

THE UNIVERSITY WOMEN'S CLUB OF VANCOUVER BYLAWS

PART 1 - INTERPRETATION

1.1 In the constitution and these bylaws:

- a) "Act" means the *Societies Act*, S.B.C. 2015, c. 18, as amended from time to time, and includes any successor legislation thereto,
- b) "AGM" means an annual general meeting,
- c) "Board" means the directors of the Club for the time being, acting as a body,
- d) "Club" means The University Women's Club of Vancouver, British Columbia,
- e) "director" means a director of the Club,
- f) "electronic means" means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:
 1. in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
 2. in relation to a vote, permits voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters.
- g) "Federation" means the Canadian Federation of University Women,
- h) "general meeting" means a general meeting of the members of the Club,
- i) "Hycroft" means the estate, property and buildings located at 1489 McRae Avenue, Vancouver, B.C.,
- j) "GWI" means Graduate Women International,
- k) "member" means a member of the Club,
- l) "ordinary resolution" and "special resolution" have the meaning given to them in the Act,
- m) "registered address" means a member's address as recorded in the register of members,
- n) "written" means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, and fax,
- o) the singular includes the plural and vice versa, and
- p) persons include corporations and associations.

1.2 The definitions in the Act on the date these bylaws become effective apply to these bylaws.

- 1.3 On being admitted to membership, each member is entitled to, and the Club must on request give the member without charge, a copy of the constitution and these bylaws.

PART 2 - MEMBERSHIP

- 2.1 1) The members of the Club are those women 19 years of age or older who support the purposes of the Club and who become members in accordance with these bylaws.
2) The Club, and each member of the Club, is a member of the Federation and of GWI.
- 2.2 1) A woman may apply to the Board for membership, and on approval by the Board is a member.
2) The Board may in its sole discretion approve, postpone, or refuse an application for membership.
- 2.3 An application for membership must:
a) be in writing
b) be in a format approved by the Board, and
c) include payment information to process applicable dues and fees.
- 2.4 1) There are two classes of voting members: regular and associate.
a) A regular member must:
i) have earned a degree, diploma or equivalent qualification from an institution of higher learning recognized by the Federation, or
ii) have been accepted into a program leading to a masters or doctoral degree at an institution of higher learning recognized by the Federation, or
iii) be a member of a self-governing profession that requires a degree, diploma or equivalent qualification from an institution of higher learning as a pre-requisite to membership.
b) An associate member is a woman who is not eligible to be a member of another class, but supports the purposes of the Club and CFUW. The number of non-degree members must not be more than 20% of the total number of members.
- 2) There are four classes of non-voting members: non-resident, local honorary, honorary life and visiting.
a) A non-resident member is a woman who has been a regular or associate member for at least one year, but who now ordinarily resides 100 kilometers or more from Hycroft, as determined by the boundaries on a map approved by the Board.

- b) A Local Honorary member is a woman, not currently a Club member, who has made a significant contribution to the advancement of women in keeping with the purposes of The UWCV and is appointed by resolution of the Board. A Local Honorary member holds that position for such term as the Board may determine and does not pay membership dues.
 - c) An honorary life member is a woman who has given long and significant service to the Club, no longer participates regularly in the Club, and is appointed by resolution of the Board. An honorary life member does not pay membership dues. The Club shall pay CFUW dues on her behalf. An honorary life membership is not transferrable.
 - d) A visiting member is a woman who:
 - i) is temporarily resident in Vancouver,
 - ii) is a current member of an organization belonging to the GWI, or is eligible for such membership. A woman may be a visiting member only once and for a period of up to 12 consecutive months.
- 3) Subject to the constitution and bylaws, the Board must determine the rights and responsibilities of members, what services and facilities are provided to members, and any fee that will be charged for those services and facilities.

2.5 Membership is not transferable.

2.6 Every member and director must comply with:

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

2.7 1) A member ceases to be a member on:

- a) delivering a written resignation to the Club,
 - b) death,
 - c) having been a member not in good standing for 10 days for non-payment of annual dues, or
 - d) being expelled.
- 2) A member who ceases to be a member is not entitled to re-payment of entrance fees or annual membership dues.

