



T.K. SPARKS

ATIRA WOMEN'S RESOURCE SOCIETY
BYLAWS

PART 1 - INTERPRETATION

- 1.1 In these Bylaws, unless the context otherwise requires,
- (a) "**Directors**" or "**board of directors**" means those individuals who are or who subsequently become directors of the Society in accordance with these Bylaws and who have not ceased to be directors, and a "**Director**" means any one of them;
 - (b) "**Electronic Means**" means any electronic or digital system or combination of electronic or digital systems, including mail, telephonic, facsimile, electronic, radio, computer or internet-based technology or other communication facility or medium that:
 - (i) in relation to a meeting or proceedings, permits all participants to communicate with each other or otherwise participate in the meeting or proceeding adequately, simultaneously and instantaneously, in a manner comparable, but not necessarily identical to a meeting or proceeding where all participants are present in the same location; and
 - (ii) in relation to a vote, permit eligible voters to cast a vote on the matter for determination in a manner that adequately discloses their intentions;
 - (c) "**General Meeting**" means the annual general meeting or an extraordinary general meeting;
 - (d) "**members**" means those persons who have become members from time to time pursuant to these Bylaws and, in either case, have not ceased to be members, and a "**member**" means any one of them;
 - (e) "**Ordinary Business**" has the meaning set out in Bylaw 4.1(b)
 - (f) "**Policies**" has the meaning set out in Bylaw 15.3;
 - (g) "**registered address**" means the regular mail address and/or electronic mail (email) address or other electronic communications identifier, as known, or recorded in the Society's registers or corporate records maintained, by the Society;
 - (h) "**Senior Manager**" means a person appointed by the board of directors or employed by the Society who qualifies as a Senior Manager of the Society within the definition of that position provided for in the Societies Act;
 - (i) "**Special Business**" has the meaning set out in Bylaw 4.1;
 - (j) "**Society**" means the ATIRA WOMEN'S RESOURCE SOCIETY; and
 - (k) "**Societies Act**" means the *Societies Act* of the Province of British Columbia from time to time in force and all amendments to it.

- 1.2 All terms defined in the Societies Act or the regulations under the Societies Act, and the definitions and rules of construction in the Interpretation Act (British Columbia), with the necessary changes, so far as applicable, and unless the context otherwise requires, apply to these Bylaws as if they were an enactment.
- 1.3 If there is a conflict between:
- (a) a definition in the Societies Act or the regulations under the Societies Act, on the one hand, and a definition or rule in the Interpretation Act (British Columbia) relating to a term used in these Bylaws, on the other hand, the definition in the Societies Act will prevail in relation to the use of the term in these Bylaws.
 - (b) these Bylaws, on the one hand, and the Societies Act or the regulations under the Societies Act, on the other hand, the Societies Act or the regulations under the Societies Act will prevail.
 - (c) any Policies, procedure or resolution duly passed by the Society, on the one hand, and the Bylaws, on the other hand, the terms of these Bylaws will prevail.
- 1.4 Numbering and headings in these Bylaws are provided for convenience only and do not affect the meaning or interpretation of these Bylaws. Words importing the singular include the plural and vice versa; and words using any gender or is gender neutral shall include all genders.
- 1.5 Unless otherwise stated in these Bylaws, any decision, approval or consent of the board of directors, the members (if applicable) and any committee or task force referred to in these Bylaws shall be determined by a majority vote of the board of directors, members, committee or task force, respectively.

PART 2 - MEMBERSHIP

- 2.1 Membership in the Society shall be restricted to:
- (a) the persons whose names were recorded in the register of members of the Society on the date that the special resolution to adopt these Bylaws became effective; and
 - (b) the persons whose applications for admission as a member of the Society have been accepted by the Directors after the date that the special resolution to adopt these Bylaws becomes effective,
- and who in each case continue to be members in accordance with these Bylaws and the Societies Act. No person who is an employee of the Society, or the spouse or immediate family member of an employee of the Society, is entitled to be or remain as a member.
- 2.2 The Society shall have one (1) category of members, all of whom shall have the same rights and privileges of membership. Subject to Bylaw 2.1, membership in the Society is open to both men and women; however only women may be elected as Directors of the Society. Membership is open only to individuals and not to groups, bodies corporate or other societies.

