

  
CAROL PREST

## ATIRA DEVELOPMENT SOCIETY

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### BYLAWS

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#### PART 1 INTERPRETATION

1.01 In these Bylaws, unless the context otherwise requires,

- (a) “AWRS” means the Atira Women’s Resource Society or its successor organization from time to time;
- (b) “directors” or “board of directors” means the directors of the Society for the time being;
- (c) “electronic mail notice” means written notice sent by electronic mail to the electronic mail address of a member provided by the member as part of his or her registered address. Any electronic mail notice will be deemed to have been received by the member on the day after the date that the notice was transmitted unless within the three (3) day period immediately following the date that the notice was transmitted the Society receives actual notice that the message was rejected, undeliverable or has otherwise not been received by the member;
- (d) “Electronic Meeting Attendance” has the meaning provided in Bylaw 3.09;
- (e) “executive committee” means a committee comprised of the chair of the board of directors and the Senior Manager for the time being, and any other persons appointed thereto by the directors from time to time;
- (f) “members” means the members of the Society from time to time;
- (g) “notice” means written notice, sent as an electronic mail notice or as a regular mail notice to the registered address of a member;
- (h) “regular mail notice” means written notice sent by regular mail to the registered address of a member provided by the member as part of his or her registered address. Any such notice will be deemed to have been received by the member on the fifth (5th) day after the date that a postage paid envelope or publication bearing the notice addressed to the member’s registered address was deposited in the post box nearest to the office of the Society. Publication of any notice in a newsletter or other publication distributed by the Society by regular mail notice to all of the members will be a valid and effective means of giving a regular mail notice;
- (i) “registered address” means, in respect of a member, the member’s regular mail address and/or that member’s electronic mail address, as recorded in the register of members maintained by the Society;
- (j) “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;
- (k) “Society” means the **ATIRA DEVELOPMENT SOCIETY**; and

- (l) "Societies Act" means the Societies Act of the Province of British Columbia from time to time in force and all amendments to it.
- 1.02 All terms which are defined in the Societies Act will have the meanings provided for them where they are used in these Bylaws, unless otherwise defined in these Bylaws or unless the context otherwise requires.
- 1.03 Words importing the singular include the plural and vice versa; and words importing a female person include a male person where the context so requires.

## **PART 2 MEMBERSHIP**

- 2.01 The members of the Society shall be comprised of the persons who comprise the board of directors of AWRS from time to time. Upon any person being elected or appointed to the board of directors of AWRS they shall automatically and without further act or deed by the Society become a member of the Society, and upon any person ceasing to be a member of the board of directors of AWRS they shall automatically and without further act or deed by the Society cease to be a member of the Society.

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.

- 2.02 The amount of the membership dues shall be determined by the directors from time to time. Once the directors have established the amount and payment frequency (which shall not be more frequent than twice per calendar year) for the membership dues, such amount shall continue in effect and shall continue to be paid on the same payment frequency until the directors determine otherwise. If the board of directors has not established a membership fee, the amount of the annual membership fee will be deemed to be zero until the board of directors determines otherwise. All membership fees 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.
- 2.03 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; or
  - (b) 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 2.05.
- 2.04 A person shall immediately cease to be a member of the Society:
  - (a) upon delivery of their resignation in writing to a Senior Manager of the Society; or
  - (b) upon delivery of their resignation in writing to the head office address of the Society for the time being, or
  - (c) on their death, or
  - (a) upon ceasing to be a member of the Board of Directors of AWRS for any reason; 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 2.03, for six (6) consecutive months.

2.05 A member may be:

- (a) expelled by a special resolution of the members passed at a general meeting;
- (b) expelled 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,

provided that before a member may be expelled or disciplined the Society must send written notice to the member at their registered address setting out the proposed expulsion or discipline and the reasons for them, and the member must be given the opportunity to attend and be heard at the meeting of the members or directors at which the resolution to expel or discipline the member will be considered, prior to the vote on such resolution being taken.

2.06 Any member who is expelled may be re-admitted to membership only by a unanimous vote of all of the directors.

2.07 The membership of a person in the Society is not transferable.

2.08 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 these Bylaws.

Any member who fails to fulfill these obligations may be expelled or disciplined by the Society under Bylaw 2.05.

### **PART 3 MEETINGS OF MEMBERS**

3.01 General meetings of the Society, other than the annual general meeting, shall be held at such time and place, in accordance with the Societies Act, as the directors decide.

