

BOARD RESOURCES

CANADA
PROVINCE OF BRITISH COLUMBIA

NUMBER
S-15629

Province of British Columbia
Ministry of Consumer and Corporate Affairs
REGISTRAR OF COMPANIES

SOCIETY ACT
Certificate of Incorporation

I HEREBY CERTIFY THAT
TERRACE WOMEN'S RESOURCE CENTRE SOCIETY

HAS THIS DAY BEEN INCORPORATED UNDER THE SOCIETY ACT

GIVEN UNDER MY HAND AND SEAL OF OFFICE AT VICTORIA, BRITISH COLUMBIA,
THIS 22ND DAY OF MAY, 1980

(Signature of L.G. Huck)

L.G. HUCK

DEPUTY REGISTRAR OF COMPANIES

ORIGINAL WAS
FILED AND REGISTERED MAY 22 1980

CERTIFIED TRUE COPIES

M.A. Jorre de St. Jorre
ASSISTANT DEPUTY REGISTRAR OF COMPANIES FOR THE PROVINCE OF BRITISH COLUMBIA.

AMENDED by Special Resolution May 27, 1982

AMENDED by Special Resolution October 27, 2014

AMENDED by transition to new Societies Act June 7, 2017

CONSTITUTION

The name of the society is “Terrace Women’s Resource Centre Society.”

The purposes of the society are:

1. To promote safe and healthy communities by providing inclusive support to individuals and families that leads to active participation in civil society.
2. To acknowledge and address the unique challenges for families, particularly women, in our geographic area of Terrace and surrounding communities.
3. To reduce financial, cultural, and social barriers for children, adults, and family groups, with a focus on women, by offering information, support, referrals, and targeted programs.
4. To actively promote communication and partnerships among community groups by sharing information, offering topical workshops, and providing training opportunities that further support families and women.
5. To actively promote effective networking and personal growth opportunities for individuals and families by providing a variety of programs including, but not limited to, literacy, healthy living, safe relationships, and economic prosperity.
6. To provide women’s programs that strengthen self-confidence, overcome isolation, improve socio-economic standing, and increase community attachment.
7. To provide an open and inclusive gathering space for individual and family interactions and for supportive community use.

Bylaws of Terrace Women's Resource Centre Society

Part 1 — Interpretation

- 1 (1) In these bylaws, unless the context otherwise requires:
 - "**directors**" means the directors of the society for the time being;
 - " **Society Act** " means the *Society Act* of British Columbia from time to time in force and all amendments to it;
 - "**registered address**" of a member means the member's address as recorded in the register of members.
- (2) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
- 2 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2 — Membership

- 3 The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
- 4 A person may apply to the directors for membership in the society and on acceptance by the directors is a member.
- 5 Every member must uphold the constitution and comply with these bylaws.
- 6 The amount of the first annual membership dues must be determined by the directors and after that the annual membership dues must be determined at the annual general meeting of the society.
- 7 A person ceases to be a member of the society
 - (a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,
 - (b) on his or her death or, in the case of a corporation, on dissolution,
 - (c) on being expelled, or
 - (d) on having been a member not in good standing for 12 consecutive months.
- 8 (1) A member may be expelled by a special resolution of the members passed at a general meeting.
 - (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
 - (3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 9 All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

Part 3 — Meetings of Members

- 10 General meetings of the society must be held at the time and place, in accordance with the *Society Act*, that the directors decide.
- 11 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

- 12 The directors may, when they think fit, convene an extraordinary general meeting.
- 13 (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
(2) 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 that meeting.
- 14 The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 4 — Proceedings at General Meetings

- 15 Special business is
 - (a) all business at an extraordinary general meeting except the adoption of rules of order, and
 - (b) all business conducted at an annual general meeting, except the following:
 - (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;
 - (vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.
- 16 (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
(3) A quorum is 3 members present or a greater number that the members may determine at a general meeting.
- 17 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must 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 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- 18 Subject to bylaw 19, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
- 19 If at a general meeting
 - (a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
 - (b) the president and all the other directors present are unwilling to act as the chair,the members present must choose one of their number to be the chair.