- 2.3 The amount of the membership dues shall be determined by the Directors and may be amended by the Directors from time to time. If the board of directors has not established the amount of the membership dues, the amount of the annual membership dues will be deemed to be zero until the board of directors determines otherwise. All membership dues for which payment has come due must be paid prior to the annual general meeting or any extraordinary general meeting in order for a member to be considered to be in good standing at that meeting.
- 2.4 A member is not in good standing if they:
- (a) have failed to pay their membership dues or any other amount or debt due and owing by them to the Society as and when such amount(s) have been determined by the board of directors to be payable;
 - (b) where the board of directors has determined that a member has contravened these Bylaws or the Policies and such member will not be in good standing until such time as the contravention has been cured to the satisfaction of the board of directors; or
 - (c) are the subject of discipline by the Directors, for such period of time as the Directors shall specify as part of the discipline process under Bylaw 2.6.
- 2.5 A person shall immediately cease to be a member of the Society:
- (a) upon delivery of their resignation in writing to a Director or Senior Manager of the Society; or
 - (b) upon delivery of their resignation in writing to the head office address or registered address of the Society for the time being, or
 - (c) on their death, or
 - (d) upon being expelled in accordance with these Bylaws, or
 - (e) automatically and without the necessity for further action by the Society, once they have been a member not in good standing pursuant to Bylaw 2.4, for six (6) consecutive months.
- 2.6 Subject to Bylaw 2.7, a member may be:
- (a) expelled or have their membership terminated by a special resolution of the members passed at a General Meeting;
 - (b) expelled or have their membership terminated by a resolution of the Directors at a meeting of the Directors;
 - (c) disciplined by the Directors in such manner and for such period of time as the Directors may consider to be appropriate in the circumstances (which discipline may include, but is not limited to, suspension of membership or designation of the membership as not being in good standing for a period of time or upon conditions), by a resolution of the Directors at a meeting of the Directors,

- 2.7 Before a member may be disciplined, expelled or have their membership in the Society terminated, the Society must:
- (a) send to the member a written notice, which includes a brief statement regarding the proposed discipline, expulsion or termination and reasons therefor, and notify the member that a meeting of the board of directors (or members, as applicable) will be held at which the proposed discipline, expulsion or termination of such member will be considered; and
 - (b) provide such member with a reasonable opportunity to make representations to the board of directors (or members) in respect of the proposed discipline, expulsion or termination of the member's membership. Such opportunity for a member to make representations to the Society can be in person or by Electronic Means as may be determined by the board of directors.
- 2.8 Any member who is expelled or had their membership terminated may be re-admitted to membership only by a unanimous vote of all of the Directors.
- 2.9 The membership of a person in the Society is not transferable.
- 2.10 Every member shall:
- (a) uphold the Constitution of the Society;
 - (b) uphold the mission statement, vision, values and statement of philosophy adopted by the Society from time to time; and
 - (c) comply with the Bylaws, Policies and any other rules or policies of the Society, as amended from time to time.

Any member who fails to fulfill these obligations may be expelled or disciplined by the Society under Bylaw 2.6.

PART 3 - MEETINGS OF MEMBERS

- 3.1 A General Meeting shall be held in accordance with the Societies Act at any time and location that the board of directors shall determine from time to time.
- 3.2 The board of directors may, in their discretion and in accordance with the Societies Act, determine to hold, and permit any person to vote at, any General Meeting either in whole or in part by Electronic Means. A person participating in or voting at a General Meeting by Electronic Means is deemed, if necessary, to be present and "in person" at such General Meeting.
- 3.3 Every General Meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.4 A General Meeting shall be convened in accordance with the Societies Act:
- (a) by the Directors, whenever they think fit; or
 - (b) by the chair of the board of directors, at their discretion; or