3.02 The Society shall hold an annual general meeting at least once in each calendar year, and in any event within no more than one hundred and eighty (180) days following the end of the fiscal year of the Society, at a time and place determined by the directors.

3.03 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

3.04 An extraordinary general meeting shall be convened:

- (a) by the directors, whenever they think fit; or
  - (b) by the chair of the board of directors, at her discretion; or
  - (c) by the directors, upon the receipt of a requisition which complies with the requirements of section 72 of the Societies Act and has been signed by at least ten percent (10%) of the members in good standing of the Society.
- 3.05 If the directors fail to call an extraordinary general meeting within twenty-one (21) days of the filing of the requisition with the Society under Bylaw 3.04(c) then the requisitionists may call a general meeting to be held within not more than sixty (60) days after the expiration of such twenty-one (21) day period, and such general meeting shall be a valid general meeting of the Society and all business conducted there shall be business of the Society validly conducted provided that the applicable requirements of the Societies Act are complied with.
- 3.06 The Society shall give notice of each general meeting of the Society in accordance with these Bylaws. If a member has provided an electronic mail address as part of the registered address of that member, the Society may give electronic mail notice of any meeting to that member and such notice will be deemed to have been received by the member on the day after the date that the notice was transmitted unless within the three (3) day period immediately following the day on which the notice was transmitted the Society is put on actual notice that the electronic mail notice was rejected by the member's electronic mail system, was undeliverable or has otherwise not been received by the member, in which event notice of the general meeting will be given to that member by a regular mail notice. 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. It is the responsibility of members to ensure that the Society is advised of changes in the registered address of the member and the Society is entitled to rely on its then-current records as to the registered addresses of the members in giving notices from time to time.
- 3.07 The notice of any general meeting shall state the day, hour, and place of the meeting and the general nature of any special business to be transacted at such meeting, and shall be sent not less than seven (7) days before the date of the meeting.
- 3.08 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 meeting.
- 3.09 The Society may in its discretion make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members and to record participants' votes ("Electronic Meeting Attendance"). Where a mechanism for Electronic Meeting Attendance has been made available, any member entitled to attend such meeting may participate in the meeting by Electronic Meeting Attendance in the manner provided by the Societies Act and these Bylaws. A person participating in a meeting by Electronic Meeting Attendance is deemed to be present in person at the meeting, and a member in good standing who is participating in a general meeting of members using Electronic Meeting Attendance pursuant to this Bylaw may vote by means of the Electronic Meeting Attendance process on all matters coming before the meeting.
- 3.10 If the directors or members of the Society call a general meeting pursuant to the Societies

Act or these Bylaws, those directors or members, as the case may be, may determine that the general meeting shall be held entirely by means of Electronic Meeting Attendance, and in such event the notice calling the general meeting shall specify the method by which the Electronic Meeting Attendance is to be implemented.

#### **PART 4 PROCEEDINGS AT GENERAL MEETINGS**

4.01 Special business is

- (a) all business at an extraordinary general meeting except the adoption of rules of order, and
- (b) all business that is transacted at an annual general meeting, except,
  - (i) the adoption of rules of order,
  - (ii) the consideration of the financial statements,
  - (iii) the report of the directors,
  - (iv) the report of the auditor, if any,
  - (v) the election of directors,
  - (vi) the appointment of the auditor, if required, and
  - (vii) 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.

4.02 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 Electronic Meeting Attendance).

4.03 No business, other than the election 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.

4.04 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.

4.05 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.

4.06 If the board of directors has appointed a chair, the chair so appointed shall act as chair of the meetings of members and of the meetings of the directors.

4.07 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.

- 4.08 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.
- 4.09 Where a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- 4.10 Except as provided in these Bylaws, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 4.11 No resolution proposed at a meeting need be seconded and the chair of a meeting may move or propose a resolution.
- 4.12 In case of an equality of votes the chair shall not have a casting or second vote in addition to the vote to which she may be entitled as a member and the proposed resolution shall not pass.
- 4.13 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.
- 4.14 Voting is by a show of hands, except where a ballot is required by these Bylaws.
- 4.15 Voting by proxy is not permitted.