2.8 1) A member becomes a member not in good standing on failing to pay:

- a) a debt due and owing to the Club, or
 - b) annual membership dues by or before July 21st.
- 2) Members not in good standing for failure to pay dues, fees, levies, or usage charges as prescribed in these bylaws shall not be entitled to vote, or to receive benefits and privileges of membership.

- 2.9 1) A member who resigns may apply to the Board for reinstatement, but only within a period of five years after resigning, and upon payment of annual membership dues for the year in which the member rejoins.
- 2) A member who ceases to be a member by reason of bylaw 2.7 c) may apply for reinstatement within one year after becoming a member not in good standing. The application must include annual membership dues for the year in which the member rejoins, together with a reinstatement fee of ten percent of annual membership dues.
- 2.10 1) A member may be expelled, suspended or otherwise disciplined for conduct injurious to the Club, by a resolution of the Board of which at least 2/3 of all the directors then in office are in favour.
- 2) The Board must provide written notice of a proposed resolution for disciplinary action to the member in question, accompanied by a brief statement of the reasons for the disciplinary action.
- 3) Upon issuing a notice of resolution for disciplinary action, the Board and the member concerned must each appoint one member. Those two members must in turn appoint a third, and the three must jointly investigate the conduct, and report on it to the Board and the member within 30 days.
- 4) A member who is the subject of a proposed disciplinary action must be given an opportunity to be heard at the Board meeting before the resolution is put to a vote.
- 2.11 In addition to any rights conferred by the Act, a member in good standing has the following rights and privileges of membership, by class:

Regular Members and Associate Members

- a) to receive notice of, and to attend, all general meetings;
- b) to make or second motions at a general meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- c) to exercise a vote on matters for determination at general meetings; and
- d) may participate in the programs and initiatives of the Club, in accordance with such criteria as may be determined by the Board from time to time.

Non-resident Members, Honorary Members and Visiting Members

- e) to receive notice of, and to attend, all general meetings;
- f) to make or second motions at a general meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted; and
- g) may participate in the programs and initiatives of the Club, in accordance with such criteria as may be determined by the Board from time to time.

PART 3 – FEES AND DUES

- 3.1
- 1) The amount of entrance fees and annual Club membership dues for each class of members must be determined by resolution at a general meeting, provided that:
 - a) each member is given fourteen days' notice of the resolution, and
 - b) at least two thirds of the members present vote in favour of the resolution.
 - 2) The annual Club membership dues of a woman who is less than 30 years of age on the date she applies to become a member or renews her membership must be 50% of the annual Club membership dues of a regular or associate member.
 - 3) The annual CFUW membership dues of a woman who is enrolled as a full-time student at an institution of higher learning recognized by the Federation, in a degree, diploma or equivalent program which may lead to graduate studies, must be at the current full-time student rate as stipulated by CFUW.
 - 4) The annual Club membership dues of a woman who becomes a non-resident member must be 20% of the annual Club membership dues of a regular or associate member.
 - 5) A local honorary member pays no membership dues.
 - 6) The Club membership dues of a visiting member are pro-rated and must be paid in advance.
- 3.2
- 1) The annual Club membership dues and fees of a member, together with the Federation dues that are payable by that member, must be received by the Club by July 1st. Payment may be made by lump sum, post-dated monthly cheques, automated monthly credit card payment, or other electronic payment arrangements.
 - 2) The Club must send a membership renewal notice to all members no later than June 1st.
 - 3) For the purposes of all bylaws relating to membership, entrance fee, and Club membership dues, "year" means July 1st – June 30th.
 - 4) Where a member is not in good standing by reason of bylaw 2.8.1.b:
 - a) any Club expenses incurred after July 21 must be paid by cash only,
 - b) any dues or debts owed the Club and not paid by July 21st will incur a late payment levy of 2% net 10,
 - c) any dues or debts owed the Club after 10 days of the member being not in good standing shall be subject to recovery with costs.
- 3.3
- 1) The Board may:
 - a) pro-rate Club membership dues for new applicants for membership, and
 - b) reduce or waive Club membership dues where it seems just and equitable.
 - 2) A member who is a member of another club that is a member of the Federation must pay required Federation dues to that organization or the Club, but not both.

