

  
CAROL PREST

## SOCIETIES ACT

### BYLAWS OF

### INDIGENOUS ADULT AND HIGHER LEARNING ASSOCIATION

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## PART 1 - GENERAL

### 1.1 Definitions

In these Bylaws, unless the context otherwise requires,

- (a) “Act” means the *Societies Act* of British Columbia as amended from time to time;
- (b) “Aboriginal Education Agency” means an educational institute, college, university, university college, learning centre, society or other legal entity that is governed by an Aboriginal board of Directors for the purpose of offering:
  - (i) educational opportunities for adults pursuing high school graduation;
  - (ii) preparatory or pre-requisite courses for post-secondary education; or
  - (iii) post-secondary education;
- (c) “Associate Members” means the associate members of the Society as determined in accordance with Part 2 of these Bylaws;
- (d) “Authorized Representative” means an individual designated by a Voting Member as its representative;
- (e) “Board” means the board of Directors of the Society;

- (f) “Bylaws” means these bylaws as amended from time to time;
- (g) “Constitution” means the constitution of the Society;
- (h) “Director” means a director of the Society;
- (i) “Honourary Members” means honourary members of the Society as determined in accordance with Part 2;
- (j) “Members” means the Voting Members, the Associate Members, and the Honourary Members of the Society as determined in accordance with Part 2;
- (k) “Membership Committee” means the committee appointed under section 16.4;
- (l) “Officers” means the chairperson, vice-chairperson, treasurer, and secretary of the Society, together with such other officers as may be appointed from time to time by the Directors;
- (m) “Ordinary Resolution” means a resolution passed at a general meeting by a simple majority of the votes cast by the Voting Members, whether cast in person or by proxy, or as otherwise defined in the Act;
- (n) “senior manager” means a person appointed as a senior manager in accordance with Part 6;
- (o) “Society” means the Indigenous Adult and Higher Learning Association;
- (p) “Special Resolution” means a resolution passed at a general meeting by at least 2/3 of the votes cast by the Voting Members, whether cast in person or by proxy, or as otherwise defined in the Act; and
- (q) “Voting Members” means the voting members of the Society as determined in accordance with Part 2.

## **1.2 Definitions in the *Societies Act* Apply**

The definitions contained in the Act shall, with the necessary changes and so far as applicable, apply to these Bylaws.

## **1.3 Conflict with the *Societies Act* or Regulations**

If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

## **1.4 Interpretation**

Words importing the singular include the plural and vice versa. Words importing an individual include a corporation or other organization and vice versa. Words importing gender include the other genders.

## **1.5 Headings and Table of Contents**

The headings and table of contents in these Bylaws are inserted for convenience of reference only and shall not be deemed to form part of these Bylaws.

## **1.6 Without Purpose of Gain**

The purposes of the Society shall be carried on without purpose of gain for its Members, and any income, profits or other accretions to the Society shall be used for promoting its purposes.

# **PART 2 - MEMBERSHIP**

## **2.1 Voting Members**

The Voting Members are:

- (a) the applicants for incorporation of the Society; and
- (b) any Aboriginal Education Agencies that subsequently become Voting Members in accordance with these Bylaws,

that, in either case, have not ceased to be Voting Members.

## **2.2 Number of Voting Members**

There shall be a minimum of five Voting Members.

## **2.3 Eligibility to Become a Voting Member**

Any Aboriginal Education Agency located within the Province of British Columbia that supports the Society's purposes may apply to become a Voting Member.

## **2.4 Application to Become a Voting Member**

An Aboriginal Education Agency described in section 2.3 may apply to the Directors to become a Voting Member by submitting an application to become a Voting Member which:

- (a) designates its Authorized Representative; and
- (b) sets out the written procedure by which it will notify the Society of:
  - (i) the appointment of another individual to replace its Authorized Representative, and

- (ii) the appointment of a proxyholder to represent the Aboriginal Education Agency.

## **2.5 Rights of Voting Members**

A Voting Member's Authorized Representative will be entitled to attend and speak at general meetings and to receive information which is delivered to all Members. A Voting Member's Authorized Representative is entitled to vote at general meetings and is eligible to be appointed as a Director.

## **2.6 Eligibility to Become an Associate Member**

An organization that supports the Society's purposes, but is not an Aboriginal Education Agency, may apply to the Directors to become an Associate Member.

## **2.7 Application to Become an Associate Member**

An organization described in section 2.6 may apply to the Directors to become an Associate Member by submitting an application to become an Associate Member which:

- (a) sets out its reasons for applying to become an Associate Member and why it would be in the Society's best interests to approve its application;
- (b) designates its representative; and
- (c) sets out the procedure by which it will notify the Society of a replacement for its representative.

## **2.8 Rights of Associate Members**

The designated representative of an Associate Member will be entitled to attend and speak at general meetings and to receive information, which is delivered to all Members. The designated representative of an Associate Member is not entitled to vote at general meetings and is not eligible to be appointed as a Director.

## **2.9 Review of Application to Become a Voting or Associate Member**

The Membership Committee shall review:

- (a) any application to become a Voting Member to consider whether the applicant meets the definition of Aboriginal Education Agency and the requirements of sections 2.3 and 2.4 in order to determine whether the applicant is eligible to become a Voting Member; and
- (b) any application to become an Associate Member to consider whether the applicant meets the requirements of sections 2.6 and 2.7 and whether it is in the Society's best interests for an organization to become an Associate Member in order to determine whether the applicant is eligible to become an Associate Member. The Directors may, by resolution, adopt criteria for determining if it is in the Society's best interests that an organization become an Associate Member.



Until such a time as a Membership Committee is appointed by the Voting Members under section 16.4, the Directors shall perform the duties of the Membership Committee under this section.