## **PART 5 DIRECTORS AND OFFICERS**

- 5.01 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 from time to time by the Society in 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 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.
- 5.02 No rule, made by the Society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
- 5.03 The number of directors shall be no less than five (5) and no greater than eleven (11), and except for Outside Directors appointed pursuant to bylaw 5.17, directors shall be elected by and from the members in good standing at a general meeting except as may otherwise be permitted in these Bylaws or under the Societies Act.
- 5.04 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.
- 5.05 No directors of the Society shall serve for more than four (4) consecutive terms without first retiring for at least one (1) year.
- 5.06 Each director whose term has expired, shall retire from office at each annual general meeting when their successor shall be elected. Subject to Bylaw 5.05, retiring directors are eligible for re-election.
- 5.07 Directors shall be elected in the following manner:
- (a) persons 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;
  - (b) any member of the Society in good standing may nominate a person for election to the board of directors, provided that:
    - (i) the person nominated has been a member in good standing of the Society for a continuous period of at least one (1) year prior to her nomination;
    - (ii) the nomination is made in writing and is delivered to the 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 her 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;
- 5.08 An election may be by acclamation, otherwise it shall be by ballot.
- 5.09 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 upon the death, retirement, resignation, withdrawal or expulsion of a director.
- 5.10 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. 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 5.04,

regardless of the duration of such period.

- 5.11 No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in the office.
- 5.12 The members may by special resolution remove a director before the expiration of her 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 5.07(b).
- 5.13 No director shall be remunerated in any capacity but a director shall be reimbursed for all expenses necessarily and reasonably incurred by her 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.
- 5.14 The directors may from time to time appoint officers, 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.
- 5.15 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 all other officers 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 determine 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.
- 5.16 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 limit such authority.

- 5.17 Notwithstanding Bylaws 5.03 to 5.11, the directors may at any time and from time to time by simple majority resolution appoint additional directors who are not members of the Society (in these Bylaws called "Outside Directors") to the board, subject to the following limitations:
- (a) The number of Outside Directors must be no greater than:
    - (i) three (3); or
    - (ii) one less than the number of directors who are not Outside Directors, whichever is less;
  - (b) Outside Directors shall serve at the pleasure of the board and may be removed by a simple majority resolution of the directors at any time and for any reason;
  - (c) The term of appointment of an Outside Director shall end on the date of the first annual general meeting of the Society after the appointment of that Outside Director (or the date on which written consent resolutions in lieu of holding an annual general meeting are signed by the directors), but an Outside Director may be re-appointed by a simple majority resolution (or by a written consent resolution) of the board following such annual general meeting;
  - (d) Outside Directors will not be subject to the limitation on consecutive appointments to the board provided for in the Bylaw 5.05 and may be reappointed for as many consecutive terms as the directors determine to be appropriate; and
  - (e) In all other respects, Outside Directors will have the same powers and authority and will be subject to all of the same responsibilities as directors elected by the members of the Society.

## **PART 6 PROCEEDINGS OF DIRECTORS**

- 6.01 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. The first meeting shall be held immediately following the annual general meeting.
- 6.02 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.
- 6.03 A director may at any time, and a Senior Manager, on the request of a director, shall, convene a meeting of the directors.
- 6.04 A director who may be absent temporarily from British Columbia may send or deliver to the 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.

- 6.05 Questions arising at any meeting of the directors and committee of directors shall be decided by a majority of votes.
- 6.06 In case of an equality of votes the chair will have a second or casting vote.
- 6.07 No resolution proposed at a meeting of directors or committee of directors need be seconded and the chair of a meeting may move or propose a resolution.
- 6.08 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.
- 6.09 The chair designate shall preside at all meetings of the Society and of the directors.

## **PART 7 COMMITTEES**

- 7.01 The directors may by resolution appoint such committees or task forces consisting of such number of persons as they think fit, and may delegate to such committees powers specifically described in the resolution appointing the committee, subject to such limitations as may be prescribed by the directors.
- 7.02 Without limiting Bylaw 7.01, the directors may appoint an Executive Committee each year comprised of the Senior Manager, if any, the chair of the board of directors, if any, and such additional members as the board may determine. The functions and powers of the Executive Committee, if appointed, will be delineated in such policies as the board of directors as a whole may determine from time to time.
- 7.03 The directors may at any time revoke or override any authority given to or any act done by any committee appointed pursuant to these Bylaws.
- 7.04 A committee or task force appointed by the directors may meet and make rules for the conduct of their business as they see fit within any limitations prescribed by the directors.
- 7.05 The directors may delegate any but not all of their powers to such committees consisting of such person or persons as they deem fit, which committees may be standing committees or ad hoc committees.
- 7.06 Any committee so formed shall be accountable to the board of directors for every act or thing done in the exercise of the power so delegated and shall conform to any rules that may from time to time be imposed on it by the directors.
- 7.07 No committee shall incur any expense without prior authority from the directors.