PART 4 - MEETINGS OF MEMBERS

- 4.1
- 1) General meetings must be held at the time and place that the Board decides.
 - 2) The AGM must be held in June each year.
 - 3) A general meeting must be held in January each year, to approve the budget.
- 4.2
- The Board may convene:
- a) additional general meetings at any time of the year, and
 - b) social and educational meetings.
- 4.3
- 1) The Board, on the requisition of 10% or more of the voting members, must convene a general meeting without delay.
 - 2) The requisition may be made in a single record or may consist of several records in similar form and must:
 - a) contain the names of, and be signed by, not fewer than 10% of the voting members,
 - b) state, in 200 words or less, the business to be considered at the meeting, including any special resolution the requisitionists wish to have considered at the meeting
 - c) be delivered to the delivery address, or mailed by registered mail to the mailing address, of the registered office of the Club, and
 - d) be sent to each individual listed in the Club's register of directors.
 - 3) If, within 21 days after the date of the Club's receipt of a requisition, the Board does not convene a general meeting, a majority of the requisitionists may call a general meeting in accordance with the Act.
 - 4) A general meeting convened by the requisitionists must be convened in the same manner, as nearly as possible, as general meetings are convened by the Board, except that notice of the meeting must be sent to every director as well as to every member.
- 4.4
- 1) Notice of a general meeting must be provided at least 14 days in advance and will specify the place, the day and the time of the meeting and will include the text of every special resolution to be proposed or considered at that meeting.
 - 2) The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 4.5
- All regular and associate members in good standing are eligible to vote at a general meeting.

PART 5 - PROCEEDINGS AT GENERAL MEETINGS

- 5.1
- 1) At a general meeting, the following business is ordinary business:
 - a) adoption of rules of order,
 - b) consideration of the financial statements,
 - c) the report of the Board,
 - d) the report of the auditor/reviewer,
 - e) appointment of the auditor/reviewer, if required,
 - f) election of directors, and
 - g) the other business that, under these bylaws, ought to be transacted at an AGM, or business which is brought under consideration by the report of the Board issued with the notice convening the meeting.
 - 2) A notice of a general meeting must state the nature of any special business (i.e. 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.
- 5.2
- 1) Quorum is 35 members present who are eligible to vote and in good standing.
 - 2) No business, other than the election of a Chair and the adjournment or termination of the meeting, can be conducted at a general meeting at a time when a quorum is not present.
 - 3) If during a general meeting a quorum ceases to be present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 5.3
- 1) The President, the First Vice-President, the Second Vice-President, or, in the absence of them all, one of the other directors present, must preside as Chair of a general meeting.
 - 2) If at a general meeting there is no President, First Vice-President, Second Vice-President or other director present within 15 minutes after the time appointed for holding the meeting, or the President, First Vice-President, Second Vice-President and all other directors present are unwilling or unable to act as Chair, the members present must choose a member who is present to be Chair.
- 5.4
- 1) Voting is by show of hands, except in the election of directors, or when a ballot is requested by a majority of members present, by a show of hands.
 - 2) All members have the right to notice of, to attend, and to speak at general meetings. Only regular, and associate members have the right to vote and to be directors.
 - 3) Proxy voting is prohibited.