## **2.10 Nomination of Honourary Members**

The Membership Committee may nominate any individual as an Honourary Member who has contributed significantly to the pursuit of the Society's purposes as an Honourary Member. Until such a time as a Membership Committee is appointed by the Voting Members under section 16.4, the Directors shall perform the duties of the Membership Committee under this section.

## **2.11 Rights of Honourary Members**

An Honourary Member will be entitled to attend and speak at general meetings and to receive information, which is delivered to all Members. An Honourary Member is not entitled to vote at general meetings and is not eligible to be appointed as a Director.

## **2.12 Acceptance by Directors**

The Directors shall accept as Voting Members or Associate Members any applicants that the Membership Committee or the Directors, as the case may be, have determined to be eligible under section 2.9. The Directors shall accept as Honourary Members any individuals nominated by the Membership Committee or the Directors, as the case may be, under section 2.10.

## **2.13 Member Obligations**

Every Member shall uphold the Constitution of the Society and comply with these Bylaws.

## **2.14 Membership Fees**

Voting Members and Associate Members shall pay the annual membership fee established by the Directors from time to time. An Honourary Member is not required to pay annual membership fees. The Directors may provide for several categories of membership fees based on class of membership and size of organization.

## **2.15 Termination of Membership**

An individual or an organization, as the case may be, shall cease to be a Member upon:

- (a) delivery of the Member's resignation in writing to the address of the Society or the secretary of the Society;
- (b) in the case of a society, company, or other organization, its dissolution or winding up;
- (c) in the case of an individual, his or her death;
- (d) having been a Member not in good standing for a period of three months; or

- (e) being expelled under section 2.17.

## **2.16 Member Not in Good Standing**

A Member is not in good standing if the Member has failed to pay its current membership fees, if any, within three months of the due date, or any other debt owing by it to the Society, and it is not in good standing so long as that debt remains unpaid.

## **2.17 Expulsion**

A Member may be expelled by a Special Resolution of the Voting Members passed at a general meeting. The notice with respect to a general meeting at which a Special Resolution for expulsion will be considered shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion. The Member that is the subject of the proposed Special Resolution for expulsion shall be given the opportunity to be heard at the general meeting before the Special Resolution is put to a vote.

## **2.18 Register of Members**

The Society shall maintain a register of members containing the names of all current members of the Society, including contact information provided by each member.

# **PART 3 - DIRECTORS**

## **3.1 Directors' Qualifications**

In order to be appointed and to continue acting as a Director, an individual appointed under section 3.3 must:

- (a) be an Authorized Representative for a Member in good standing, who has a letter from an Aboriginal Education Agency that appointed him or her confirming that he or she may sit as a Director and is permitted to take time to attend meetings of the Society;
- (b) have signed and submitted a consent to be a Director form to the Society;
- (c) not act as a senior manager of the Society for a period of more than six months;
- (d) be at least 18 years of age;
- (e) not have been found by any court, in Canada or elsewhere, to be incapable of managing his or her own affairs;
- (f) not be an undischarged bankrupt;
- (g) not have been convicted, in Canada or elsewhere, of an offence in connection with the promotion, formation, or management of a corporation or unincorporated entity, or of an offence involving fraud, unless:
  - (i) the court orders otherwise;
  - (ii) a pardon was granted or issued or a record suspension was ordered under the *Criminal Records Act* (Canada), and the pardon or record of suspension has not been revoked or ceased to have effect; or

- (iii) five years have passed since the last to occur of:
  - (A) the expiration of the period set for suspension of the passing of a sentence without a sentence having been passed;
  - (B) the imposition of a fine;
  - (C) the conclusion of the term of any imprisonment; and
  - (D) the conclusion of the term of any probation imposed.

### **3.2 Requirement to Resign**

A Director must promptly resign if he or she is not, or ceases to be, qualified under section 3.1. An individual who becomes, or acts as, a Director and does not meet the qualification requirements for Directors under the Act commits an offence under the Act and will be liable to a fine.

### **3.3 Appointment of Directors**

At each annual general meeting, the Voting Members shall appoint Directors, in accordance with the election procedures adopted by the Voting Members, to replace any Directors whose terms have expired.

### **3.4 Number of Directors**

There shall be no fewer than three Directors.

### **3.5 Term of Office**

The term of office of any Director appointed in accordance with section 3.3 or this section shall expire at the third annual general meeting after the annual general meeting at which he or she was appointed. A Director may be re-appointed at the end of his or her term of office.

### **3.6 Deemed Reappointment**

If no successor is appointed by the Voting Members at an annual general meeting, the individual previously appointed will continue to hold office and shall be deemed to have been re-appointed at that general meeting.

### **3.7 Termination or Removal of Directors**

A Director shall continue to hold office for the term referred to in section 3.5 or 3.6, or until the Director:

- (a) resigns by sending a notice in writing to the Society;
- (b) ceases to be qualified under section 3.1;
- (c) dies;
- (d) is expelled by the Voting Members by Special Resolution; or
- (e) is not in attendance for two consecutive meetings.

### **3.8 Vacancies**

If a Director ceases to hold office prior to the end of his or her term of office referred to in section 3.5, the remaining Directors may, in accordance with the procedures adopted by the Voting Members, appoint a new Director to fill that vacancy for the balance of the vacating Director's term of office.

## **PART 4 - DUTIES OF DIRECTORS**

### **4.1 Duties**

The Directors shall manage, or supervise the management of, the activities and internal affairs of the Society and may exercise all such powers and do all the acts and things that 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 meetings, but subject, nevertheless, to:

- (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.