- (c) by the Directors, upon the receipt of a requisition to a general meeting by the members in accordance and compiling with the requirements of the Societies Act, of which includes the requisition having been signed by at least ten percent (10%) of the members in good standing of the Society.
- 3.5 If the Directors fail to call a General Meeting under Bylaw 3.4(c) upon the receipt of a requisition in accordance with the requirements under the Societies Act, the requisitionists may call such General Meeting in accordance with the Societies Act.
- 3.6 The Directors shall provide notice to the members, in accordance with the Societies Act and these Bylaws, of each General Meeting not less than seven (7) days before the date of such General Meeting. For greater certainty, such notice may be provided by Electronic Means to the member's most recent registered address (including electronic mail address or other electronic communications identifier) known to the Society.
- 3.7 Notice of a General Meeting shall:
 - (a) specify the date, time and location of the General Meeting;
 - (b) include instructions for attending, participating and voting in the General Meeting by Electronic Means, if and as applicable;
 - (c) provide the text of any Special Resolution to be considered at the General Meeting; and
 - (d) state the nature of any business, other than Ordinary Business for an annual general meeting, to be transacted at the General Meeting.
- 3.8 Notwithstanding any other Bylaws herein and subject to the Societies Act, the board of directors is permitted to send notice to its members in the form and manner as set forth pursuant to Section 77(2) of the Societies Act, as may be amended from time to time.
- 3.9 Each member shall be responsible and ensure that the Society is advised of any changes in the registered address(es) of the member and the Society is entitled to rely on its then-current records as to the registered address(es) of the members in giving notices from time to time.
- 3.10 The accidental omission to give notice of a General Meeting to, or the non-receipt of a notice of a General Meeting by, any of the members entitled to receive notice does not invalidate proceedings at the General Meeting. For greater certainty, The accidental omission to give notice of any meeting, the subsequent discovery or determination by the Society that any notice was not received by a member for any reason, or any irregularity in any notice of any meeting does not invalidate any resolution passed or any proceeding taken at that meeting.
- 3.11 Except as otherwise provided for in the Societies Act and these Bylaws, if any Special Business, including a Special Resolution to be voted upon, at a General Meeting requires the consideration, approval, ratification, adoption or execution of a document or the giving of effect to a document, the notice convening such General Meeting will, with respect to such document, be considered sufficient if such notice indicates that a copy of the applicable document is or will be made available by the board of directors at a location or

website that is maintained by or on behalf of the Society and is accessible by all of the members prior to the date of such General Meeting.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

- 4.1 Special business (“**Special Business**”) is
- (a) all business at an extraordinary general meeting except the call to order and adoption of rules of order, and
 - (b) all business that is transacted at an annual general meeting, except the following ordinary business (“**Ordinary Business**”),
 - (i) the call to order and adoption of rules of order,
 - (ii) the review and approval of the minutes of a previous General Meeting,
 - (iii) the consideration of the financial statements,
 - (iv) the report of the Directors,
 - (v) the report of the auditor, if any,
 - (vi) the election of Directors,
 - (vii) the appointment of the auditor, if required, and
 - (viii) 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.
- 4.2 A quorum is the greater of three (3) members or the number of members which represents twenty percent (20%) of the then current members in good standing, present in person or deemed to be present in person, in the case of a General Meeting held via Electronic Means.
- 4.3 No business, other than the appointment of a chair and the adjournment or termination of the meeting, shall be conducted at a General Meeting at a time when a quorum is not present.
- 4.4 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. If a meeting has been called pursuant to a requisition and a quorum is not present, such meeting shall be dissolved.
- 4.5 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.

- 4.6 If the board of directors has appointed a chair, the chair so appointed shall act as chair of the General Meetings.
- 4.7 If at a General Meeting:
- (a) the person designated to act as chair 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 chair, the members present shall choose one of their number to be chair.
- 4.8 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.
- 4.9 It is not necessary to give notice of a continuation of an adjourned General Meeting or of the business to be transacted at a continuation of an adjourned General Meeting except that, when a General Meeting is adjourned for 60 days or more, notice of the continuation of the adjourned meeting must be given as in the case of the original meeting.
- 4.10 Unless otherwise determined by the Directors, no resolution proposed at a meeting need be seconded and the chair of a meeting may move or propose a resolution.
- 4.11 In case of an equality of votes the chair of the General Meeting shall not have a casting or second vote in addition to the vote to which the chair may be entitled as a member and the proposed resolution shall not pass.
- 4.12 A member in good standing present at a meeting of members is entitled to one vote. A Member who is not in good standing at the meeting may not vote, but where the reason for the member not being in good standing is the non-payment of membership dues or other amounts owing to the Society the member may, at any time prior to the commencement of the meeting, pay the outstanding membership dues or other amounts owing to the Society and will thereupon be in good standing for the purposes of the meeting.
- 4.13 Subject to Bylaw 3.2, voting at a General Meeting must be by a show of hands or another method that adequately discloses the intention of the Members in good standing, except that, if a ballot is directed by the chair of the General Meeting or require under these Bylaws, voting is by ballot.
- 4.14 Voting by proxy is not permitted.