- 4) The Board may determine, in its discretion, to hold any general meeting in whole or in part by electronic means, so as to allow some or all members to participate in the meeting remotely. Where a general meeting is to be conducted using electronic means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any. Persons participating by permitted electronic means are deemed to be present at the general meeting.
- 5.5
- 1) The Chair of a general meeting does not have a casting or second vote in addition to the vote to which the Chair is entitled.
 - 2) The Chair of a general meeting must not move or propose a resolution.
 - 3) A resolution proposed at a general meeting must be seconded.
- 5.6
- 1) A general meeting may be adjourned from time to time and from place to place.
 - 2) No business may be transacted at an adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - 3) When a general meeting is adjourned for more than 14 days, notice of the adjourned meeting must be given as for the original meeting.
 - 4) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 5.7
- 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 stands adjourned to the same weekday 14 days later, 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. No notice of a meeting adjourned under this section need be given to members not present.
- 5.8
- A general meeting may adopt rules of order, but if it does not do so, then the most recent edition of Robert's Rules of Order must be used.
- 5.9
- 1) A notice may be given to a member personally, by mail, by fax, or by e-mail to the member at the member's address, fax number, or e-mail address, as shown in the register of members.
 - 2) A member must promptly and in writing notify the Club of any change in the member's name, address, e-mail address, and fax and telephone numbers.
 - 3) A notice sent by mail from the Club's office is deemed to have been received two days after being mailed.

- 4) A notice sent by fax or e-mail is deemed to have been received 24 hours after being sent.
- 5.10
- 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 financial statements on which the auditor has reported are to be presented at the meeting.
 - 2) No other person is entitled to receive a notice of general meeting.

PART 6 - BOARD

- 6.1
- 1) The Board may exercise all the powers of the Club, and do all the things that the Club may do, subject to:
 - a) the constitution and these bylaws,
 - b) all laws affecting the Club, and
 - c) rules, not being inconsistent with these bylaws, which may be made from time to time by the Club in general meeting.
 - 2) A rule made by the Club in a general meeting does not invalidate a prior valid act of the Board.
- 6.2
- A director ceases to be a director on:
- a) ceasing to be a regular or associate member in good standing,
 - b) the end of the director's term of office, unless the director is elected to another position,
 - c) resigning in writing,
 - d) becoming unable to perform the duties of a director, as determined by a resolution of the Board, of which at least 2/3 of all directors then in office vote in favour, or
 - e) failing to attend three meetings of the Board in one year without just cause.
- 6.3
- 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.
- 6.4
- If the President ceases to hold office during the first year of her term, an election must be held to fill the vacancy. If the President ceases to hold office during the second year of her term, the first Vice-President becomes President for the remainder of the term, and is then eligible to be elected President.
- 6.5
- 1) The Board may appoint a member as a director to fill a vacancy in the Board, including a vacant position not filled at the AGM.
 - 2) A director so appointed holds office only until the adjournment of the next AGM, but may be reelected at that meeting.
 - 3) A director who is appointed under this bylaw more than six months before the

AGM may only be elected for a further year in that office.

- 6.6 No act or proceeding of the Board is invalid only by reason that there are fewer directors in office than the number required by bylaw 7.1(1).
- 6.7 Directors must not be remunerated for acting as directors, but a director may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Club. This provision is unalterable.
- 6.8 To the extent permitted by the Act, each director and eligible party (as defined by the Act) will be indemnified by the Club against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that person by reason of his or her holding or having held authority within the Club:
- a) is or may be joined as a party to such legal proceeding or investigative action; or
 - b) is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

PART 7 – NOMINATIONS AND ELECTIONS

- 7.1
- 1) The Board must be made up of the following directors:
 - a) the President, First Vice-President, Second Vice-President, Secretary, and Treasurer, who are also the elected officers, and
 - b) the Chairs of the Standing Committees, a member at large, and member relations.
 - 2) A director elected pursuant to bylaw 7.1(1) must have been a regular or associate member for at least two years.
 - 3) The President must have served at least two years as a director within the five years prior to taking office, and the First Vice-President must have served at least one year as a director.
- 7.2
- 1) Directors have a term of office of two years.
 - 2) Except when proceeding directly to the office of President, a director may serve only two consecutive terms, and must then not be a director for one year.
 - 3) A director who serves two consecutive terms must hold a different position under bylaw 7.1(1) for each of those terms.
- 7.3
- 1) The directors must be elected at the AGM.
 - 2) The Board must call for nominations no later than April 15th.
 - 3) Nominations must be in writing and must be submitted to the Nominations Committee on or before May 1st. A candidate must be nominated for a specified

position, can only stand for one position, and must consent to the nomination.

- 4) The Nominations Committee may nominate candidates, and must make reasonable efforts to ensure that there is at least one candidate for each position.
- 5) Nominations from the floor of the AGM are prohibited.