- 20 (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
- 21 (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- (2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
- 22 (1) A member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting is by show of hands.
- (3) Voting by proxy is not permitted.
- 23 A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.

Part 5 — Directors and Officers

- 24 (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to
- (a) all laws affecting the society,
 - (b) these bylaws, and
 - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
- (2) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
- 25 (1) The president, vice president, secretary, treasurer and one or more other persons are the directors of the society.
- (2) The number of directors must be 3 or a greater number determined from time to time at a general meeting.
- 26 (1) The directors must retire from office at each annual general meeting when their successors are elected.
- (2) Separate elections must be held for each office to be filled.
- (3) An election may be by acclamation, otherwise it must be by ballot.
- (4) If a successor is not elected, the person previously elected or appointed continues to hold office.
- 27 (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (2) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.

- 28 (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.
- (2) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
- 29 The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- 30 A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

Part 6 — Proceedings of Directors

- 31 (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.
- (3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
- (4) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.
- 32 (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
- 33 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
- 34 The members of a committee may meet and adjourn as they think proper.
- 35 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
- 36 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, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- (a) a notice of meeting of directors is not required to 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, if a quorum of the directors is present, are valid and effective.
- 37 (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.

- (2) In the case of a tie vote, the chair does not have a second or casting vote.
- 38 A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
- 39 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.

Part 7 — Duties of Officers

- 40 (1) The president presides at all meetings of the society and of the directors.
 - (2) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
- 41 The vice-president must carry out the duties of the Chair during the president's absence.
- 42 The secretary must do the following:
 - (a) conduct the correspondence of the society;
 - (b) issue notices of meetings of the society and directors;
 - (c) keep minutes of all meetings of the society and directors;
 - (d) have custody of all records and documents of the society except those required to be kept by the treasurer;
 - (e) have custody of the common seal of the society;
 - (f) maintain the register of members.
- 43 The treasurer must
 - (a) keep the financial records, including books of account, necessary to comply with the *Society Act*, and
 - (b) render financial statements to the directors, members and others when required.
- 44 (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
 - (2) If a secretary treasurer holds office, the total number of directors must not be less than 3 or the greater number that may have been determined under bylaw 25 (2).
- 45 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

Part 8 — Seal

- 46 The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
- 47 The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or vice-president and secretary treasurer.

Part 9 — Borrowing

- 48 In order to carry out the purposes 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, and, in particular but without limiting that power, by the issue of debentures.
- 49 A debenture must not be issued without the authorization of a special resolution.
- 50 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

- 51 This Part applies only if the society is required or has resolved to have an auditor.
- 52 The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
- 53 At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
- 54 An auditor may be removed by ordinary resolution.
- 55 An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 56 A director or employee of the society must not be its auditor.
- 57 The auditor may attend general meetings.

Part 11 — Notices to Members

- 58 A notice may be given to a member, either personally or by mail to the member at the member's registered address.
- 59 A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- 60 (1) Notice of a general meeting must be given to
- (a) every member shown on the register of members on the day notice is given, and
 - (b) the auditor, if Part 10 applies.
- (2) No other person is entitled to receive a notice of a general meeting.

Part 12 — Bylaws

- 61 On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.
- 62 These bylaws must not be altered or added to except by special resolution.
- 63 Clause 3: In the event of winding up or dissolution of the Society, any 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 concerned with social problems or Organizations promoting the same object of this Society, as may be determined by the members of the Society at the time of winding up or dissolution, but in the event that the foregoing provisions cannot be effected, then such funds shall be given or transferred to some other Organizations, provided such Organization referred to in this paragraph shall be a charitable organization, a charitable Corporation, or a

charitable Trust recognized by the Department of National Revenue of Canada as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect. **This provision was previously unalterable.**

64 Clause 4: Any profits or other accretions of the Society shall be used for promoting its objectives.

This provision was previously unalterable.