### **4.2 Additional Duties**

In exercising the powers and performing the functions of a Director, a Director shall:

- (a) act honestly and in good faith and with a view to the best interests of the Society;
- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- (c) act in accordance with the Act and the regulations; and
- (d) subject to paragraphs (a) to (c), act in accordance with these Bylaws and with a view to the purposes of the Society.

## **PART 5 – DIRECTORS' CONFLICTS OF INTEREST**

### **5.1 Application**

This Part applies to a Director who is directly or indirectly interested in:

- (a) a contract or transaction of the Society;
- (b) a proposed contract or transaction of the Society; or
- (c) a matter that is or is to be the subject of consideration by the Directors, if that interest could result in the creation of a duty or interest that materially conflicts with that Director's duty or interest as a Director of the Society.

## **5.2 Conflict of Interest Requirements**

A Director to whom this Part applies must:

- (a) disclose fully and promptly the nature and extent of his or her interest to each other Director;
- (b) abstain from voting in respect of the contract, transaction, or matter;
- (c) leave the Directors' meeting when the contract, transaction or matter is discussed (unless asked by the other Directors to provide information);
- (d) leave the Director's meeting when the contract, transaction or matter is voted on;
- (e) refrain from any action (inside or outside of the Directors' meeting) intended to influence the discussion or vote; and
- (f) comply with the requirements of the Act and any conflict of interest guidelines adopted by the Voting Members of the Society.

## **5.3 Record of Disclosure of Interest**

Disclosure under paragraph 5.2(a) must be recorded in one of the following forms:

- (a) the minutes of a Directors' meeting;
- (b) a Directors' consent resolution; or
- (c) a record addressed to the Board, delivered or mailed by registered mail to the Society's registered office.

## **5.4 Mutual Conflicts of Interest**

If all of the Directors have disclosed a conflict of interest regarding the same contract, transaction, or matter, then paragraphs 5.2(b), (c), (d), and (e) do not apply.

## **5.5 Exceptions to the Conflict of Interest Rules**

The conflict of interest requirements set out in section 5.2 do not apply to the following contracts, transactions, or matters:

- (a) remuneration for being a Director, or reimbursement of expenses to a Director;
- (b) indemnification of a Director; or
- (c) purchase or maintenance of insurance for the benefit of a Director.

## **5.6 Accountability**

A Director to whom this Part applies must pay to the Society an amount equal to any profit made by the Director as a consequence of the Society entering into or performing a contract or transaction, unless:

- (a) the Director discloses the Director's interest in the contract or transaction in

- accordance with, and otherwise complies with, these Bylaws and the Act, and, after the disclosure, the contract or transaction is approved by a Directors' resolution; or
- (b) the contract or transaction is approved by a Voting Members' Special Resolution after the nature and extent of the Director's interest in the contract or transaction has been fully disclosed to the Voting Members.

## **5.7 Validity of Contracts**

The fact that a Director is in any way, directly or indirectly, materially interested in a contract or transaction that a Society has entered into or proposed to enter into does not make the contract or transaction void, but if the contract or transaction has not been approved in accordance with paragraphs 5.6(a) and (b), the Society or another person whom the court considers appropriate may apply to the court for a remedy in accordance with the Act.

## **PART 6 – SENIOR MANAGER**

### **6.1 Appointment of Senior Managers**

The Directors may appoint one or more senior managers to exercise the Directors' authority to manage the activities or internal affairs of the Society (as a whole or in respect of a principal unit of the Society). Anyone appointed by the Directors to manage such activities or affairs will be deemed to be a senior manager.

### **6.2 Senior Manager's Eligibility Requirements**

Directors may only appoint an individual as a senior manager if they meet the Director qualification requirements set out in section 3.1(d) through (g) and in the Act.

### **6.3 Duties of a Senior Manager**

A senior manager must comply with the additional Directors' duties listed in section 4.2.

### **6.4 Disclosure and Accountability Requirements**

A senior manager who is directly or indirectly interested in:

- (a) a contract or transaction of the Society;
- (b) a proposed contract or transaction of the Society; or
- (c) a matter that is or is to be the subject of consideration by the Directors, if that interest could result in the creation of a duty or interest that materially conflicts with the senior manager's duty or interest as a senior manager of the Society

is bound by the disclosure requirements set out in section 6.5 and must comply with the obligations for Directors set out in section 5.6.

## **6.5 Senior Manager Disclosure Requirements**

A senior manager who meets the criteria set out in section 6.4 must:

- (a) disclose fully and promptly the nature and extent of his or her interest to the Directors;
- (b) if the senior manager is present at the Directors' meeting at which the contract, transaction, or matter is to be discussed, leave the Directors' meeting when the contract, transaction or matter is discussed (unless asked by the Directors to provide information);
- (c) if the senior manager is present at the Directors' meeting at which the contract, transaction, or matter is to be discussed, leave the Directors' meeting when the contract, transaction or matter is voted on;
- (d) refrain from any action (inside or outside of the Directors' meeting) intended to influence the discussion or vote; and
- (e) comply with the requirements of the Act and any conflict of interest guidelines adopted by the Voting Members of the Society.

## **6.6 Record of a Senior Manager's Disclosure**

Disclosure under section 6.5 must be recorded in the same manner as set out in section 5.3.

## **6.7 Validity of a Senior Manager's Acts**

An act of a senior manager is not invalid merely because of a defect in the senior manager's appointment or in the qualifications of that senior manager.

## **6.8 Validity of Contracts**

The fact that a senior manager is in any way, directly or indirectly, materially interested in a contract or transaction that the Society has entered into or proposed to enter into does not make the contract or transaction void, but if the contract or transaction has not been approved in accordance with paragraphs 5.6 (a) and (b), the Society or another person whom the court considers appropriate may apply to the court for a remedy in accordance with the Act.