- 7.4
- 1) Elections must be conducted by secret ballot, except where there is only one candidate, in which case the candidate is elected. Every regular or associate member in good standing has one vote for each position to be filled.
 - 2) In an election where there is more than one eligible nominee for a vacant position at the close of the nomination period, the election will be by secret ballot and the following rules apply:
 - (a) the secret ballot may be conducted by written ballot or electronic means, either at or prior to the annual general meeting, all at the discretion of the Board;
 - (b) ballots will be sent or otherwise made accessible to all voting members in good standing, and only to those members;
 - (c) each ballot will include the name of each eligible nominee for that position;
 - (d) each voting member may vote for only one nominee for that position. Any ballot will be deemed to be void if it records votes for more than one nominee for that position;
 - (e) ballots for that position will be counted following the close of the election period by scrutineers appointed by the Board;
 - (f) the nominee for that position receiving the most votes is elected;
 - (g) the results of the election by secret ballot for that position will be announced by the President to all members following the counting of the ballots; and,
 - (h) a member may make a motion for a recount of the votes in respect of the election for that position after the President announces the election outcome. Such motion for a recount must be made during the meeting, must be seconded, is not debatable, and requires a majority vote to pass. If such motion for a recount is passed, the scrutineers shall immediately recount the ballots for that position and the results of the recount shall then be announced by the President during the meeting.
 - 3) The Board may permit voting by advance ballot at the Club's business premises during the two weeks preceding the AGM, but if it does so must make reasonable provisions for confidentiality and security of the ballot.
 - 4) Directors take office at the adjournment of the AGM at which they are elected.
 - 5) The Board may establish, by Board Resolution from time to time, such additional policies and procedures related to the nomination and election of Directors and Officers as it determines necessary or prudent for the Society, provided that such policy and procedure does not contradict the Act or these bylaws.

PART 8 - BOARD RESPONSIBILITIES

- 8.1 1) A director must:
- a) act honestly and in good faith and in the best interests of the Club, and
 - b) exercise the care, diligence and skill of a reasonably prudent person, in exercising the powers and performing the functions of a director.
- 2) 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 the Board of a Club.
- 8.2 Nothing in a contract, the constitution or bylaws, or the circumstances of a director's appointment, relieves a director from:
- a) the duty to act in accordance with the Act and the regulations, or
 - b) a liability that by a rule of law would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the Club.
- 8.3 A director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Club, or a matter for consideration by the directors:
- 1) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
 - 2) will disclose fully and promptly the nature and extent of her interest in the contract, transaction or matter;
 - 3) is not entitled to vote on the contract, transaction or matter;
 - 4) will absent himself or herself from the meeting or portion thereof:
 - a) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
 - b) in any case, during the vote on the contract, transaction or matter; and
 - 5) refrain from any action intended to influence the discussion or vote.

The Board may establish further policies governing conflicts of interest of directors and others, provided that such policies must not contradict the Act or these bylaws.

- 8.4 1) A director must not be an employee or contractor of the Club for a period of one year after ceasing to be a director.
- 2) An employee or contractor of the Club must not be a director for a period of one year after ceasing to be an employee or contractor.

PART 9 - PROCEEDINGS OF THE BOARD

- 9.1
- 1) The Board may meet together at the places and times it thinks fit to dispatch business, adjourn and otherwise regulate its meetings and proceedings.
 - 2) Quorum at a meeting of the Board is a majority of the directors then in office.
 - 3) A director may at any time, and the Secretary, on the request of a director, must, call a meeting of the Board. Notice is sufficient if sent by ordinary mail addressed to a director at the director's home address, by facsimile, or by e-mail.
 - 4) There must be at least six meetings of the Board each year.
- 9.2 Subject to the Act and these bylaws, the Board may adopt rules of order for its meetings, but if it does not do so then the most recent edition of Robert's Rules of Order must be used.
- 9.3 Electronic meetings of the Board by internet or telephone are authorized. Conditions of opportunity for deliberation among participants in electronic meetings must be equivalent to those of regular meetings held in one room or area with participants actually present.
- 9.4 A director may waive notice of any meeting or meetings of the Board, and may at any time withdraw the waiver, and until the waiver is withdrawn:
- a) no notice of meetings of the Board need be sent to that director, and
 - b) all meetings of the Board, notice of which have not been given to that director are, if a quorum is present, deemed to be valid and effective.
- 9.5
- 1) Except where otherwise required, questions arising at meetings of the Board and committees must be decided by a simple 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.
- 9.6 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.

