



Bylaws of

Ishtar Women's Resource Society

PART 1 - DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

"**Act**" means the Societies Act of British Columbia as amended from time to time;

"**Board**" means the directors of the Society;

"**Bylaws**" means these Bylaws as altered from time to time.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3. If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

PART 2 - MEMBERS

Application for membership

2.1 A person may apply to the Board for membership in the Society, and the person

2.1.a Membership is set out as follows.

Women

Because this is a women's organization and in order to ensure opportunities for learning and develop leadership skills, women (trans, 2 spirited and gender variant inclusive) are eligible for membership. Membership allows voice and vote at the AGM and the right to stand for election to the Board. Members need to be at least 19 years of age.

Duties of members

2.2 Every member must uphold the constitution of the Society and must comply with these Bylaws. Every member must uphold the Society's Belief Statements.

- 2.3 A person who does not uphold the constitution, by-laws or Belief Statements may have their membership reviewed by the Board who may consider suspension or termination of that person's membership.
- 2.4 A member whose membership is being reviewed will be provided with the reasons for the review and possible suspension and/or termination and an opportunity to respond to those reasons at a meeting of the Board.

Amount of membership dues

- 2.5 The amount of the annual membership dues, if any, must be determined by the membership with recommendation from the Board.
- 2.6 The membership year extends from the commencement of the annual general meeting until the commencement of the next annual general meeting.
- 2.7 New members must apply for membership at least 60 days prior to the AGM in order to vote or stand for election.

Member not in good standing may not vote

- 2.8 A voting member who is not in good standing
- (a) may not vote at a general meeting, and
 - (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership if member not in good standing

- 2.9 A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

PART 3 – ACCESS TO RECORDS

Inspection of Documents and Records

- 3.1 A Member in good standing is entitled, upon providing not less than fourteen (14) days' notice in writing to the Society, to inspect any of the following documents and records of the Society at the Address of the Society during the Society's normal business hours:
- (a) the Constitution and these Bylaws, and any amendments thereto;
 - (b) the statement of directors and registered office of the Society;

- (c) minutes of any General Meeting, including the text of each resolution passed at the meeting;
- (d) resolutions of the Voting Members in writing, if any;
- (e) annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;
- (f) the register of Directors;
- (g) the register of Members;
- (h) the Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;
- (i) copies of orders made by a court, tribunal or government body in respect of the Society;
- (j) the written consents of Directors to act as such; and
- (k) the disclosure of a Director or senior manager regarding a conflict of interest.

- 3.2 Except as expressly provided by statute or at law, a Member, nor any other person will not be entitled or have the right to inspect any other document or record of the Society. However, subject to such policies as the Board may establish, a Member in good standing may request, in writing delivered to the Address of the Society, to inspect any other document or record of the Society and the Board may allow the Member to examine the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.
- 3.3 Copies of documents to which a Member is allowed to inspect may be provided on request by the Member for a fee to be determined by the Board, provided such fee does not exceed the limits prescribed by the Act.

PART 4 - GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

- 4.1 A general meeting must be held at the time and place the Board determines.
- 4.2 A general meeting must be held each calendar year.

Ordinary business at general meeting

- 4.3 At a general meeting, the following business is ordinary business:
- (a) adoption of rules of order;

- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

- 4.4 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.
- 4.5 Accidental omission to inform a member of a general meeting does not affect the legitimacy of the meeting.
- 4.6 The following individual is entitled to preside as the chair of a general meeting:
 - (a) the individual, if any, appointed by the Board to preside as the chair;
 - (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair,
 - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

- 4.7 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

- 4.8 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

4.9 The quorum for the transaction of business at a general meeting is 3 voting members.

Lack of quorum at commencement of meeting

4.10 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

4.11 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

4.12 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

4.13 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 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

4.14 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;

- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

Methods of voting

- 4.15 At a general meeting, voting must be by a show of voting cards. If, before a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

- 4.16 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

- 4.17 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

- 4.18 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

- 4.19 Ordinary resolutions will be determined by a simple majority of voting members present at the meeting. Special resolutions will be determined by 2/3rds or 66.6% of voting members present at the meeting.

PART 5- DIRECTORS

Number of directors on Board

- 5.1 The Society must have no fewer than 5 and no more than 7 directors.
- 5.2 The Board may appoint ex-officio directors and in doing so may exceed the maximum number of 7 directors.
- 5.3 Ex-officio directors are directors who become directors because of a particular attribute or position they have or hold and not as a result of an election.
- 5.4 Ex-officio directors are appointed for no more than 1 year at which time the Board may re appoint the ex-officio director as they see fit.