# **PART 7 – REMUNERATION AND REIMBURSEMENT OF DIRECTORS, EMPLOYEES, AND CONTRACTORS**

## **7.1 Remuneration**

No Director shall be remunerated for being or acting as a Director, but a Director may, subject to the Act and section 7.2, be remunerated for services provided by the Director to the Society in another capacity.

## **7.2 Majority of Directors must not be Remunerated**

A majority of the Directors must not receive or be entitled to receive remuneration from the Society under a contract of employment or contract for services.

## **7.3 Reimbursement**

The Society will reimburse a Director for all reasonable expenses necessarily incurred by him or her while performing his or her duties as a Director.

## **7.4 Disclosure of Remuneration of Directors**

The financial statements of the Society must include a note listing all the Directors to whom the Society paid remuneration, if any,

- (a) for being a Director, and
- (b) for acting in another capacity,

for the period in relation to which the financial statements are prepared. The list must include the position or title of each Director and a description of the capacity in which each Director acted. Names will not be used.

## **7.5 Disclosure of Remuneration of Employees and Contractors**

The financial statements of the Society must include a note listing the remuneration paid by the Society to the top 10 most highly remunerated employees or contractors earning more than \$75,000 for the period in relation to which the financial statements are prepared. The list must set out the total number (up to 10) of earners meeting this threshold, and the total amount of remuneration paid. Positions and names will not be used.

# **PART 8 - MEETINGS OF MEMBERS**

## **8.1 Time and Place**

General meetings of the Society shall be held at such time and place as the Directors decide and in accordance with the Act.

## **8.2 Annual General Meeting**

The Directors must call an annual general meeting at least once every calendar year.

## **8.3 Extraordinary General Meeting**

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



#### **8.4 Calling of Extraordinary General Meetings**

The Directors may, whenever they think fit, convene an extraordinary general meeting. The Directors shall, promptly on the receipt of a written request from at least 10% of the Voting Members, call a general meeting in a timely manner. Any such request, and the meeting to be called pursuant thereto, shall comply with the provisions of the Act.

#### **8.5 Notice of a General Meeting**

Subject to section 8.9, not less than 14 days' and not more than 60 days' written notice of a general meeting of the Society shall be given to every Member shown on the membership register on the day notice is given, and to the auditor, if Part 20 applies.

#### **8.6 Content of Notice of a General Meeting**

Notice under section 8.5 shall specify the place, the day and the hour of the meeting, and, in the case of special business to be transacted at the meeting, the general nature of that business in sufficient detail to permit a Member receiving the notice to form a reasoned judgment concerning that business.

#### **8.7 Notice to Include Text of Special Resolution**

Where it is proposed that a Special Resolution be passed at a general meeting, the written notice of the meeting shall set out the text of any such Special Resolutions.

#### **8.8 Accidental Omission or Non-receipt of Notice**

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 shall not invalidate proceedings at that meeting.

#### **8.9 Waiver of Notice**

A Member may, in any manner, waive the Member's entitlement to notice or reduce the period of notice for a particular general meeting.

#### **8.10 Deemed Waiver of Notice**

Attendance of a Member at a general meeting is waiver of the Member's entitlement to notice unless the Member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting has not been lawfully called.

#### **8.11 Participation in a General Meeting**

All Members in good standing are entitled to participate in a general meeting in person through its Authorized Representative or a proxyholder, by telephone, or by other communication

facilities, so long as all Members participating in the meeting are able to communicate with each other.

## **PART 9 - PROCEEDINGS AT GENERAL MEETINGS**

### **9.1 Ordinary Business**

At a general meeting, ordinary business is:

- (a) the adoption of rules of order;
- (b) the consideration of any financial statements of the Society presented to the meeting;
- (c) the report of the Directors, if any;
- (d) the report of the auditor, if any;
- (e) the appointment of Directors;
- (f) the appointment of the auditor, if any; and
- (g) 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.

### **9.2 Special Business**

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 ordinary business as set out in section 9.1.

### **9.3 Order of business at general meeting**

The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
  - i. receive the Directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
  - ii. receive any other reports of Directors' and decisions since the previous annual general meeting,
  - iii. elect or appoint Directors, and

- iv. appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the Members in the notice of meeting; and
- (h) terminate the meeting.

#### **9.4 Chairperson**

The chairperson, or in her or his absence, the vice chairperson or one of the other Directors present, shall preside as chair of a general meeting.

#### **9.5 Quorum Required**

Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of Voting Members is present.

#### **9.6 Quorum**

Save as otherwise herein provided, a quorum for a general meeting shall be 20% of the Voting Members, but never less than three. For the purposes of determining quorum, a Voting Member is in attendance if its Authorized Representative or a proxyholder for the Voting Member attends the meeting in person, by telephone or by other communications facilities.

#### **9.7 Lack of Quorum**

If, within 30 minutes from the time appointed for a general meeting, a quorum is not present, the meeting:

- (a) if convened at the request of Voting Members, shall be terminated; or
- (b) in any other case, shall be adjourned by agreement of those present to a time later that same day or the following day. If a quorum is not present at the continuation of an adjourned meeting within 30 minutes from the time appointed for the meeting, the Voting Members present constitute a quorum.

#### **9.8 Loss of Quorum**

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.

#### **9.9 Adjournments**

The chair of a general meeting may, or, if so directed by the Voting Members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the original meeting that was adjourned.

### **9.10 Notice of the Continuation of an Adjourned General Meeting**

When a meeting is adjourned for 10 days or more, notice of the continuation of the adjourned meeting shall be given as in the case of the original meeting. Except as provided in this section, it is not necessary to give notice of adjournment or of the business to be transacted at the continuation of an adjourned general meeting.