PART 10 – DUTIES OF OFFICERS

- 10.1 Subject to the bylaws, the Board must determine the duties and responsibilities of each of the directors and officers.
- 10.2 The President:
- a) must supervise the other directors in the execution of their duties,
 - b) must chair all meetings of the Board and the Club,

- c) has the right to receive notice of, to attend, to speak at and to vote at meetings of all committees except the Nominations Committee, as an ex-officio member,
- d) has the powers and duties generally pertaining to the office of President, subject to any restrictions imposed by the Board, and
- e) must meet twice each year with the Trustees of the Trust Fund for Education.

10.3 The First Vice-President, in the President's absence, must perform the duties of the President. In the absence of both the President and the First Vice-President, the Second Vice-President must do so.

10.4 1) The Secretary must:

- a) conduct the correspondence of the Club,
- b) issue notices and keep minutes of all meetings of the Club and the Board,
- c) have custody of all records and documents of the Club except those which must be kept by the Treasurer,
- d) have custody of the common seal of the Club,
- e) be responsible for filings with the Registrar, and
- f) maintain the register of members.

2) The Board may delegate the duties of the Secretary to an employee of the Club.

10.5 In the absence of the Secretary from a meeting, the Board must appoint another person to act as Secretary.

10.6 1) The Treasurer must:

- a) chair the Finance Committee,
- b) keep the financial records, including books of account, necessary to comply with the Act, and
- c) render financial statements to the Board, members, and others when required.

2) The Board may delegate the duties of the Treasurer to an employee of the Club.

10.7 The President should appoint a Board member liaison to the Federation and Status of Women Committees.

10.8 The Board may employ an executive director, who may also be titled the general manager or chief executive officer, and if it does so must set the terms of employment, authority, responsibility, and remuneration of that person.

PART 11 – COMMITTEES

- 11.1
- 1) The standing committees are the Finance, Membership, Education and House Committees.
 - 2) The chair of each standing committee must be elected at the AGM.
 - 3) A standing committee may appoint or elect a co-chair, to assist the chair in the performance of her duties as chair. A co-chair is not a director.
 - 4) The Nominations Committee must be appointed pursuant to and has the duties set out in bylaw 7.3.
 - 5) The chair of the Constitution and By-Laws Committee must be nominated by the President, and that appointment must be ratified by the Board.
 - 6) A standing or other committee may determine, in its discretion, to hold its meetings in whole or in part by electronic means, so as to allow some or all members to participate in the meeting remotely. The committee must take reasonable steps to ensure that all members 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 permitted electronic means are deemed to be present at the committee meeting.
- 11.2
- 1) There must be two types of special committees, appointed by and reporting to the Board:
 - a) Continuing committees, whose task is ongoing, and
 - b) Ad hoc committees, that are appointed to perform a specific task and that cease to exist on completion of that task.
 - 2) The Board must appoint special committees. The chair of a continuing committee may be recommended by the members of the committee, subject to confirmation by the Board. If a continuing committee does not recommend a chair, the Board must appoint one.
 - 3) The chair of a continuing committee has a term of office of two years, and may be re-appointed.
 - 4) The chair of each special committee may nominate members to the committee, subject to confirmation by the Board. The term of office of the members of a committee ends at the end of the chair's term of office, but they may be re-appointed if nominated by the chair and confirmed by the Board.
- 11.3
- The Board may as it thinks fit delegate any, but not all, of its responsibilities and authority to such other committees as it deems necessary.