65 Clause 5: Clauses 3, 4, and 5 are unalterable in accordance with Section 22 of the Societies Act. **This provision was previously unalterable.**

Agreement for Members of the Terrace Women's Resource Centre Society. Board of Directors

The name of the Society is *Terrace Women's Resource Centre Society*.

The Purpose of the Collective is to provide a range of community based social, advocacy, education and health services to women and families. We are committed to delivering quality services by working together to address service needs in our region.

The liability of a member of the Society is limited in accordance with the Society Act.

I understand that as a member of the Board of Directors of the *Terrace Women's Resource Centre Society(TWRCS,)* I have an ethical and moral responsibility to ensure that the TWRCS and its Board does the best possible in pursuit of the society's mission, aims, goals and mandates.

I believe in the purpose and mission of the society and will act responsibly and prudently as a steward of the TWRCS. I have acquainted myself with the TWRCS' Manual of Policy and Procedures and am in agreement with the stipulations set out therein.

As a part of my responsibilities as a member of the Board of Directors of TWRCS, I agree I will:

1. Interpret and represent the organization and society's work and values, while acting as a spokesperson when upon to do so
2. Attend no less than 90% of all board meetings annually, and if I am to be absent, will contact the chairperson of the board or notify members of the board of my absence prior to the meeting date
3. Act in the best interest of the organization and society and excuse myself from any discussion and votes wherein I have a conflict of interest
4. Stay informed about what is going on in the organization and society and ask question, request information and take responsibility for issues, policies and other board and society matters
5. Work in good faith with staff and other board members as partners toward our achievements and goals.
6. Respect and maintain all issues of confidentiality concerning the TWRCS, its board, staff, employees, partners and clients.

In turn, the TWRCS will ensure the following:

1. I will be sent an update of the TWRCS's activities so that I am able to meet my ethical obligations
2. Opportunities will be offered to me to discuss issues and ideas with TWRCS staff and programs
3. The employees of the TWRCS and the board will respond in a straight forward fashion to questions I have that address ethical and moral responsibilities to the TWRCS. Fellow members of the TWRCS board and employee will work in good faith with me towards the achievement of our goals.

Signed: _____

Date: _____

The individuals listed below desire to form into a society board under the Society Act and by their signatures, subscribe to the agreement set opposite their names.

Letter of Understanding:

**Letter of Understanding
between
Terrace Women's Resource Centre Society
and
Terrace Women's Centre Board of Directors**

Whereas the above mentioned parties have agreed to work in cooperation with each other in the formation of the Board of Directors

Whereas the parties maintain charitable tax status, are registered under the Society's Act of British Columbia and are governed by a volunteer Board of Directors, and

Whereas the parties provide social and community services to individuals and families in Terrace and surround communities; the organizations above agree to the following:

- 1) Maintain autonomy as organizations while working collectively to achieve individual and collective cost savings, competitiveness and competency and
- 2) Work cooperatively to enhance and improve the quality of services to clients and the community; and
- 3) Jointly develop protocols with regard to Coalition membership, confidentiality, decision making and conflict resolution, which shall be attached as Addendums to this Letter of Understanding

Signed and delivered on behalf of

Terrace Women's Resource Centre Society

(signature)

(date)

(signature)

(date)

Code of Conduct

Conflict in Organizations

For the purposes of this Board, a board member is in a conflict of interest when he or she exercises an official power, duty or function that provides an opportunity to further his or her private interests or those of his or her relatives or friends or to improperly further another person's private interests.

Intersectionality and Feminism

Members of the board need a strong passion for feminism in the workplace, community and home. Members of the board shall be conscious of the historical, geographical and economic differences between women due to social, economic, racial, sexuality and gender adversity they face. Members need to recognize that their approach to feminism (equality among men and women) needs to consider the unique truths of the individuals and the existing anti-racist, anti-oppression viewpoint in which Intersectionality feminism uses.

