



Bylaws (adopted October 17, 2022)

T.K. SPARKS

Bylaws of Rise Women's Legal Centre (the "Society")

Part 1 – Definitions and Interpretations

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;

"Electronic Means" means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that: in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and in relation to a vote, permits voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters.

Definitions in the 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 becomes a member on the Board's acceptance of the application.

Duties of members

- 2.2 Every member must uphold the constitution of the Society and must comply with these Bylaws.

Cessation of membership

- 2.3 A person shall cease to be a member of the Society:
 - a. by delivering a resignation in writing to the president of the Society or by mailing it or delivering it to the address of the Society;
 - b. on being removed by a two-thirds vote of the directors; or
 - c. if the person does not renew their membership at its expiry date, if any.

Part 3 – General Meetings of Members

Time and place of general meeting

- 3.1 A general meeting must be held at the time and place the Board determines.

Electronic Participation in General Meetings

- 3.2 The Board may determine, in its discretion, to hold any general meeting in whole or in part by electronic means, so as to allow some or all members to participate in the meeting remotely.

- 3.3 Where a general meeting is to be conducted using electronic means, the board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

- 3.4 Persons participating by permitted electronic means are deemed to be present in person at the general meeting.

Ordinary business at general meeting

- 3.5 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 meetings

3.6 The Society is required to provide written notice of the date, time, and location, including whether it will be held by electronic means, of a general meeting to every member of the society at least 14 days before the meeting.

Form of notice

3.7 A notice may be given to a member either personally, by mail, by fax, or by e-mail or other electronic means to the member at the member's address, e-mail address, or fax number, as shown in the register of members.

Notice of special business

3.8 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.

Chair of general meeting

- 3.9 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, or
 - 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

- 3.10 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

- 3.11 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

- 3.12 The quorum for the transaction of business at a general meeting is three voting members.

Lack of quorum at commencement of meeting

- 3.13 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

- 3.14 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

- 3.15 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

- 3.16 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

- 3.17 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 fiscal 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

- 3.18 At a general meeting, voting must be by a show of hands, an oral vote or another method including by electronic means, that adequately discloses the intention of the voting members. However, if before such a vote, two 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

- 3.19 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

3.20 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.21 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.

Part 4 – Directors

Number of directors on Board

4.1 The Society must have no fewer than seven and no more than twelve directors.

4.2 Two of the Society's directors will be selected for appointment by the Peter A. Allard School of Law at the University of British Columbia.

Election or appointment of directors

4.3 At each annual general meeting, the voting members are entitled to vote for the election of all directors, except those described in 4.2.

4.4 At the first meeting of the Board following each annual general meeting, the Board may approve, by majority vote, the appointment of the directors described in 4.2.

Terms and replacement of Directors

4.5 Each director shall be elected or appointed at an annual general meeting or subsequent meeting of the Board for a two-year term. No director may serve more than four consecutive terms. A director who serves four consecutive terms must leave the Board for a period of not less than one year, before being eligible to serve as a director again.

4.6 Notwithstanding the term limits outlined in 4.5 if a director has particular skills required by the organization, that director may be eligible to be elected for an additional year if approved by a two-thirds vote of the directors before the next annual general meeting.

Directors may fill casual vacancy on Board

4.7 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

4.8 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Removal of Directors

4.9 A director may be removed before the expiration of such person's term by a two-thirds vote of the directors.

Validity of acts and proceedings

4.10 No act or proceeding of the directors is invalid only because of there being fewer than the prescribed number of directors currently in office.

Part 5 – Directors' Meetings

Calling directors' meeting

5.1 A directors' meeting may be called by the president or by any two other directors.

Notice of directors' meeting

5.2 At least two 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

5.3 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

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

Quorum of directors

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

Resolution in writing

- 5.6 A resolution in writing, including by email, signed by a majority of 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 6 – Board Positions

Election or appointment to Board positions

- 6.1 Directors must be elected or appointed to the following executive Board positions, and a director may not hold more than one position:
- a. president;
 - b. vice-president;
 - c. treasurer.

Directors at large

- 6.2 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

- 6.3 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

- 6.4 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 treasurer

- 6.5 The treasurer is responsible for doing, or making the necessary arrangements 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.

Remuneration of directors

- 6.6 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Signing authority

- 6.7 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 records on behalf of the Society.

Part 7 - Record Keeping

Records

- 7.1 The directors of the Society shall keep the records of the Society as required by section 20(1) of the Act.

Inspection of records by a member

- 7.2 On being admitted to membership, each member is entitled to, and upon request the Board will provide that member with, a copy of the Constitution and Bylaws of the Society. A member in good standing is entitled, upon providing not less than fourteen days' notice in writing to the Society, to access only the remaining Official Records of the Society, pursuant to section 20(1) of the *Societies Act*. Access to any other record, or document of the Society by a member, or other person is restricted and at the sole discretion of the Board.

Part 8 - Non-Profit Society

Activities shall be not-for-profit

- 8.1 The activities of the Society shall be carried on without purpose of gain for its members and any income, profits or other accretions to the Society shall be used in promoting the purposes of the Society.

Part 9 – Winding Up and Dissolution

Winding Up and Dissolution

9.1 Upon dissolution of the Society and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to qualified donees as defined in subsection 149.1(1) of the *Income Tax Act (Canada)*.