PART 12 – FINANCE

- 12.1 An expense that is not included in the budget must be approved:
- a) by the Board, where the amount is not more than \$5,000.00, or
 - b) by ordinary resolution at a general meeting on 14 days' notice, where the amount is more than \$5,000.00.
- 12.2 The Club must not borrow, raise money, or issue a debenture or mortgage unless it is authorized by a special resolution.
- 12.3 The Club must invest its funds as determined by the Board, subject to the Board exercising the judgment and care, under the circumstances then prevailing, which persons of prudence, character and intelligence exercise in the management of their own affairs.
- 12.4 The fiscal year of the Club is February 1st – January 31st.
- 12.5 The Board must by resolution determine the signing officers of the Club, and any limits to their authority.
- 12.6
- 1) The Club must not conduct any fund-raising event without the prior approval of the Board.
 - 2) If the Club plans a fund-raising event that requires each member to pay for or sell a number of tickets, that event must be approved by ordinary resolution. No more than two such events can be held in one year.
- 12.7 Subject to the Personal Information Protection Act and other applicable statutes, the
- a) financial statements, Board and members' minutes, and register of members may be inspected by a member, on reasonable notice.
 - b) other documents of the Club, including its accounting records, may be inspected by a member on reasonable notice, subject to any resolution of the Board, and
 - c) documents of the Club, including its accounting records, must be open to the inspection of a director, subject only to laws requiring otherwise.

PART 13 – HYCROFT FUND

- 13.1
- 1) The Club shall establish and maintain a fund to be known as the "Hycroft Fund".
 - 2) The purpose of the Hycroft Fund is to provide an emergency fund for the Club.
 - 3) The Hycroft Fund shall be administered by the Finance Committee.

- 4) Subject to Bylaw 13.1(6), at least \$175,000 shall be maintained in the Hycroft Fund at all times.
- 5) Management and administrative expenses of the Hycroft Fund shall be paid from the Hycroft Fund and after the payment of such expenses, any amounts in the Hycroft Fund in excess of the amount stipulated in Bylaw 13.1(4) may be transferred from time to time, subject to any restrictions determined by the Finance Committee, to the operating account of the Club.
- 6) The Board may in an emergency (as determined by the resolution of the Board) draw amounts from the Hycroft Fund below the amount stipulated in Bylaw 13.1(4) for the purpose of such emergency and, in such case, the Board must forthwith:
 - a) notify the members in writing of the declaration of emergency, the nature of the event to be determined to be an emergency, the amount of such withdrawal, the amount remaining in the Hycroft Fund, and the plans to replenish the Hycroft Fund, and thereafter
 - b) cause the Hycroft Fund to be replenished until the amount in the Hycroft Fund is restored to at least the amount stipulated in Bylaw 13.1(4).

PART 14 – AUDIT

- 14.1 The Club is not required to be audited. However, the Club will conduct an audit or review of its annual financial statements if:
 - 1) the directors determine to conduct an audit or review engagement by resolution of the Board; or
 - 2) the members require the appointment of an auditor/reviewer by ordinary resolution, in which case the Club will appoint an auditor qualified in accordance with Part 9 of the Act and these bylaws.
- 14.2 If the Club determines to conduct an audit/review, an auditor/reviewer will be appointed at an annual general meeting to hold office until such auditor is reappointed at a subsequent annual general meeting or a successor is appointed in accordance with the procedures set out in the Act or until the Club no longer wishes to appoint an auditor.
- 14.3 Except as provided in section 14.4, the Board will fill any vacancy occurring in the office of auditor and an auditor/reviewer so appointed will hold office until the next annual general meeting.
- 14.4 An auditor/reviewer may be removed and replaced by ordinary resolution in accordance with the procedures set out in the Act.
- 14.5 An auditor/reviewer will be promptly informed in writing of such appointment or removal.
- 14.6 The auditor/reviewer, if any, must prepare a report on the financial statements of the Club in accordance with the requirements of the Act and applicable law.

- 14.7 The auditor/reviewer, if any, is entitled in respect of a general meeting to:
- 1) receive every notice relating to a meeting to which a member is entitled;
 - 2) attend the meeting; and
 - 3) be heard at the meeting on any part of the business of the meeting that deals with the auditor's/reviewer's duties or function.