### **9.11 Resolutions**

Every resolution proposed at a meeting must be seconded, and the chair of a meeting shall be entitled to move or propose a resolution.

### **9.12 Announcement of Result**

The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

## **PART 10 - VOTES OF MEMBERS**

### **10.1 Authority to Vote**

Every Voting Member is entitled to one vote. A Voting Member's vote may be exercised by its Authorized Representative or a proxyholder for the Voting Member.

### **10.2 Method of Voting**

Prior to taking a vote, the Voting Members will strive to achieve a consensus on any resolution before them. All votes shall be taken by a show of hands for those participating in person or by video, and by oral communication in the case of those participating by phone, except as otherwise provided in these Bylaws.

### **10.3 Electronic Voting**

If an ordinary resolution is passed requiring that Voting Members confidentially vote by text messaging, email, or other electronic means, voting must occur in accordance with the following rules:

- (a) the Directors must assign an individual, who is not a Director or an Authorized Representative, to act as a voting officer;
- (b) the voting officer will indicate to each Voting Member the manner in which selections are to be indicated in their electronic vote;
- (c) voting must occur within the set voting time-frame determined by the Directors;
- (d) the voting time-frame may be extended by the voting officer at the request of any Voting Member;

- (e) Voting Members may only vote once on each resolution or matter and must not use more than one electronic medium to vote;
- (f) votes that do not accurately convey the Voting Member's selection or vote and votes cast by a Voting Member that has voted more than once will not be counted;
- (g) the voting officer may cancel the vote and call for a re-vote if an equipment malfunction has significantly interfered with the voting process;
- (h) the results will be counted by the voting officer and confirmed by another individual;
- (i) the voting officer must ensure that votes remain confidential;
- (j) votes will not be deleted or erased and will be kept confidential in the Society's records for a period of 60 days.

#### **10.4 Advance Voting by Secret Mail-In Ballot**

If, prior to a Members' meeting, a Directors' resolution is passed by a majority vote of Directors requiring that a matter to be voted on by the Voting Members be voted on confidentially by secret mail-in ballot, at least 30 days before the scheduled Members' meeting, the Society will deliver the secret mail-in ballot materials set out in and in accordance with sections 10.6 and 10.7.

#### **10.5 Voting by Secret Ballot at or following a Members' Meeting**

If, at a Members' meeting, an ordinary resolution requiring a secret ballot is passed by the Voting Members participating in the meeting, voting will be conducted by secret mail-in ballot at a later date, unless all of the Voting Members participating in the meeting agree that a vote may be conducted by a secret ballot held in person at the meeting.

#### **10.6 Mail-in Secret Ballot**

If a secret mail-in ballot is required pursuant to section 10.4 or section 10.5, the Society will deliver to each Voting Member:

- (a) a ballot containing the options being voted on;
- (b) instructions on marking the ballot and returning it to the Society in a way that will preserve the secrecy of the Voting Member's vote;
- (c) a ballot envelope;
- (d) a declaration form; and
- (e) a mailing envelope.

The Society may issue a replacement ballot to a Voting Member who informs the Society in writing that any of the materials listed in (a) through (e) have been misplaced or spoiled, or were not received. The accidental omission to deliver or the non-receipt of any of the materials listed in (a) through (e) does not invalidate the vote. The result will be announced when available.

### **10.7 Validity of Secret Mail-In Ballot**

For a secret mail-in ballot to be valid, Voting Members must:

- (a) vote in accordance with the instructions provided with the ballot;
- (b) only vote for one option, unless otherwise directed in the instructions;
- (c) not identify themselves on the ballot;
- (d) place the ballot in the ballot envelope and seal the envelope;
- (e) complete the declaration form and sign it;
- (f) place the ballot envelope in the mailing envelope and seal the envelope; and
- (g) deliver or mail the mailing envelope to the Society.

### **10.8 Equality of Votes**

In the event of an equality of votes, the chair shall not have a casting or second vote in addition to the vote to which he or she may be entitled to cast as an Authorized Representative and the resolution shall be deemed to be defeated.

### **10.9 Proxy Voting**

Proxies must be in writing and signed by the Authorized Representative of a Voting Member. A proxy must state whether it is a proxy for all agenda items at a meeting or restricted to certain agenda items. There shall be no proxies of proxies. Proxies must be in the required form as established by the Directors.

### **10.10 Resolutions in Writing**

A Special Resolution or an Ordinary Resolution consented to in writing in the manner required by the Act shall be as valid and effectual as if passed at a general meeting of the Society duly called and constituted.

## **PART 11 - MEETINGS OF DIRECTORS**

### **11.1 Time and Place**

The Directors may meet together at such time and places as they think fit for the dispatch of business, and, subject to these Bylaws, may adjourn and otherwise regulate their meetings and proceedings as they see fit.

### **11.2 Request for Meetings of Directors**

A meeting of Directors shall be called by the secretary promptly upon receipt of a written request for such meeting signed by a Director.

### **11.3 Notice**

Subject to sections 11.5, 11.6, and 11.7, not less than three days' written notice of any meeting of Directors, specifying the time and place of the meeting and the general nature of the business to be discussed, shall be given to all Directors.

### **11.4 Accidental Omission or Non-Receipt of Notice**

The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any Director shall not invalidate proceedings at that meeting.

### **11.5 Exception to Notice Requirements**

For the first meeting of Directors held immediately following the appointment of a Director or Directors at an annual or other general meeting of Members, it is not necessary to give notice of the meeting to the newly appointed Director or Directors for the meeting to be duly constituted.