PART 5 - DIRECTORS, SENIOR MANAGERS AND OFFICERS

- 5.1 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 and adopted from time to time by the Society at a General Meeting.

Without limiting the foregoing, the Directors may make or cause to be made for the Society, in its name, any kind of contract which the Society may lawfully enter into and, save as hereinafter provided, generally may exercise all other powers and do all other acts and things as the Society is authorized to do. The board of directors shall have power to authorize expenditures on behalf of the Society from time to time and may delegate by resolution to the Senior Manager or another officer or officers of the Society the right to employ and pay salaries to employees of the Society and the right to execute documents and otherwise act on behalf of the Society.

- 5.2 No rules made by the Society in a General Meeting, invalidates a prior act of the board of directors that would have been valid if that rule had not been made.
- 5.3 The number of Directors shall be no less than five (5) and no greater than thirteen (13), and Directors shall be elected by and from the members in good standing at a General Meeting except as may otherwise be permitted in the these Bylaws or under the Societies Act.
- 5.4 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.
- 5.5 No Directors of the Society shall serve for more than four (4) consecutive terms without first retiring for at least one (1) year.
- 5.6 Each Director whose term has expired, shall retire from office at each annual general meeting when their successor shall be elected. Subject to Bylaw 5.5, retiring Directors are eligible for re-election.
- 5.7 Directors shall be elected in the following manner:
 - (a) an individual may be nominated for election to the board of directors by the Directors themselves, and the Directors shall nominate a slate of candidates for election to the board and shall describe such nominees in the notice calling the annual general meeting at which Directors are to be elected. Subject to the Societies Act, the only other required qualification for an individual who is nominated by the Directors under this Bylaw 5.7(a) is that the nominee must have been admitted to membership in the Society prior to or concurrently with their nomination. For greater certainty, such nominee is not required to have been a member in good standing of the Society for a continuous period of at least one (1) year prior to their nomination; or
 - (b) any member of the Society in good standing may nominate an individual for election to the board of directors, provided that:
 - (i) the person nominated self-identifies as a woman and has been a member in good standing of the Society for a continuous period of at least one (1) year prior to their nomination;

- (ii) the nomination is made in writing and is delivered to the head office or registered office of the Society at least fifteen (15) days prior to the date of the general meeting at which Directors are to be elected; and
 - (iii) concurrently with the nomination the person nominated provides to the Society their written consent to act as a Director and a reasonably complete and current curriculum vitae which the Directors may provide to the members at or prior to the General Meeting either in whole or, at the Directors' option, in summary form.
- 5.8 No person who is an employee of the Society, or the spouse or immediate family member of an employee of the Society, is entitled to be or remain as a Director of the Society.
- 5.9 An election may be by acclamation, otherwise it shall be by ballot.
- 5.10 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) if there are less than the maximum number of Directors as set forth in Bylaw 5.3 in office.
- 5.11 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. Unless otherwise determined by the board of directors, the period of time until the following annual general meeting of the Society will be treated as the replacement Director's first term of office for the purposes of Bylaw 5.4, regardless of the duration of such period.
- 5.12 No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
- 5.13 The members may by special resolution remove a Director before the expiration of their term of office, and may by ordinary resolution elect a successor from the membership to complete the term of the office provided that such person is otherwise qualified to be nominated for election under Bylaw 5.7(b).
- 5.14 No Director shall be remunerated in any capacity but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by such Director 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. The Society shall not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.
- 5.15 The Directors may from time to time appoint individuals, including:

- (a) one or more Senior Managers; and
- (b) such other officers and agents as the Directors may determine,

and the Directors may authorize employment of such officers and other persons as may be necessary to carry out the objects of the Society and such officers, agents and employees shall have such authority and perform such duties as are determined by the Directors.

5.16 Subject to Bylaw 5.17, a Senior Manager, if appointed:

- (a) shall act as the chief executive officer of the Society, or of a branch or division of the Society, shall supervise other officers or Senior Managers of the Society or of such branch in the execution of their duties, and shall report to the Directors; and
- (b) shall, unless the Directors otherwise determined by a resolution to limit such authority, 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, whether or not a specific resolution of the board of directors is passed to authorize the execution of same.

