

Constitution & Bylaws



Atira Women's Resource Society
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Constitution

- 1) The name of the Society is **ATIRA WOMEN'S RESOURCE SOCIETY**.
- 2) The purpose of the Society is to establish an exclusively women serving agency with an administration and staff:
 - a) to relieve poverty by operating and maintaining emergency shelters, transitional and/or permanent housing facilities for women, and/or for women and children, who are affected by violence and who may be struggling with substance use, mental wellness and/or homelessness;
 - b) to relieve poverty by providing affordable housing for women, and/or for women and children, of low or low to moderate income;
 - c) to address and prevent specific barriers faced by women and children affected by violence by providing counselling, outreach programs, support services, health care services, licensed childcare and job skills training to women who are affected by violence and who may be struggling with substance use, mental wellness and/or homelessness;
 - d) to advance education and public awareness on issues relating to violence against women and children, through presentations, public forums, seminars to the general public and other avenues; and
 - e) to do all such things as are incidental and ancillary to the attainment of the above objects, including acquiring real property and/or rights to use real property.
- 3) The Society shall carry on works exclusively of a charitable nature.
- 4) The directors shall serve without remuneration, and the directors shall not receive, directly or indirectly, any profits from their position as directors but may be paid expenses incurred by them in the performance of their duties.
- 5) The Society shall be carried on without purpose or gain for its member(s), and no part of any income of the Society shall be payable or otherwise available for the personal benefit of the member(s) thereof, and any profits or other accretions to the Society shall be used for promoting its purpose.
- 6) Upon the dissolution of the Society and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charities registered under the *Income Tax Act* (Canada).
- 7) Clauses 3, 4, 5, and 6, including this clause, are unalterable.
- 8) During the Society's active existence, it shall not dispose of its assets to a member of the society without receiving full and valuable consideration. This clause is unalterable.

Bylaws

Schedule "A" (section 6) Province of British Columbia, Society Act. Bylaws of Atira Women's Resource Society.

PART 1 – Interpretation

1. (1) In these Bylaws, unless the context otherwise requires,
 - (a) directors" or "board of directors" means the directors of the Society for the time being;
 - (b) "executive committee" means the chairperson and the Executive Director for the time being, and any other persons appointed thereto by the directors from time to time;
 - (c) "registered address" of a member means her address as recorded in the register of members;
 - (d) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it.
- (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 female person include a male person, and a corporation.

PART 2 – Membership

3. (1) Membership in the Society shall be restricted to those persons whose names were recorded in the register of members on the date that the special resolution to adopt these Bylaws became effective and those persons whose applications for admission as a member of the Society have been accepted by the directors.
- (2) The Society shall have two categories of members each described as follows:
 - (a) General members means those persons whose names were recorded in the register of members on the date that the special resolution to adopt these Bylaws became effective and those persons as may be subsequently accepted as such by the directors; and
 - (b) Benefactor members means those persons who by bequest or other gift make a donation for either a specific purpose or as an addition to the general revenue of the Society. Benefactor members shall have no vote in the Society.
4. The amount of the membership dues shall be determined by the directors. In the absence of any determination of membership dues it shall be deemed that there are no annual or other membership dues. Once the amount of any membership dues has been determined, that amount shall be deemed to be the annual membership dues in each succeeding membership year until such amount is changed.
5. A member who is in good standing but who has failed to pay her current annual membership fee or any other subscription or debt due and owing by her to the Society is not a member in good standing so long as the debt remains unpaid.
6. A member may withdraw from the Society by delivering her resignation in writing to the Executive Director of the Society or delivering it to the address of the Society.
7. A person shall immediately cease to be a member of the Society
 - (a) on delivery of her resignation in writing to the Executive Director of the Society or by mailing 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 twelve (12) consecutive months, pursuant to Bylaw 5(2).
8. A member may be expelled by an ordinary resolution of the members passed at a general meeting.
9. Any member who is expelled may be re-admitted to the membership only by a unanimous vote of all of the directors.
10. (1) The membership of a person in the Society is not transferable.
- (2) Non-individual memberships shall be issued in the name of the corporation, association, partnership or similar entity and its duly authorized representative shall be deemed to represent such body in the business of the Society. The directors may in their discretion accept as fully authorized any person attending meetings as representative of a non-individual member upon the verbal representation of such person. The directors may in their discretion require written evidence of authority of such persons.
11. Every member shall uphold the constitution and comply with these Bylaws.