### **11.6 Waiver of Notice**

Directors may waive or reduce the period of notice for a particular meeting by unanimous consent in writing and may give such waiver before, during or after the meeting. An individual Director may waive notice of a meeting by written waiver given before or after a meeting.

### **11.7 Temporary Absence**

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, email or fax, of any meeting of the Directors and may, at any time, withdraw the waiver. Until the waiver is withdrawn:

- (a) no notice of any meeting of the Directors shall be sent to the Director; and
- (b) any and all meetings of the Directors, notice of which has not been given to that Director, shall not be invalid by virtue of that lack of notice.

## **PART 12 – PROCEEDINGS AT DIRECTORS MEETINGS**

### **12.1 Participation**

Directors are entitled to participate in a Directors' meeting in person, by telephone, or by other communications facilities, so long as all Directors participating in the meeting are able to communicate with each other.

### **12.2 Quorum**

No business, other than the election of a chair and the adjournment of the meeting, shall be transacted at any meeting of Directors unless a quorum is present. The quorum of Directors

necessary for the transaction of business shall be 50% of the Directors. Directors participating by conference telephones or other communication facilities shall be considered part of the quorum.

### **12.3 Lack of Quorum**

If, within 30 minutes from the time set for holding a meeting of Directors, a quorum is not present, the meeting stands adjourned to a time and date agreed to by the Directors present, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the Directors who are participating constitute a quorum for that meeting.

### **12.4 Loss of Quorum**

If, at any time during a Directors' meeting, there ceases to be a quorum of Directors present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated. An individual who has left a meeting temporarily due to a conflict of interest is considered present for the purposes of determining quorum.

### **12.5 Chairperson**

The chairperson shall conduct all meetings of the Directors, but if at a meeting of Directors, the chairperson is not present within 30 minutes after the time appointed for the holding of the meeting, the vice-chairperson, or one of the Directors elected by a majority of those Directors participating shall be chair of the meeting.

### **12.6 Adjournments**

A meeting of Directors may be adjourned from time to time and place to place, but no business shall be transacted at the continuation of an adjourned meeting other than the business left unfinished at the original meeting that was adjourned.

### **12.7 Notice of the Continuation of an Adjourned Directors' Meeting**

Where a Directors' meeting is adjourned for 10 days or more, notice of the continuation of the adjourned meeting shall be given as in the case of the original meeting. Except as provided in this section, it is not necessary to give notice of an adjournment or of the business to be transacted at the continuation of an adjourned meeting.

### **12.8 Resolutions**

Resolutions proposed at a Directors' meeting must be seconded and the chair of the meetings shall be entitled to move or propose a resolution.



## **12.9 Further Regulations**

The Directors shall have the right by resolution to make such further regulations for the conduct of the proceedings of meetings of Directors as they may think fit.

## **12.10 Validity of Acts or Proceedings**

No act or proceeding of the Directors is invalid only by reason of:

- (a) there being less than the prescribed number of Directors in office;
- (b) a defect in the designation, election, or appointment of any Director;
- (c) the residency requirements of the Directors have not been met;
- (d) a majority of the Directors, contrary to these Bylaws and the Act, receive or are entitled to receive remuneration from the Society under contracts of employment or contracts for services; or
- (e) a defect in the qualifications of a Director.

## **12.11 New Rules Do Not Invalidate Prior Acts of Directors**

No rule, made by the Society in a general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.

# **PART 13 - VOTES OF DIRECTORS**

## **13.1 Right to Vote**

Subject to the conflict of interest rules set out in these Bylaws and in the Act, each Director participating in a meeting either in person or by other communications facilities, including the chair of the meeting, shall have one vote.

## **13.2 Voting**

Voting at Directors' meetings shall be carried out as follows:

- (a) prior to taking a vote, the Directors will strive to achieve a consensus on any resolution before them;
- (b) all votes shall be taken by a show of hands for those participating in person or by video-conferencing, and by oral vote in the case of those participating by phone or other communications facilities;
- (c) if a resolution is passed by a majority vote of Directors participating in the meeting, requiring a secret ballot, voting will be conducted by secret mail-in ballot, unless all of the Directors participating in the meeting agree that it may be conducted by a secret ballot held in person at the meeting; and
- (d) voting by proxy is not permitted.

### **13.3 Secret Mail-In Ballot**

If a mail-in ballot is requested under to section 13.2, the Society will deliver to each Director, even those who were not present at the meeting at which a secret ballot was requested:

- (a) a ballot containing the options being voted on;
- (b) instructions on marking the ballot and returning it to the Society in a way that will preserve the secrecy of the Directors' vote;
- (c) a ballot envelope;
- (d) a declaration form; and
- (e) a mailing envelope.

The Society may issue a replacement ballot to a Director who informs the Society in writing that the any of the materials listed in (a) through (e) have been misplaced or spoiled, or were not received. The accidental omission to deliver or the non-receipt of any of the materials listed in (a) through (e) does not invalidate the vote. The result will be announced when available.

### **13.4 Validity of Secret Mail-In Ballot**

For a secret mail-in ballot to be valid, Directors must:

- (h) vote in accordance with the instructions provided with the ballot;
- (i) only vote for one option, unless otherwise directed in the instructions;
- (j) not identify themselves on the ballot;
- (k) place the ballot in the ballot envelope and seal the envelope;
- (l) complete the declaration form and sign it;
- (m) place the ballot envelope in the mailing envelope and seal the envelope; and
- (n) deliver or mail the mailing envelope to the Society.

### **13.5 Majority Required to Pass a Resolution**

Unless otherwise provided, a resolution is passed by a majority vote of Directors present at the meeting.