Role of the Board of Directors

Accountability

The Board of Directors is collectively accountable to the members, community, funders and other stakeholders. They are accountable for the Society's performance in relation to its mission and strategic objectives, and for the effective stewardship of financial and human resources.

Authority

Individual board members have no authority to approve actions by the Society, to direct staff, or to speak on behalf for the Society unless given such authority by the board.

Time Commitment

One to six hours a month (board meetings, preparing for board meetings, participating in committees and attending special events).

Responsibility

Board members are responsible for acting in the best long-term interests of the Society and the community and will bring to the task of informed decision-making a broad knowledge and an inclusive perspective.

Principle Duties

Every member of the Board of Directors is expected to do the following:

- Prepare for and participate in board meetings
 - Listen to others' views, advocate their own, identify common interests and alternatives, and be open to compromise
 - Support governance decisions once made
 - Participate in review of the Society's mission and objectives and in development of a strategic plan
 - Help the board to monitor the performance of the Society in relation to its mission, objectives, core values and reputation
 - Abide by the by-laws, code of conduct, conflict of interest and other polices
 - Monitor the financial performance of the Society in relation to its mission.
-
- Help establish, review and monitor operational polices
 - Identify prospective board members and possibly help recruit them
 - Contribute to the work of board as a member of a board committee
 - Attend and participate in the Annual General Meeting
 - Be an ambassador for the Society – ensure ones involvement is known within their own network of

friends and contacts.

- Keep informed about community issues relevant to the mission and objectives of the Society

Qualifications

The following are considered key job qualifications:

- Knowledge of the community
- Commitment to the Society's mission and strategic directions
- A commitment of time
- Openness to learning

Removal of a Board Member

A director may be removed from the board, by majority vote, for trying to exercise authority where they have none or for not following the code of conduct or other policies that apply to the board. Being absent from three consecutive board meetings without notice and reasonable cause will result in the automatic removal from the board unless otherwise determined by a decision of the board.

DUTIES OF A DIRECTOR

1. Duties on Appointment as a Director

A new director should know the purposes of the charity. These will be found in the Letters Patent of the constitution. New directors should be familiar with the general requirements of charities law.

2. Duty to be Reasonable, Prudent and Judicious

Directors must handle the charity's property with the care, skill and diligence that a prudent person would use. They must treat the charity's property the way a careful person would treat their own property. They must always protect the charity's property from undue risk of loss and must ensure that no excessive administrative expenses are incurred.

3. Duty to Carry Out the Charitable Purposes

The charity's property can only be used for purposes of the charity. It cannot be used for any other purpose.

Charities may have more than one purpose. The purposes are found in the corporation's Letters Patent. If property is improperly used, directors or trustees may be required by a court to repay the money.

4. Duty to Avoid Conflict-of-Interest Situations

Directors should avoid conflicts of interest. A conflict of interest arises when a director has a personal interest in the result of a decision made by the charity.

Directors must always consider the interests of the charity and not allow their personal interests or preferences to affect their conduct and decisions.

Directors must also avoid the **appearance** of conflict of interest.

If the directors have any discretion in choosing the people who benefit from the charity, they must use this power with complete fairness. The choices must be fair and must also appear to be fair.

To avoid the appearance of conflict of interest, in general, a director should not transact business with the charity or accept any personal benefit from the charity.

5. Duty to Act Gratuitously

Generally a charity cannot pay a director to act in the capacity of a director. Also, a director cannot be paid for services provided in any other capacity unless permitted by a court order.

A charity can reimburse a director for reasonable expenses.

6. Duty to Account

Directors are responsible for the charity's property. They must make sure that proper accounts are maintained and that invoices supporting the accounts are kept.

7. Duty to Manage the Charity's Assets

The Directors are responsible for the management of the charity's funds and assets. They should not delegate this responsibility to employees or financial consultants, although they may rely on the advice and assistance of such people.

Directors must act in person and make all major decisions concerning the charity. They can delegate the day-to-day management of the charity to employees but they remain responsible.