

BC Societies Act

British Columbia International Women's Forum Society (the "Society")

(Name amended by Special Resolution November 21st, 2017)

Constitution

1. The purpose of the Society is to:
 - bring together women of significant and diverse achievement in order to promote and facilitate communication among women leaders and for the empowerment of women;
 - foster association among preeminent women to enable them, individually and collectively, to exert influence and to discharge their responsibilities in their communities and globally;
 - promote the IWF Global Mission of advancing women's leadership and championing equality worldwide;
 - support programs to develop and enhance women's leadership and initiatives to help prepare future generations of women leaders.

2. The Society's activities must primarily be carried on in British Columbia.

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

Criteria

- 2.1** A woman who meets the membership criteria set by IWF and the Society may be invited by the Board to apply for membership, and on acceptance by the Board and payment of membership dues is a member.

Application Form

- 2.2** An application for membership must be in a form approved by the Board, and must
- a) include the full name, address, telephone number, and e-mail address of the applicant,
 - b) provide such other information as is required by the Board.

Approval by Board

- 2.3** The Board may in its sole discretion accept, postpone or refuse an application for membership.

Amount of Membership Dues

- 2.4** The amount and date for payment of membership dues must be determined by the Board, and membership dues may be pro-rated where the Board deems it equitable.

Membership is Individual

- 2.5** A member is not permitted to transfer her membership to another person.

Transferring Members

- 2.6** A woman who is a member of another branch of the IWF is entitled to become a member, subject to
- a) meeting the requirements of bylaws 2.1,2.2 and 2.3, and
 - b) any requirements of the IWF.

Renewal

2.7 Membership must be renewed annually.

The Society must send a membership renewal notice to all members not less than 30 days before the date by which membership must be renewed.

Maintaining Membership

2.8 Every member and director must comply with

- a) the Act,
- b) the constitution and bylaws of the Society,
- c) any rules and policies made by the Society, including procedures for its governance, and
- d) any rules of order governing the conduct of general meetings and of meetings of the Board.

When Membership Ceases

2.9 A member ceases to be a member on

- a) delivering a written resignation to the Society,
- b) death,
- c) having been a member not in good standing for ninety (90) days following the date set for payment of dues, or
- d) being expelled.

Member Not in Good Standing

2.10 A member becomes a member not in good standing on failing to pay

- a) a debt due and owing to the Society, or
- b) membership dues within sixty days after the date set for their payment.

Member not in good standing may not vote

2.11 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

2.12 A person's membership in the Society may be terminated if a member is not in good standing for ninety (90) days following the date set for payment of dues, or by a resolution of the Board, provided that:

- a) at least 2/3 of the directors then in office must be in favour of the resolution,
- b) the suspension or expulsion must be for a substantive failure to comply with the constitution or bylaws, or for conduct prejudicial to the Association,
- c) the notice of the resolution must be accompanied by a brief statement of the reason or reasons for the proposed expulsion, and
- d) the member must be given an opportunity to be heard at the meeting before a vote is taken on the resolution.

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.

Ordinary business at general meeting

3.2 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

3.3 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

3.4 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

3.5 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

3.6 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

3.7 The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.

Lack of quorum at commencement of meeting

3.8 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

3.9 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

3.10 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

3.11 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

3.12 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

3.13 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such 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

3.14 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

3.15 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.16 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 3 and no more than 11 directors.

Election or appointment of directors

4.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board, each

director elected to serve for a two-year term and to serve for no more than three consecutive two-year terms. A director may be elected for a further one-year or two-year term notwithstanding completion of three consecutive two-year terms on the recommendation of the Board in order to provide continuity to office holders. One half of the directors, or so near to one half as is reasonably practicable, are to be elected each year. A director may be elected to a term of one year for the purpose of complying with this bylaw.

(Amended by Special Resolution November 21st, 2017)

Past-President

4.3 The Immediate Past-President is an ex officio non-voting director if her six-year tenure on the Board has been completed, otherwise, she remains as a voting director at large of the Board. The Immediate Past-President is that person who most recently held the office of President.

Ceasing to be a director

- 4.4** 1) A director ceases to be a director on
- a) ceasing to be a member,
 - b) resigning in writing,
 - c) death,
 - d) becoming unable to perform the duties of a director due to physical or mental disability, or
 - e) failing to attend three consecutive meetings of the Board without the authorization of the Board.
- 2) If three or more directors cease to be directors at one time, a special general meeting must be called for the purpose of electing replacements for those directors.

Directors may fill casual vacancy on Board

4.5 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

4.6 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.

Indemnification

4.7 The Society may indemnify a director or former director of the Society, and a director's heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by the director, in a civil, criminal or administrative action or proceeding to which the director is made a party because of being or having been a director, including an action brought by the Society, if

a) the director acted honestly and in good faith with a view to the best interests of the Society, and

b) in the case of a criminal or administrative action or proceeding, the director had reasonable grounds for believing the director's conduct was lawful.

Removal of a director

4.8 The members may, by special resolution, remove a director before the expiration of the director's term of office, and may elect a successor to complete the term of office.

PART 5 – DIRECTORS' MEETINGS

Calling directors' meeting

5.1 A directors' meeting may be called by the president or by any two (2) other directors.

Notice of directors' meeting

5.2 At least two (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

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.

First meeting following election of directors

5.6 When a meeting of the Board is held immediately following the appointment or election of a director or directors, it is not necessary to give notice of the meeting to the new directors for the meeting to be constituted, if a quorum is present.

Voting

5.7 1) Questions arising at meetings of the Board and committees must be decided by a majority of votes.

2) A resolution proposed at a meeting of the Board or a committee must be seconded, and the chair of such a meeting may move or propose a resolution.

3) In the case of an equality of votes, the chair of a meeting of the Board does not have a second or casting vote and the motion is defeated.

Consent resolution

5.8 A resolution in writing, signed by all the directors and placed with the minutes of the Board, is as valid and effective as if regularly passed at a meeting of the Board.

Delegation to committees

5.9 1) The Board may as it thinks fit delegate any, but not all, of its powers to committees, provided that at least one director must be a member of each committee.

2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of those powers to the earliest meeting of the Board to be held next after it has been done.

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

6.1 Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

Past-president

6.2 The immediate past-president is an officer.

Directors at large

6.3 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

6.4 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

6.5 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

6.6 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

6.7 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

6.8 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.

Delegation of duties

6.9 The Board may delegate performance of the duties of the Secretary and/or the Treasurer to a non-Board member retained by the Board.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

7.1 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

7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society

- (a) by the president, together with one other director,
- (b) if the president is unable to provide a signature, by the vice-president together with one other director,
- (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

PART 8 – NOTICES TO MEMBERS

Form of notice

- 8.1** A notice may be given to a member either personally, by mail, by facsimile transmission, or by electronic mail to the member at the member's registered address, electronic mail address, or facsimile number.

Notifications

- 8.2**
- 1) A member must promptly and in writing notify the Society of any change in the member's name, address, electronic mail address, and facsimile and telephone numbers.
 - 2) A notice sent by mail is deemed to have been received on the second day after that on which the notice was posted.
 - 3) Notice of a general meeting must be given to every member shown on the register of members on the day notice is given, and
 - 4) No other person is entitled to receive a notice of general meeting.

Adopted by Special Resolution at Vancouver, British Columbia on
November 15, 2021