### **13.6 Equality of Votes**

In the event of an equality of votes, the chair shall not have a casting or second vote, and the resolution shall be deemed to be defeated.

### **13.7 Resolutions in Writing**

A resolution set out in writing and consented to by a majority of the Directors whose consent has been indicated by:

- (a) signing the resolution, or
- (b) email transmission,

shall be as valid and effectual as if it had been passed at a duly called and constituted meeting of the Directors.

### **13.8 Announcement of Result**

The chair of a Directors' meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

## **PART 14 - LIABILITY AND INDEMNITY OF DIRECTORS**

### **14.1 Liability**

Directors who vote for a resolution passed at a meeting of Directors, or consent to a Directors' consent resolution authorizing a distribution of money or other property contrary to these Bylaws or the Act, are jointly and severally liable to restore any money or other property so distributed to the Society.

### **14.2 Additional Liability**

The Directors shall not be relieved from the duty to act in accordance with the Act and these Bylaws nor from liability that by virtue of any rule of law would otherwise attach to a Director in respect of negligence, default, breach of duty or breach of trust.

### **14.3 Limitations on Liability**

A Director is not liable under section 14.1, or under the Act, if he or she has complied with his or her duties under these Bylaws and the Act, and, in voting for or consenting to the unauthorized resolution, has reasonably and in good faith, relied on any of the following:

- (a) financial statements of the Society represented to the Director to fairly reflect the financial position of the Society, by either a Director or senior manager responsible for the preparation of the financial statements, or in an auditor's report;
- (b) a written report of a lawyer, accountant, engineer, appraiser, or other consultant whose profession lends credibility to a statement made by that person;
- (c) a statement of fact represented as correct to the Director by another Director or senior manager of the Society; or
- (d) any record, information, or representation the court considers provides reasonable grounds for the actions of the Director.

#### **14.4 Individuals who may be Indemnified**

The Society may, subject to the provisions of the Act, indemnify:

- (a) a Director or former Director and his or her heirs and personal or legal representatives; and
- (b) a senior manager or former senior manager and his or her heirs and personal or legal representatives.

#### **14.5 Indemnification**

Subject to section 14.7, the Society shall indemnify an individual referred to in section 14.4 in accordance with the indemnification provisions of the Act.

#### **14.6 Payment of Expenses**

The Society will pay the expenses actually and reasonably incurred by an individual referred to in section 14.4 in accordance with the indemnification provisions of the Act.

#### **14.7 Conditions of Indemnification**

An individual may only be indemnified in accordance with section 14.5 if:

- (a) he or she acted honestly and in good faith with a view to the best interests of the Society and exercised the care, diligence and skill of a reasonably prudent person; and
- (b) with respect to any proceeding other than a civil proceeding, he or she had reasonable grounds for believing that his or her conduct in respect of which the proceeding was brought was lawful.

#### **14.8 No Duplication of Indemnity**

The indemnity authorized by this Part shall be applicable only to the extent that such indemnity shall not duplicate any indemnity or reimbursement which a Director seeking indemnity hereunder has received or shall receive otherwise than by virtue of this Part.

#### **14.9 Contracts of Indemnity**

The Directors may from time to time cause the Society to enter into a contract to indemnify any individual referred to in section 14.4 who has undertaken or is about to undertake any liability on behalf of the Society.

#### **14.10 Insurance**

The Directors may cause funds to be expended by the Society for the purchase and maintenance of insurance in accordance with the relevant provisions of the Act.

## **PART 15 - OFFICERS**

### **15.1 Appointment of Officers**

The Directors shall appoint a chairperson, a vice-chairperson, a treasurer, a secretary, and such other officers as they may determine from among the Directors.

### **15.2 Terms of Appointment of Officers**

Each Officer shall be appointed until:

- (a) the first Directors' meeting following the second annual general meeting after the annual general meeting at which he or she was appointed;
- (b) she or he resigns by sending a notice in writing to the Society; or
- (c) she or he ceases to be an Authorized Representative or a Director,

subject to termination at the pleasure of the Directors. An Officer may be re-appointed one or more times to the same or different office.

### **15.3 Role of Chairperson**

The chairperson shall:

- (a) preside at all meetings of the Society and of the Directors;
- (b) act as chief executive officer of the Society and supervise the other Officers in the execution of their duties; and
- (c) act as spokesperson for the Society.

### **15.4 Role of Vice Chairperson**

The vice-chairperson shall:

- (a) in the absence of the chairperson, preside at all meetings of the Society and of the Directors;
- (b) in the absence of the chairperson, act as chief executive officer of the Society and supervise the other Officers in the execution of their duties; and
- (c) in the absence of the chairperson, act as spokesperson for the Society.

### **15.5 Role of Treasurer**

The treasurer shall be responsible for doing, or making the necessary arrangements for, the following:

- (a) keeping the financial records, including books of account in respect of the Society's financial transactions;
- (b) receiving and banking monies collected from the Members or other sources;

- (c) preparing the Society's financial statements;
- (d) ensuring that financial statements are rendered to the Directors, Members and others when required; and
- (e) making the Society's filings respecting taxes.

### **15.6 Role of Secretary**

The secretary shall be responsible for doing, or making the necessary arrangements for, the following:

- (a) conducting the correspondence of the Society;
- (b) issuing notices of general meetings and Directors' meetings;
- (c) taking and maintaining minutes of general meetings and Directors' meetings;
- (d) maintaining all records and documents of the Society (except those which are the responsibility of the treasurer) in accordance with the Act;
- (e) ensuring the common seal of the Society is kept securely;
- (f) maintaining the membership register and the register of Directors; and
- (g) making all filings and reports required under these Bylaws and the Act.