An auditor/reviewer who is present at a general meeting at which the financial statements are considered must answer questions concerning those financial statements, the auditor's report, if any, and any other matter relating to the auditor's/reviewer's duties or function.

PART 15 – SEAL

- 15.1 The Board may provide a common seal for the Club and may destroy a seal and substitute a new seal in its place.
- 15.2 The common seal must be affixed only when authorized by a resolution of the Board and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the President and Secretary or President and Treasurer.

PART 16 – TRUST FUND FOR EDUCATION

- 16.1
- 1) The Club must have a Board of Trustees, comprised of three members.
 - 2) The Board of Trustees must administer The University Women's Club of Vancouver Trust Fund for Education, subject to the governing documents of that trust.
 - 3) The Board of Trustees must:
 - a) present a report on its activities, and financial statements that have been reviewed by an accredited professional accountant, to the AGM, and
 - b) meet with the President at least twice each year.
- 16.2
- 1) Each member of the Board of Trustees must have been a regular or associate member of the Club for not less than three years.
 - 2) One member of the Board of Trustees must be a Past-President of the Club.
 - 3) A member of the Board of Trustees has a term of office of three years.
 - 4) No member of the Board of Trustees may serve for more than three consecutive years, except those appointed under bylaw 16.2 (6), if subsequently elected.
 - 5) One member of the Board of Trustees must be elected at each AGM.

- 6) If a member of the Board of Trustees ceases to hold office between AGMs, the Board must appoint a member to fill complete the term. The member appointed may be re-elected when the term ends.
- 7) The term of office of a member of the Board of Trustees begins at the adjournment of the AGM at which she is elected.
- 8) The chair of the Board of Trustees must be that member who has been a member of it for the longest time.

PART 17 – MISCELLANEOUS

17.1 In the event of the winding-up or dissolution of the Club, all the assets of the Club remaining after the payment or satisfaction of all its liabilities, including the remuneration (if any) of a liquidator, and after payment to employees of the Club of any arrears of salaries or wages, and after payment of any debts of the Club, must be distributed as may be determined by the members of the Club at the time of dissolution. The distribution must be made to any scholarship or bursary endowment fund held by any one or more of those universities or colleges in British Columbia that are members in good standing of the Association of Universities and Colleges of Canada. ***This provision was previously unalterable.***

17.2 The documents and records of the Club, including the financial and accounting records and the minutes of general meetings, committee meetings and meetings of the Board, will be open to the inspection of any director at reasonable times and on reasonable notice.

A member in good standing is entitled, upon providing not less than fourteen (14) days' notice in writing to the Club, to inspect any of the following documents and records of the Club at the registered office address of the Club on record from time to time with the Registrar of Companies of the Province of British Columbia during the Club's normal business hours:

- 1) the constitution and these bylaws, and any amendments thereto;
- 2) the statement of directors and registered office of the Club;
- 3) minutes of any general meeting of the Club, including the text of each resolution passed at the meeting;
- 4) resolutions of the members in writing, if any;
- 5) annual financial statements relating to a past fiscal year that have been received by the members in a general meeting of the Club;
- 6) the register of directors;
- 7) the register of members;

- 8) the Club's certificate of incorporation, and any other certificates, confirmations or records furnished to the Club by the Registrar of Companies of the Province of British Columbia;
- 9) copies of orders made by a court, tribunal or government body in respect of the Club;
- 10) the written consents of directors to act as such and the written resignations of directors; and
- 11) the disclosure of a director or of a senior manager regarding a conflict of interest.

Except as expressly provided by statute or at law, a member will not be entitled or have the right to inspect any other document or record of the Club. However, subject to such policies as the Board may establish, a member in good standing may request, in writing delivered to the registered office address of the Foundation on record from time to time with the Registrar of Companies of the Province of British Columbia, to inspect any other document or record of the Club and the Board may allow the member to inspect the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

Copies of documents which a member is allowed to inspect may be provided on request by the member for a fee to be determined by the Board, provided such fee does not exceed the limits prescribed in the Act.

Upon by special resolution, November 2, 2021