5.17 The board of directors may prescribe any duties as it sees fit to a Senior Manager from time to time.

5.18 If the terms of any note, contract, deed, mortgage, release, bill of sale, lease, paper or instrument require two signatures thereon, then such note, contract, deed, mortgage, release, bill of sale, lease, paper or instrument may be validly executed by any one (1) Director together with the Senior Manager, unless the Directors otherwise determine by a resolution to amend such authority.

5.19 Subject to the Societies Act, the Directors and Senior Managers (if any), in exercising the powers and performing the functions of Directors and Senior Managers of the Society, including without limitation investing the funds of the Society and otherwise acting in accordance with the Society's Constitution, the Societies Act, and the Bylaws, shall:

- (a) act honestly and in good faith with a view to the best interests of the Society; and
- (b) exercise the care, diligence and skill of a reasonably prudent person in the circumstances.

PART 6 - PROCEEDINGS OF DIRECTORS

6.1 The Directors shall meet together for not less than four (4) 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. Unless otherwise determined by the board of directors, the first meeting shall be held immediately following the annual general meeting.

6.2 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.

For greater certainty, notice to the Directors for a board of director meeting is not necessary provided that quorum pursuant to this Bylaw 6.2 is attained for the meeting.

- 6.3 A Director may at any time, and a Senior Manager, on the request of a Director, shall, convene a meeting of the Directors.
- 6.4 A Director who may be absent temporarily from British Columbia may send or deliver to the head office or registered address of the Society a waiver of notice, which may be by letter, 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.
- 6.5 Unless otherwise stated in these Bylaws, questions and motions arising at any meeting of the Directors shall be decided by a majority of votes.
- 6.6 In case of an equality of votes the chair of the meeting of the board of directors will have a second or casting vote.
- 6.7 No resolution proposed at a meeting of Directors need be seconded and the chair of a meeting may move or propose a resolution.
- 6.8 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.
- 6.9 If the board of directors has appointed a chair for the meetings of the board of directors, such chair shall preside as chair at meetings of the board of directors unless such chair is not available or not present within 15 minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be chair of the meeting
- 6.10 If necessary, the accidental omission to give notice of a meeting of the board of directors to a Director, or the non-receipt of such a notice by a Director, does not invalidate proceedings at the meeting of the board of directors.

PART 7 - COMMITTEES

- 7.1 The board of directors by resolution may delegate any, but not all, of their powers to committees or task forces consisting of one or more Directors or others as they think fit. The committees or task forces may be standing committees (e.g. Finance Committee) or ad-hoc committees formed for specific purposes. For greater certainty, the creation of any committee or task force, and their mandate and procedures shall not require any amendment to the Bylaws or the approval of the members.
- 7.2 A committee or task force so formed in the exercise of the powers so delegated shall conform to any rules or limitations imposed upon it by the board of directors and shall report every material act or thing done in exercise of those powers to the board of directors, provided that, unless approved by the board of directors, no committee or task force is

authorized, on behalf of the Society, to enter into contracts, incur expenses, hire contractors or employees, or otherwise encumber the assets of the Society.

- 7.3 Notwithstanding the Bylaws in this Part 7, the board of directors shall have the power at any time to revoke or override any authority given to, or any act done or to be done by, any committee.
- 7.4 Unless otherwise determined by the board of directors, no committee or task force shall incur any expense without prior authorization from the board of directors.
- 7.5 The board of directors, or a delegate of the board of directors, shall choose a committee or task force chair who shall be the chair of its meeting(s); but if no chair is chosen or if at a meeting of the committee or task force the chair is not available or not present within 15 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee or task force may choose one of their number to be chair of the meeting. In the event the board of directors has not selected a chair and no Director is present at the committee or task force meeting, the other members of the committee or task force may choose among the attendees to act as chair.

