

Ending Violence Association of BC

BYLAWS

Part 1 – Interpretation

- 1.1 a) In these bylaws, unless the context otherwise requires:
- i. “Act” means the Societies Act of the Province of British Columbia from time to time in force and all amendments to it;
 - ii. “Board” means the directors of the Society for the time being acting with the authority of the constitution of the Society and these Bylaws;
 - iii. “Director” means a person elected as a director in accordance with these Bylaws;
 - iv. “Electronic Means” means any system or combination of systems, including but not limited to mail, telephonic, electronic, computer or web-based technology or communication facility, that:
 - (a) In relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
 - (b) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
 - v. “Special general meeting” means every general meeting of the Society other than the annual general meeting;
 - vi. “Registered address” of a member means their address as recorded in the register of members including email as provided by the member;
 - vii. ‘Mail’ includes electronic mail and messaging;
 - viii. ‘Address’ includes email address; and
 - ix. ‘Deliver’, ‘delivery’ or ‘delivering’ includes electronic delivery by email.
- b) The definitions in the Societies Act on the date these bylaws become effective apply to these bylaws.
- 1.2 Words importing the singular include the plural and vice versa.

Part 2 – Membership

- 2.1 The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members in accordance with these bylaws, and in either case, have not ceased to be members.
- 2.2 A person or group may apply to the Society for membership and on acceptance by the directors and payment of membership dues shall be a member.
- 2.3 There will be three classes of membership in the Society: Core members, Affiliate members and Associate members.
- a) **Core members**
Core members are those organizations that are contracted by the Province of BC's ministry responsible for victim services to provide:
- Community-Based Victim Services;
 - Stopping the Violence Counselling programs;
 - Stopping the Violence Outreach Services;
 - Multicultural Outreach Services;
 - Sexual Assault Services.
- i. Core members are those members that satisfy the criteria established by the board of directors.
- ii. Core members are entitled to vote and stand for election as directors at General Meetings.
- b) **Affiliate members**
- i. Affiliate members are those organizations that provide support services to survivors of gender-based violence but do not meet the criteria for core membership.
- ii. Affiliate members do not have a right to vote or stand for election as directors; however, they have the right to attend General Meetings.
- c) **Associate members**
- i. Associate members are those organizations or persons who support the purposes, beliefs and bylaws of the Society but do not meet the criteria for core or affiliate membership.
- ii. Associate members do not have the right to vote or stand for election as directors; however, they have the right to attend General Meetings.
- 2.4 Annual membership dues will be determined by the board of directors.
- 2.5 All members are in good standing except those who have failed to pay their current membership dues.
- 2.6 A person or group shall cease to be a member of the Society:
- a) upon the expiry of the membership;

- b) by delivering their resignation in writing by mail, e-mail or in person;
 - c) on their death or the group's dissolution;
 - d) on being expelled; or
 - e) on having been a member not in good standing for 6 consecutive months.
- 2.7 a) A person/group may be expelled by a special resolution of the members passed at a general meeting.
- b) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - c) The person/group who is subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

Part 3 – Meetings of Members

- 3.1 An Annual General Meeting of the Society shall be held once every calendar year at the time, place and, whether by electronic means, as the board may determine.
- 3.2 The board may decide, in its discretion, to hold any general meeting in whole or in part by electronic means. When 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. Persons participating by electronic means are deemed to be present at the general meeting.
- 3.3 a) Notice of a general meeting will be sent by mail, email or in person to each eligible member and shall specify the place, day and hour of meeting, whether by electronic means, and the nature of any business to be conducted at least fourteen (14) days prior to the General Meeting.
- b) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by any of the members entitled to receive notice, does not invalidate proceedings at the General Meeting.
- 3.4 a) A Special General Meeting may be called at any time by the directors or upon written request to the directors by not less than ten per cent (10%) of the voting members.
- b) The purpose of the Special General Meeting must be specified in

the requisition and follow the Societies Act.

Part 4 – Proceedings at General Meetings

- 4.1 a) No business, other than the adjournment or termination of the meetings, shall be conducted at a general meeting at a time when quorum is not present.
- b) Quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.
- c) If 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.
- 4.2 a) Members entitled to vote are identified in Section 2.3 – Membership.
- b) Voting is by show of hands or by ballot.
- c) A matter to be decided at a general meeting, where required, must be decided by an ordinary resolution which requires 50% plus 1 of the voting members in attendance to pass.
- d) Those matters required to have a special resolution require 75% or greater of the voting members in attendance to pass.
- e) All members must be in good standing 30 days prior to the General Meeting to be eligible to vote.

Part 5 – Elections and Appointments of Directors

- 5.1 The business of the Society shall be managed by its board of directors, subject to the bylaws and rules made by the Society.
- 5.2 The majority of directors must be Core members in good standing of the Society.
- 5.3 a) The number of directors shall be no less than 4 and no greater than 13.
- b) The term of office for directors shall be for two years. Directors are eligible for re-election and can serve for up to 3 consecutive terms.
- c) There will be regional representation on the board of directors whenever possible.
- d) Each organization is limited to one seat on the board of directors.
- e) The board composition will be made up of, when possible, one seat per region and one floating seat from the Core membership.