PART 3 – Meetings of Members

12. (1) General meetings of the Society, other than the annual general meeting, shall be held at such time and place, in accordance with the Society Act, as the directors decide.
- (2) The annual general meeting shall be held within one hundred and eighty (180) days following the end of the fiscal year of the Society at a time and place determined by the directors.
13. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
14. (1) An extraordinary general meeting shall be convened:
- (a) by the directors, whenever they think fit; or
 - (b) by the chairperson designate, at her discretion; or
 - (c) by the directors, upon the written requisition of ten percent (10%) or more of the voting members of the Society.
- (2) If the directors fail to convene an extraordinary meeting within twenty-one (21) days of the filing of the requisition with the Society then the requisitionists may convene a meeting which shall be a meeting of the Society and all business conducted there shall be business of the Society validly conducted provided that seventy-five percent (75%) of the voting membership at large attend the meeting and vote upon the motions made, and provided that any such meeting be held within two (2) months of the date of the requisition for such meeting.
15. (1) Notice of a general meeting shall specify the place, the day and the hour of meeting, and, in case of special business, the general nature of that business, and shall be delivered by hand or by mail to each member at least thirty (30) days prior to the meeting.
- (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 the meeting.

PART 4 – Proceedings at General Meetings

16. 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.
17. (1) A quorum is the greater of three (3) members or sixty percent (60%) of the then current membership present in person.
- (2) No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- (3) 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.
18. If within thirty (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, 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 thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum.
19. Each director shall in rotation act as chairperson of the meetings of members and of the meetings of the directors. Each director shall be jointly and severally responsible for all duties of the executive committee of the Society both at meetings of members and otherwise.
20. If at a general meeting
- (a) the person designated to act as chairperson is not present within thirty (30) minutes after the time appointed for holding the meeting, or
 - (b) all the other directors present are unwilling to act as chairperson,
- the members present shall choose one of their number to be chairperson.
21. (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) Where a meeting is adjourned for ten days or more, notice of the adjourned meeting shall 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 transacted at an adjourned general meeting.
22. (1) No resolution proposed at a meeting need be seconded and the chairperson of a meeting may move or propose a resolution.
- (2) In case of an equality of votes the chairperson 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.
23. (1) A general member in good standing present at a meeting of members is entitled to one vote.
- (2) A resident member in good standing present at a meeting of members is entitled to one vote.

(3) Voting is by a show of hands.

(4) Voting by proxy is not permitted except where a member is by reason of illness, confirmed by medical certificate, unable to attend a meeting, in which case the member may cast a proxy vote by letter of instruction signed by the member wishing to vote by proxy, such proxy rights limited to issues of budget, expenditures and proposed changes in policy of the Society. Proxy voting shall not apply to election of directors in any event.

24. A non-individual 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

25. (1) 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 general meeting, but subject, nevertheless, to the 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 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.

26. (1) The number of directors shall be no less than five and no greater than eleven elected by and from the members in good standing at the annual general meeting. A Member must be a member in good standing for a minimum period of one year in order to be eligible for election as a director.

(2) Directors shall serve two (2) year terms, which terms shall be staggered so as to ensure continuity on the board of directors from year to year.

(3) No directors of the Society shall serve for more than four consecutive terms without first retiring for at least one year.

27. (1) The directors whose term has expired, shall retire from office at each annual general meeting when their successors shall be elected.

(2) An election may be by acclamation, otherwise it shall be by ballot.

(3) Subject to Bylaw 26(3), if no successor is elected the person previously elected or appointed continues to hold office.

28. (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. A vacancy shall be deemed to exist

(a) upon the death, retirement, resignation, withdrawal or expulsion of a director; or

(b) whenever any director shall be absent for more than three consecutive regular meetings of the board of directors without being excused from attendance by either the Chairperson then designated or the board as a whole.

(2) A replacement director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting.

(3) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in the office.

29. The members may by special resolution remove a director before the expiration of her term of office, and may elect a successor from the membership to complete the term of the office.
30. In accordance with Article 4 of the Constitution, 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 her while engaged in the affairs of the Society, provided that a motion duly put and passed by the board of directors has authorized the expenditures prior to disbursement of funds by the director and provided further that invoices in support of the expenditures are presented to the board of directors for approval and payment within thirty days of the date of the invoice and expenditure. Where a director agrees to donate disbursements or services, or agrees to bear costs incurred, no reimbursement shall be made. Where a director fails to comply with the terms of this Bylaw no reimbursement shall be made.