PART 8 - RECORDS

- 8.1 The Directors shall cause the records and things which the Society is required to maintain pursuant to Part 3 Division 2 of the Societies Act, to be maintained in accordance to the Societies Act from time to time.
- 8.2 Unless otherwise determined by the board of directors, subject only to Section 24(2)(a) of the Societies Act, no member or other person that is not a Director is entitled to inspect or obtain a copy of any of the records of the Society described in Section 20(2) of the Societies Act.
- 8.3 No person other than a member or Director is entitled to inspect any record of the Society, except as required by the Societies Act or otherwise required by law and upon payment to the Society of the maximum fee that the Society is entitled to charge under the Societies Act or its regulations.
- 8.4 To the extent that the records of the Society may be inspected by persons entitled to do so pursuant to the Societies Act and these Bylaws, any such person wishing to inspect the records of the Society, shall provide a written request to the board of directors and make an appointment on date agreed upon by the Society to inspect the records of the Society during normal business hours on a business day in the presence of a staff member, Director or Senior Manager of the Society, or the board of directors may provide such records in the written request to the requesting party by Electronic Means.
- 8.5 Unless otherwise determined by the board of directors, all records of the Society (including any copies made thereof) shall not be reproduced without the express written consent of the board of directors.
- 8.6 Subject to the Societies Act, the Society may in its sole discretion provide any record or document electronically or in any manner as deemed appropriate by the board of directors to the party requesting such record or document.

PART 9 - SEAL

- 9.1 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.
- 9.2 The Senior Manager, if any, shall at the direction of the Directors, have the custody and control of the common seal of the Society.
- 9.3 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 chair and a Senior Manager.

PART 10 - BORROWING

- 10.1 In order to carry out the purposes of the Society the Directors, on behalf of and in the name of the Society, may from time to time:
 - (a) borrow money upon the credit of the Society;
 - (b) limit or increase the amount to be borrowed;
 - (c) issue bonds, debentures or other securities of the Society;
 - (d) pledge or sell such bonds, debentures or other securities for such sums and at such prices as may be deemed expedient; and
 - (e) secure any such bonds, debentures or other securities or any other present or future borrowing or liability of the Society, by mortgage, hypothecation, charge, pledge or other security interest relating to all or any currently owned or subsequently acquired assets or undertaking of the Society including real or personal, moveable or immovable, property including leasehold interests and reversionary interests of the Society, and otherwise 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.
- 10.2 Security issued by the Society by way of mortgage, hypothecation, charge, pledge or other security instrument, may be authorized by a resolution of a majority of the Directors and any security which is executed and delivered following such authorization will be valid and binding on the Society and will not require authorization by the members by way of special resolution, ordinary resolution or otherwise.
- 10.3 The Directors may designate a Senior Manager, one or more Directors, or such other persons as they shall see fit as the signatory(ies) for the Society on any documents, security instruments or other things contemplated by Bylaws 10.1 and 10.2 and the execution of such documents, instruments or other things by such authorized signatory(ies) will be binding on the Society.
- 10.4 The members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.

- 10.5 The Directors may invest the funds of the Society in any investments in which trustees are authorized by law to invest. Subject to the provisions of the Societies Act, the Directors shall not be liable for any loss that may result in connection with any such investments.

PART 11 - FISCAL YEAR

- 11.1 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.

PART 12 - AUDITOR

- 12.1 This Part applies only where the Society is required or has resolved to have an auditor.
- 12.2 The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of auditor.
- 12.3 At each annual general meeting the Society shall appoint an auditor to hold office until they are re- elected or their successor is elected at the next annual general meeting.
- 12.4 An auditor may be removed by ordinary resolution in accordance to the Societies Act.
- 12.5 An auditor shall be informed forthwith in writing of appointment or removal.
- 12.6 No Director and no employee of the Society shall be auditor.
- 12.7 The auditor may attend General Meetings.

PART 13 - INDEMNIFICATION

Indemnification of Directors

- 13.1 Subject to the provisions of the Societies Act, the Directors:
- (a) shall cause the Society to indemnify a Director or former director of the Society; and
 - (b) may cause the Society to indemnify a Director or former director of any subsidiary of the Society,

and the heirs and personal representatives of any such person against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by the person, their heirs or personal representatives including an amount paid to settle an action or satisfy a judgment in a civil, criminal or administrative action or proceeding to which the person, their heirs or personal representatives are made a party by reason of their being or having been a Director of the Society or former director of the Society or a Director or former director of a subsidiary of the Society, including any action brought by the Society or any such subsidiary of the Society, but except such costs, charges or expenses as may be occasioned by such person's own willful act or default and subject to any further limitations required by the Societies Act. Each Director of the Society on being elected or appointed shall be deemed to have contracted with the Society on the terms of the foregoing indemnity.