- f) The board may also appoint one director outside of the Core membership class to the board at any given time in their sole discretion based on skills, knowledge, experience and/or needs identified by the board of directors. The director will have equal participation in all other meetings of directors.
- 5.4 The election for a director must be made by a vote of 75% of Core members present at the General Meeting.
- 5.5 a) The board may appoint members to board vacancies in their sole discretion. Such vacancies may not increase the total number of directors to greater than 13.
- b) Appointed directors are eligible to stand for election at the next Annual General Meeting following their appointment.
- c) Any director may resign at any time by notifying the Society by mail, e-mail or in person.
- 5.6 No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
- 5.7 No director shall be remunerated for being or acting as a director but a director may be reimbursed for all expenses necessary and reasonably incurred by them while engaged in the affairs of the Society.
- 5.8 No rule made by the Society at a General Meeting invalidates a prior act of the directors that would have been valid if the rule had not been made.
- 5.9 Directors must act in the best interests of the society. The requirements of this section are in addition to, and not in derogation of, an enactment or rule of law or equity relating to the duties or liabilities of directors of the Society.

Part 6 – Meetings of Directors

- 6.1 a) At the first meeting of the directors, following the General Meeting, the directors shall appoint or elect from among themselves, Co-Chairs, Treasurer, and Secretary.
- b) The directors may meet together at chosen places, to dispatch business and regulate their meetings and proceedings as they see fit.
- c) Any two directors may convene a meeting of the directors.
- 6.2 A majority of directors shall constitute a quorum for the purposes of conducting business.

- 6.3 The directors may delegate any, but not all, of their powers to committees, each of which will include at least one director.
- 6.4 The members may by special resolution remove a director before the expiration of their term of office and may elect a successor to complete the term of office.
- 6.5 A resolution in writing, signed by all the directors and placed with the minutes of the directors meeting, is as valid and effective as if regularly passed at a meeting of the directors.

Part 7 – Duties of Directors

- 7.1 Subject to the Act, the Regulations, the constitution and the bylaws, the board must manage, or supervise the management of, the activities and internal affairs of the Society.
- 7.2 A director must, when exercising the powers and performing the functions of a director:
- a) act honestly and in good faith with a view to the best interests of the Society;
 - b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
 - c) act in accordance with the Act and Regulations; and
 - d) subject to paragraphs a), b) and c), act in accordance with the bylaws.
- 7.3 The Co-Chairs will preside at all meetings of the Society and the directors unless they must be absent, the Secretary or another director is appointed by the directors to preside in their place. The Co-Chairs will also on-board and conduct orientation to the duties of directors.
- 7.4 The Secretary will make the necessary arrangements for:
- a) conducting the correspondence of the Society;
 - b) issuing notices of meetings;
 - c) keeping minutes of the Society; and
 - d) maintaining the register of members.

- 7.5 The Treasurer will make the necessary arrangements for:
- a) keeping such financial records, including books of accounts, as are necessary to comply with the Societies Act;
 - b) rendering financial statements to the directors, members and others when required.
- 7.6 If a director resigns their office or otherwise ceases to hold office, the remaining directors can appoint a member to take the place of the former director.

Part 8 – Bylaws

- 8.1 Bylaws can only be amended by a special resolution passed at a general meeting of the membership.

Part 9 – Members' Access to Records

- 9.1 Any member may, without cost, inspect the following:
- a) the society's certificate of incorporation;
 - b) each certified copy, furnished to the society by the registrar, of the following records:
 - i. the constitution of the society;
 - ii. the bylaws of the society;
 - iii. the statement of directors and registered office of the society;
 - c) each confirmation, other certificate or certified copy of a record furnished to the society by the registrar, other than in response to a request;
 - d) a copy of each order made in respect of the society by:
 - i. any court or tribunal, in Canada or elsewhere, or
 - ii. a federal, provincial or municipal government body, agency or official, including the registrar;
 - e) the society's register of directors, including contact information provided by each director;
 - f) each written consent to act as director and each written resignation of a director;
 - g) a copy of each record evidencing a conflict of interest disclosure by a director;
 - h) the society's register of members, organized by different classes of member if different classes exist, including one piece of contact information provided by each member;

- i) the minutes of each meeting of members, including the text of each resolution passed at the meeting;
- j) a copy of each ordinary resolution or special resolution, other than a resolution included in the minutes referred to in paragraph i), and, in the case of a resolution consented to in writing by the voting members, a copy of each of the consents to that resolution;
- k) the financial statements of the society required under section 35 of the Societies Act and the auditor's report, if any, on those financial statements.

9.2 The directors may restrict access to any, and all, other Official Records at their sole discretion.

Part 10 – Charitable Provisions

10.1 The affairs of the Society will be conducted so as to promote the purposes of the Society and the Society shall not carry on activities for the purpose of the personal financial gain of its members.

10.2 Upon dissolution of the Society, and after payment of all debts and liabilities, the remaining assets of the Society shall be distributed to the charitable organizations within B.C. whose objects most nearly meet those of the Society. Members of the Society shall not have any interest in the property or assets of the Society upon the Society ceasing to exist.