PART 6 – Proceeding of Directors

31. (1) The directors shall meet together for not less than four regular meetings in each calendar year at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit. The first meeting shall be held immediately following the annual general meeting.
 - (2) The directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be a majority of the directors then in office.
 - (3) A director may at any time, and the Executive Director, on the request of a director, shall, convene a meeting of the directors.
32. No meeting of the directors can authorize any expenditure which has the effect of increasing the then current budget over twenty percent (20%) of the budget of the Society as established by the directors, either generally or in respect of a specific event or program, unless first approved by a special resolution of the membership. Without approval of the membership, the directors may increase the budget by twenty percent (20%) to allow for a new budget being 120% of the original approved budget. The approval necessary to increase the budget more than twenty percent (20%) may be sought by referendum which shall be valid provided that seventy percent (70%) of the membership approves the increase in the budget.
33. Each of the directors of the Society shall share fully in the responsibilities of the executive committee as a collective, and the responsibilities of the chairperson shall be designated on a rotational basis which designation shall be made at the first meeting of directors following the annual general meeting of members. All prospective directors shall before election be fully and completely advised of the responsibility of the position. Each member of the board of directors is jointly and severally responsible for the duties of chairperson, including the responsibility of producing minutes of meetings, attending to filings with the Registrar of Companies, and keeping a proper set of books of account.
34. The business and property of the Society shall be managed and controlled by the board of directors or such other person or persons as the board may from time to time appoint, retain or employ.
35. 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 file notice of the meeting to the newly-elected or appointed director or directors for the meeting to be duly 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, facsimile or e-mail, 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.
37. (1) Questions arising at any meeting of the directors and committee of directors shall be decided by a majority of votes.
- (2) In case of an equality of votes the chairperson does not have a second or casting vote.
38. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairperson 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 as valid and effective as if regularly passed at a meeting of directors.
40. The chairperson designate shall preside at all meetings of the Society and of the directors.
41. The directors shall be responsible for the employment of an Executive Director who shall
- (a) attend to all filings necessary with the Registrar of Companies, and attend to all incoming and outgoing 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 bookkeeper,
 - (e) have custody of the common seal of the Society, if required, and
 - (f) maintain the register of members,
- for the term commencing with the outset of her employment and ending upon the earlier of her resignation or her termination with cause or with sufficient notice in lieu of cause, at which time the directors shall forthwith employ another person to act as Executive Director in her stead.
42. The Executive Director shall be responsible for the following:
- (a) keeping such financial records, including books of account, as are necessary to comply with the Society Act,
 - (b) rendering financial statements to the directors, members and others when required, and
 - (c) engaging a bookkeeper or accountant, as required, to assist with the foregoing.
43. The Executive Director shall be authorized to execute all notes, contracts, deeds, mortgages, releases, bills of sale, leases and all papers and instruments required to be executed by the Society in its name, upon a resolution of the board of directors authorizing the execution of same, being duly made and passed in each instance; Provided that where the note, contract, deed, mortgage, release, bill of sale, lease, paper or instrument requires two signatures thereon, then one Director, appointed and/or nominated by the said resolution, will execute same in addition to the Executive Director.

PART 7 – Committees

44. (1) The directors may delegate any but not all of their powers to committees consisting of such person or persons as they deem fit, which committees may be standing committees or ad hoc committees.
- (2) Any committee so formed shall be accountable to the board of directors for every act or thing done in the exercise of the power so delegated and shall conform to any rules that may from time to time be imposed on it by the directors.

45. A committee shall elect a chairperson of its meetings; but if no chairperson is elected, or if at any meeting the chairperson is not present within thirty (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 chairperson of the meeting.
46. No committee shall incur any expense without prior authority from the directors.
47. The chairperson of each committee shall submit in writing by the end of each fiscal year a full report of the activities of the committee for such year, such report to include a statement of income and expense for the committee for that year.

PART 8 – Seal

48. The directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
49. The Executive Director shall have the custody and control of the common seal of the Society.
50. 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 chairperson and Executive Director.

PART 9 – Borrowing

51. 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 such manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures.
52. No debenture shall be issued without the sanction of a special resolution.
53. The members may by special resolution restrict the borrowing powers of the directors but a restriction so imposed expires at the next annual general meeting, and such borrowing powers may be exercised by the board of directors without further endorsement of the membership, provided that any capital acquisition budget must be presented each year to the membership for approval.

PART 10 – Fiscal Year

54. The fiscal year of the Society shall be from April 1st to March 31st of each year or as may otherwise be fixed from time to time by the directors.
55. At each annual meeting of the board of directors, the Finance and Budget Committee shall submit a complete and detailed budget for the new fiscal year of the Society, and until such budget shall have been approved by the directors as submitted or amended no further expenditures shall be authorized without a special resolution of those persons present at a properly constituted meeting of the directors.
56. The books and records of the Society may be inspected by a member at any reasonable time following arrangements with the Executive Director.

PART 11 – Auditor

57. This Part applies only where the Society is required or has resolved to have an auditor.
58. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
59. At each annual general meeting the Society shall appoint an auditor to hold office until she is re-elected or her successor is elected at the next annual general meeting.
60. An auditor may be removed by ordinary resolution.

- 61. An auditor shall be informed forthwith in writing of appointment or removal.
- 62. No director and no employee of the Society shall be auditor.
- 63. The auditor may attend general meetings.

PART 12 – Notices to Members

- 64. A notice may be given to a member, either personally or by mail to her at her registered address.
- 65. A notice sent by mail shall be deemed to have been given on the third day following that on which the notice is posted, and in providing that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.
- 66. (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 11 applies.(2) No other person is entitled to receive notice of general meeting.

PART 13 – Bylaws

- 67. On being admitted to membership, each member is entitled to and the Society shall give her, without charge, a copy of the Constitution and Bylaws of the Society.
 - 68. These Bylaws shall not be altered or added to except by special resolution of those members present at any annual general meeting or at any extraordinary general meeting called for that purpose, provided however that the proposed amendment shall have been mailed to all members together with a proper notice of the meeting at which it is to be voted upon.
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