Indemnification of Senior Managers and Officers, Employees and Agents

13.2 Subject to the provisions of the Societies Act, the Directors:

- (a) shall cause the Society to indemnify the Senior Manager(s), if any; and
- (b) may cause the Society to indemnify any other officer, employee or agent of the Society or of any subsidiary of the Society,

and their heirs and personal representatives against all costs, charges and expenses whatsoever incurred by him or them and resulting from their acting as an officer, employee or agent of the Society, except such costs, charges or expenses occasioned by the officer, employee or agent's own willful act or default and subject to any further limitations required by the Societies Act, and each such person shall on being appointed be deemed to have contracted with the Society on the terms of the foregoing indemnity.

13.3 In addition, the Society shall reimburse any Senior Manager of the Society and any other officer or employee of the Society, and their respective heirs and legal representatives, for all costs, charges and expenses whatsoever reasonably and properly incurred by them and arising out of the functions assigned to them by the Directors, the Societies Act or these Bylaws.

PART 14 - NOTICE

14.1 Any notice or other records required by the Societies Act or by the Bylaws to be sent by or to a person must be in writing and may be sent by Electronic Means (which, without limitation, includes electronic mail), or mail at or to:

- (a) in the case of a Director or member, the person's latest registered address (electronic or physical) as shown in the records of the Society; or
- (b) the last registered address (electronic or physical) of such person known to the Society.

14.2 When a notice or other record is sent by the following means, that notice or record is deemed to have been given at the following times:

- (a) if delivered, at the time of delivery;
- (b) if sent by fax, at the time of transmission;
- (c) if sent electronically, at the time of sending the message; and
- (d) if sent by mail, the day (Saturdays, Sundays and holidays exempted) following the fifth (5th) day of the date of mailing or the publication bearing the registered address in a newsletter or other publication distributed by the Society by mail or sent by Electronic Means to all of the members of the Society.

14.3 A certificate signed by any officer of the Society stating that a notice or other record was sent in accordance with this Part is conclusive evidence of that fact.

PART 15 - BYLAWS AND POLICIES

- 15.1 On being admitted to membership, each member is entitled to and the Society shall give them, without charge, a copy of the Constitution and Bylaws of the Society.
- 15.2 These Bylaws shall not be altered or added to except by special resolution of the members present at an annual general meeting or extraordinary general meeting duly called for that purpose.
- 15.3 Subject to the Societies Act and these Bylaws, the board of directors may establish policies from time to time ("**Policies**"), which may either establish the mission, vision and values of the Society, or provide guidance to members and/or to the Board regarding the business, operation (including elections and meeting) or affairs of the Society.
- 15.4 Any Policies, established or amended pursuant to Bylaw 15.3 may be amended, cancelled or retracted from time to time, without notice, by the board of directors and without consent or approval of the members.

PART 16 - AFFORDABLE HOUSING PURPOSE AND DISPOSITION OF ASSETS

- 16.1 The Society will not alter or delete the affordable housing purpose set out in paragraph 2(b) of its Constitution and the Society will not alter or delete this Bylaw without first obtaining the without first obtaining the written consent of the British Columbia Housing Management Commission.
- 16.2 To further clarify Bylaw 17.1(d), the charitable organization (or organizations) referred to in Bylaw 17.1(d) shall have aims or purposes similar to those of this Society. The Society will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.

PART 17 - FORMERLY UNALTERABLE PROVISIONS

- 17.1 The following provisions were formerly contained in the Constitution of the Society and designated as unalterable:
 - (a) The Society shall carry on works exclusively of a charitable nature.
 - (b) 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.
 - (c) 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.
 - (d) Upon the dissolution of the Society and after the payment of all debts and liabilities, its remaining assets shall be distributed or disposed of to charitable or non-profit organizations having similar objectives, which carry on their work solely in Canada or British Columbia, which shall be designated by the board of directors.

- (e) Clauses (a), (b), (c), and (d), including this clause, were previously unalterable.
- (f) 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 was previously unalterable.

NOTE TO BYLAWS REGARDING PREVIOUS CONSTITUTION PROVISIONS

Note: In accordance with Section 245 of the Societies Act, SBC 2015, c. 18 and Societies Regulation 18, previously unalterable constitution provisions may not be altered or deleted without the prior written consent of the Government of British Columbia Minister(s) therein identified.

ATIRA WOMEN'S RESOURCE SOCIETY

BYLAWS

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