Election or appointment of directors

- 5.5 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.
- 5.6 To be eligible to be directors, members must:
- (a) Be a member of the Society in good standing for 60 days prior to the AGM.
 - (b) Submit a signed nomination form setting out their reasons why they should be considered for nomination to the Board of Directors at least 60 days in advance of the Annual General Meeting.
 - (c) Directors must meet the qualifications as outlined by the Societies Act.
- 5.7 Nominations will not be accepted from the floor of the meeting

Directors may fill casual vacancy on Board

- 5.8 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board.

Term of appointment of director filling casual vacancy

- 5.9 A director appointed by the Board to fill a vacancy ceases to be a director at the next **AGM.**

Term of appointment of elected directors

- 5.10 Each Director elected will serve a term of 2 years with the option to renew. Terms will be staggered to ensure continuity. Terms will commence on the first day after the AGM.

PART 6 - DIRECTORS' MEETINGS**Calling directors' meeting**

- 6.1 A directors' meeting may be called by the president or by any 2 other directors.

Notice of directors' meeting

- 6.2 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

- 6.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors' meetings

- 6.4 The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

- 6.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

PART 7 - BOARD POSITIONS**Election or appointment to Board positions**

- 7.1 At the first Board meeting following the Annual General Meeting the Board will appoint from among their number to the following Board positions:
- (a) president;
 - (b) vice-president;
 - (c) secretary;
 - (d) treasurer.
- 7.2 A director, other than the president, may hold more than one position.

Directors at large

- 7.3 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Role of president

- 7.4 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-president

- 7.5 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

- 7.6 The secretary is responsible for doing, or making the necessary arrangements for, the following:
- (a) issuing notices of general meetings and directors' meetings;
 - (b) taking minutes of general meetings and directors' meetings;
 - (c) keeping the records of the Society in accordance with the Act;
 - (d) conducting the correspondence of the Board;
 - (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

- 7.7 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

- 7.8 The treasurer is responsible for ensuring the necessary arrangements are made for the following:
- (a) receiving and banking monies collected from the members or other sources;
 - (b) keeping accounting records in respect of the Society's financial transactions;
 - (c) preparing the Society's financial statements;
 - (d) making the Society's filings respecting taxes.
 - (e) meeting with the auditor as required

PART 8 - REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

- 8.1 Directors may not be remunerated in any capacity, however directors may be reimbursed for necessary and reasonable expenses incurred while acting on behalf of the Society. The Society will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.

Signing authority

- 8.2 A contract or other record to be signed by the Society must be signed on behalf of the Society by one or more individuals authorized by the Board to sign the record on behalf of Society.

PART 9- BORROWING

- 9.1 In order to carry out the purpose 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.
- 9.2 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

- 10.1 The accounts of the Society shall be audited by an auditor who holds the professional qualifications as specified in the Society Act and who is otherwise eligible under the provisions of the Act.
- 10.2 At each Annual General Meeting the Society shall appoint an auditor to hold office until the auditor is reappointed or a successor is appointed at the next Annual General Meeting.
- 10.3 If during the interim between the Annual General Meetings the position of the office of auditor become vacant, the Board shall promptly endeavour to fill the said vacancy.
- 10.4 An auditor may be removed by ordinary resolution
- 10.5 An auditor shall be informed immediately in writing of appointment or removal
- 10.6 The auditor may attend general meetings

- 10.7 No director and no employee of the Society shall be auditor.

PART 11- MISCELLANEOUS PROVISIONS

- 11.1 The Society will not alter or delete its purpose to provide emergency crisis housing and the society will not alter or delete this bylaw without first obtaining the written consent of the BC Housing Management Commission.
- 11.2 Should the Society dissolve, all housing-funded assets will be distributed to organizations having similar purposes. The Society will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.
- 11.3 **Subject to section 11.1 and 11.2** in the event of the dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations with similar purposes in British Columbia, as may be determined by the members of the Society at the time of dissolution, provided that such organization or organizations shall be a qualified donee within the meaning of s. 149(1) of the Income Tax Act.

PART 12 – PREVIOUSLY UNALTERABLE PROVISIONS

- 12.1 This is a non-profit, non-political and non religious organization. The association shall never in any way discriminate against any person or group of persons for their religious or political views. This bylaw was previously unalterable.
- 12.2 In the event that the Association should at any time be wound up or dissolved, the remaining assets after payment of all debts and liabilities shall be turned over to a recognized charitable organization in the province or elsewhere in Canada. This bylaw was previously unalterable.
- 12.3 Any income received by the Borrower shall be applied in the furtherance of its objectives and for no other purposes, and specifically that such income or any surplus shall not be made available to members. This bylaw was previously unalterable.
- 12.4 No member of the board shall be paid any remuneration for services rendered to the Society or the facility but may be paid her reasonable expenses in acting as a director. This bylaw was previously unalterable.



- 12.5 The operations of the Society are to be carried on in the Province of British Columbia, chiefly in Langley. This bylaw was previously unalterable.