## **PART 8 RECORDS**

- 8.01 The directors shall cause the records and things which the Society is required to maintain pursuant to Division 2 of the Act, to be maintained at the offices of the Society from time to time.
- 8.02 The Society shall make all of the records referred to in section 19(1) of the Act available for inspection by the members as the Society is required to do under the Act.
- 8.03 The members of the Society are not entitled to inspect any of the records of the Society referred to in section 19(2) of the Act, except that the members may inspect the portions of such records which contain any disclosures by the directors of an interest in a proposal or transaction required under the Act.

- 8.04 The directors of the Society are entitled to inspect all of the records of the Society required to be maintained by section 19 of the Act.
- 8.05 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.
- 8.06 To the extent that the records of the Society may be inspected by persons entitled to do so pursuant to the Act or these Bylaws, they may be inspected at the Society's office, at a mutually convenient date and time, in the presence of a staff member, director or Senior Manager of the Society, after reasonable notice to the Society.

## **PART 9 SEAL**

- 9.01 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.
- 9.02 The Senior Manager, if any, shall have the custody and control of the common seal of the Society.
- 9.03 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**

- 10.01 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.
- 10.02 Security issued by the Society by way of mortgage, hypothecation, charge, pledge or other security instrument, may be authorized by a resolution of a simple 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.

- 10.03 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 10.01 and 10.02 and the execution of such documents, instruments or other things by such authorized signatory(ies) will be binding on the Society.
- 10.04 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.
- 10.05 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**

- 11.01 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.
- 11.02 If the board of directors has appointed a Finance Committee from time to time, then at the first meeting of the board of directors following the end of each fiscal year of the Society, the Finance Committee shall submit a complete and detailed budget for the new fiscal year of the Society.
- 11.03 As soon as practically possible after the end of each fiscal year of the Society, and in any event prior to the deadline by which the annual financial statements of the Society must be provided to the members in accordance with the Societies Act, the Finance Committee (if any) shall submit to the board of directors for their review and approval, the financial statements of the Society for such fiscal year.

#### **PART 12 AUDITOR**

- 12.01 This Part applies only where the Society is required or has resolved to have an auditor.
- 12.02 The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
- 12.03 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.
- 12.04 An auditor may be removed by ordinary resolution.
- 12.05 An auditor shall be informed forthwith in writing of appointment or removal.
- 12.06 No director and no employee of the Society shall be auditor.
- 12.07 The auditor may attend general meetings.

#### **PART 13 INDEMNIFICATION**

##### Indemnification of Directors

- 13.01 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 him or them including an amount paid to settle an action or satisfy a judgment in a civil, criminal or administrative action or proceeding to which she is or they are made a party by reason of her or 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 the director'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

13.02 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 his or her heirs and personal representatives against all costs, charges and expenses whatsoever incurred by him or them and resulting from his or her 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.

13.03 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 BYLAWS**

14.01 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.

14.02 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.

### **PART 15 AFFORDABLE HOUSING PURPOSE AND DISPOSITION OF ASSETS**

15.01 The Society will not alter or delete the affordable housing purpose set out in paragraph 2(c) 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.

15.02 To further clarify bylaw 16.01(a), the charitable organization (or organizations) referred to

in bylaw 16.01(a) 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 16 FORMERLY UNALTERABLE PROVISIONS**

16.01 The following provisions were formerly contained in the Constitution of the Society and designated as unalterable:

- (a) Upon wind-up or dissolution of the Society, the assets remaining after the payment of all costs, charges and expenses properly incurred in the wind-up, including the remuneration of a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after payment of any other debts of the Society, shall be distributed to a charitable organization (or organizations) in Canada, registered under the provisions of the Income Tax Act which shall be designated by the Board of Directors. This clause was previously unalterable.
- (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. This clause was previously unalterable.
- (c) The Society shall be carried on without purpose of 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 purposes. 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.