. We dare to dream of a Prince Rupert where imagination, creativity, fun and play unlock the collective genius within our community.

### **TRANSITION PRINCIPLES**

#### **1. Positive Visioning**

- We can only create what we can first envision.
- If we can't imagine a positive future we won't be able to create it.
- A positive message helps people engage with the challenges of these times.
- Change is happening – our choice is between a future we want and one which happens to us.
- Transition Initiatives are based on a dedication to the creation of tangible, clearly expressed and practical visions of the community beyond its present-day dependence on fossil fuels.
- To collectively design a more sustainable community, without sacrificing quality of life.
- Our primary focus is not campaigning against things, but rather on positive empowering possibilities and opportunities.
- The generation of new stories and myths are central to this visioning work.
- Dare to dream! Encourage imagination, creativity, and a sense of fun & play.

(2)

## **2. Help People Access Good Information and Trust Them to Make Good Decisions**

Transition Initiatives dedicate themselves through all aspects of their work, to raising awareness of peak oil, climate change and economic instability. In doing so they recognize the responsibility to present this information in ways which are playful, accessible and engaging, enabling people to feel enthused and empowered rather than powerless.

Transition Initiatives focus on telling people the closest version of the truth that we know in times when the information available is deeply contradictory.

## **3. Inclusion and Openness**

Successful Transition initiatives need an unprecedented coming together of the broad diversity of society. We dedicate ourselves to ensuring that our decision making processes and working groups embody principles of openness and inclusion, whereby members of the community have an opportunity to engage in productive and positive dialogue, assisted by facilitation expertise.

This principle directs us in endeavouring to reach the community in its entirety, and from an early stage, to engage our local business community, the diversity of community groups and local authorities.

In a successful Transition project every skill is valuable because there is so much happening. We need good listeners, gardeners, people who like to make and fix everything, good parties, discussions, energy engineers, inspiring art and music, builders, planners, project managers. Bring your passion and make that your contribution – if there isn't a project working in the area you are passionate about, create one!!

## **4. People are the Heart of Our Community**

Value and celebrate the skills and human resources present in our community and advocate for the rights of all of its people, as well as their physical and emotional well-being.

## **5. Sharing and Networking**

Transition initiatives dedicate themselves to sharing their successes, failures, insights and connections at the various scales with all other communities across the global Transition network, so as to more widely build up a collective body of experience.

## **6. Building Resilience**

This stresses the fundamental importance of building resilience - to ensure that the capacity of our businesses, communities and settlements respond as well as possible when faced with environmental and economic shock.

### (3)

Transition initiatives commit to building resilience across a wide range of areas (food, economics, energy, etc.) and also on a range of scales (from local to regional to national) as seems appropriate. Most communities a generation or two ago had the basic skills needed for life, such as growing and preserving food, making clothes, and building with local materials. Transition Prince Rupert aims to help strengthen our local culture and economy.

#### **7. Inner and Outer Transition**

The challenges we face are not just caused by a mistake in our technologies but as a direct result of our world view and belief system.

The impact of the information about the state of our planet can generate fear and grief - which may underlie the state of denial that many people are caught in. Psychological models, such as addictions models and models for behavioural change, can help us understand what is really happening and avoid unconscious processes sabotaging change.

This principle respects that we are all at different stages of inner transformation and personal growth, and also honours the fact that Transition thrives because it enables and supports people to do what they are passionate about, what they feel called to do.

#### **8. Transition makes sense - the solution is the same size as the problem**

Many films or books suggest that changing light bulbs, recycling and driving smaller cars may be enough. This causes “Cognitive Dissonance” – a trance-like state, where you have been given an answer but know that it is not going to solve the problem you’ve just been given.

Transition looks at the whole system rather than just one issue, because we are facing a systems failure, not a single problem failure. We work with complexity, mimicking nature in solutions-based problem solving, by utilizing the principals of permaculture design, to promote the creation of an urban ecosystem that brings people together.

#### **9. Self-organization and decision making at the appropriate level**

This final principle enshrines the idea that the intention of the Transition model is not to centralize or control decision making, but rather to work with everyone so that it is practised at the most appropriate, practical and empowering level, and in such a way that it models the ability of natural systems to self-organize. We create ways of working that are easy to copy and spread quickly.

#### **10. Transition Takes Times**

The Transition model is an influential and effective means of producing positive change in communities, provided it is given sufficient time to take root and grow.

## **SOCIETY ACT**

### Bylaws of Transition Prince Rupert Society

#### **Part 1 – Interpretation**

- 1 (1) In these bylaws, unless the context otherwise requires:
  - "directors"** means the directors of the society for the time being;
  - "Society Act"** means the *Society Act* of British Columbia from time to time in force and all amendments to it;
  - "registered address"** of a member means the member's 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 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.
- 4 A person may apply to the directors for membership in the society and on acceptance by the directors is a member. In order to vote at an annual general meeting, a person must become or renew their membership fourteen (14) days prior to the annual general meeting.
- 5 A membership year is defined as running from September 1<sup>st</sup> to August 31<sup>st</sup>.
- 6 Annual memberships can be renewed for the next membership year starting September 1<sup>st</sup>.
- 7 All membership fees shall be paid on application. A person joining the society at any time during the year shall pay the full membership fee for the year.
- 8 Ordinary membership in the society is open to individuals who are a resident of Prince Rupert or live close enough to commute to Prince Rupert on a regular basis.
- 9 Membership is open to all persons 14 years of age and older.
- 10 Associate membership is open to all other individuals who do not meet the criteria of Part 2 section 8 & 9. Associate members do not have voting rights.
- 11 Every member must uphold the constitution and comply with these bylaws.
- 12 Annual membership dues are \$10 per membership year.
- 13 A person ceases to be a member of the society
  - (a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,
  - (b) on his or her 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.
- 14 (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 must be accompanied by a brief statement of the reasons for the proposed expulsion.
  - (3) The person who is the subject of the 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.
- 15 All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

### **Part 3 – Meetings of Members**

- 16 General meetings of the society must be held at the time and place, in accordance with the *Society Act*, that the directors decide.
- 17 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 18 The directors may, when they think fit, convene an extraordinary general meeting.
- 19 (1) 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.
- (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 meeting.
- 20 The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in 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**

- 21 Special business is
- (a) all business at an extraordinary general meeting except the adoption of rules of order, and
  - (b) all business conducted at an annual general meeting, except the following:
    - (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;
    - (vii) the 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.
- 22 All business conducted at general meetings is in accordance with Robert's Rules of Order.

- 23 (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not 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 must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
  - (3) A quorum is 4 Board members present or a greater number that the members may determine at a general meeting.
- 24 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, must be terminated, but in any other case, it must 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.
- 25 Subject to bylaw 19, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
- 26 If at a general meeting
- (a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
  - (b) the president and all the other directors present are unwilling to act as the chair,
- the members present must choose one of their number to be the chair.
- 27 (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted 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 must be given as in the case of the original meeting.
- (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
- 28 (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- (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.
- 29 (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.
- 30 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 must be considered as a member for all purposes with respect to a meeting of the society.

## **Part 5 – Directors and Officers**

- 31 (1) The directors 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.
- (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.
- 32 (1) The president, vice president, secretary, treasurer and one or more other persons are the directors of the society.
- (2) The number of directors must be a minimum of five up to a maximum of 7.
- 33 (1) The directors must retire from office at each annual general meeting when their successors are elected.
- (2) Separate elections must be held for each office to be filled.
- (3) An election may be by acclamation, otherwise it must be by ballot.
- (4) If a successor is not elected, the person previously elected or appointed continues to hold office.
- 34 (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.
- (2) 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.
- 35 (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.
- (2) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
- 36 The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- 37 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.

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

- 38 (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.
- (3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
- (4) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.

- 39 (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 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.
- 40 The chair of a committee shall be approved by the directors.
- 41 The members of a committee may meet and adjourn as they think proper.
- 42 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.
- 43 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, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- (a) a notice of meeting of directors is not required to 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, if a quorum of the directors is present, are valid and effective.
- 44 (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
- (2) In the case of a tie vote, the chair does not have a second or casting vote.
- 45 A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
- 46 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**

- 47 (1) The president presides at all meetings of the society and of the directors.
- (2) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
- 48 The vice president must carry out the duties of the president during the president's absence.
- 49 The secretary must do the following:
- (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;
  - (f) maintain the register of members.

- 50 The treasurer must
- (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.
- 51 (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
- (2) If a secretary treasurer holds office, the total number of directors must not be less than 5 or the greater number that may have been determined under bylaw 32 (2).
- 52 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

### **Part 8 – Seal**

- 53 The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
- 54 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 – Borrowing**

- 55 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.
- 56 A debenture must not be issued without the authorization of a special resolution.
- 57 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**

- 58 This Part applies only if the society is required or has resolved to have an auditor.
- 59 The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
- 60 At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
- 61 An auditor may be removed by ordinary resolution.
- 62 An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 63 A director or employee of the society must not be its auditor.
- 64 The auditor may attend general meetings.

## **Part 11 – Notices to Members**

- 65 A notice may be given to a member, either personally or by mail to the member at the member's registered address.
- 66 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.
- 67 (1) Notice of a general meeting must 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 a general meeting.

## **Part 12 – Bylaws**

- 68 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.
- 69 These bylaws must not be altered or added to except by special resolution.