### **15.7 Secretary-Treasurer**

The offices of secretary and treasurer may be held by one individual who shall be known as the secretary-treasurer.

## **PART 16 - COMMITTEES**

### **16.1 Delegation of Powers to a Committee**

The Directors may delegate any, but not all, of their powers to a committee or committees consisting of such Directors or senior managers as they think fit. The Directors may rescind or revoke any or all of the powers delegated to any committee at any time.

### **16.2 Committee Obligations**

A committee shall, in the exercise of its powers, conform to any rules that from time to time may be imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the next meeting of the Directors.

### **16.3 Proceedings of Committees**

Subject to directions of the Directors, a committee shall determine its own procedure, and may meet and adjourn as it thinks proper.

## **16.4 Membership Committee**

The Voting Members may appoint a Membership Committee consisting of a minimum of three Authorized Representatives who may, but need not, be Directors. The Membership Committee shall review applications and determine whether applicants are eligible to become Voting Members or Associate Members. The Membership Committee may, at its discretion, nominate Honourary Members. The Membership Committee may develop and adopt guidelines for determining eligibility for membership.

## **PART 17 - CONTRACTS AND EXECUTION OF DOCUMENTS**

### **17.1 Common Seal**

The Directors may provide a common seal for the Society and they shall have the power from time to time to destroy it and substitute a new common seal in its place.

### **17.2 Use of Common Seal**

The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the individuals prescribed in the resolution or if no individuals are prescribed then in the presence of the chairperson and vice chairperson, or chairperson and secretary, or chairperson and secretary-treasurer.

### **17.3 Contracts of the Society**

No contract shall be entered into by the Society nor any documents executed on behalf of the Society without prior resolution of the Directors or of the committee of Directors to which the power to enter into a specific contract has been delegated, provided however that the Directors may by resolution delegate to the chairperson or other Officer a general authority to commit the Society to contracts of a certain nature or value and to execute the same on behalf of the Society.

### **17.4 Execution of Documents**

Unless otherwise provided in these Bylaws or by resolution of Directors, all documents signed and executed on behalf of the Society whether or not under seal, shall be signed by at least two Directors.

## **PART 18 - RECORDS AND ACCOUNTING**

### **18.1 Records**

The Society must comply with the record-keeping requirements of the Act, including financial record-keeping requirements, and requirements regarding the location of records, maintenance of

records, inspection of records, copies of records, restrictions on viewing records, distribution of records, and disposal of records.

## **18.2 Accounting Records**

In addition to complying with the record-keeping requirements set out in the Act, the Directors, on behalf of the Society, shall keep proper accounting records in respect of all financial or other transactions and, without limiting the foregoing, shall keep records of:

- (a) all money received and disbursed by the Society and the manner in respect of which the receipt and disbursement took place;
- (b) every sale and purchase by the Society;
- (c) every asset and liability of the Society; and
- (d) every other transaction affecting the financial position of the Society.

## **18.3 Inspection**

Subject to the Act, the accounting and financial records of the Society shall be available for inspection by Directors or Members.

## **18.4 Filing of Financial and Other Reports**

The Directors shall file, on behalf of the Society, all financial and other reports that have to be filed after the annual general meeting as required by the Act and *Income Tax Act* or other law.

## **18.5 Account**

The Directors shall ensure the Society has at least one account with a chartered bank, credit union or trust company for the deposit of funds and shall ensure that appropriate controls are imposed on such accounts.

# **PART 19 - INVESTMENT POWERS AND BORROWING**

## **19.1 No Restrictions on Investments**

In investing the monies of the Society, the Directors may invest such monies in such manner and in such securities, properties and investments as the Directors in their absolute discretion deem in the best interests of the Society, with liberty to vary and transpose investments from time to time.

## **19.2 Borrowing**

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 without limiting the foregoing, by the issue of debentures.



### **19.3 Debentures**

No debenture shall be issued without the sanction of a Special Resolution.

## **PART 20 - AUDITOR**

### **20.1 Application**

This Part applies only where the Society is required or has resolved to have an auditor.

### **20.2 Qualifications**

The auditor of the Society must be:

- (a) independent, in accordance with the Act; and
- (b) a member of the Certified General Accountants Association of British Columbia or the British Columbia Institute of Chartered Accountants, or certified under the *Business Corporations Act* by the Auditor Certification Board.

### **20.3 Appointment and Term of Office**

At each annual general meeting, the Voting Members will appoint or reappoint an auditor by ordinary resolution, to hold office until the close of the next annual general meeting.

### **20.4 Extended Term of Office**

If a subsequent auditor is not appointed in accordance with section 20.3, the auditor in office will continue as auditor until a successor is appointed.

### **20.5 Vacancy**

If there is a vacancy in the office of auditor caused by resignation, death, or otherwise, the Directors may appoint an auditor to hold office until the close of the next annual general meeting. If the vacancy is a result of removal, an appointment must be made in accordance with section 20.6.

### **20.6 Removal**

Subject to sections 20.7 and 20.8, an auditor may be removed by an ordinary resolution passed by the Voting Members at a general meeting called for the purpose of removing the auditor before the expiration of his or her term of office. At that meeting, the Voting Members must, by ordinary resolution, appoint another person who meets the qualification requirements under section 20.2 as auditor for the remainder of the term of office of the auditor who was removed.

## **20.7 Notice of Intent to Remove an Auditor**

At least 14 days before calling a general meeting for the purpose of removing an auditor before the expiration of the auditor's term of office, the auditor must be notified, in writing, of the intention to call the meeting, the proposed date that notice for the meeting is to be sent, and a copy of all materials proposed to be sent to members in connection with the meeting.

## **20.8 Notice of Meeting to Remove Auditor**

An auditor who has received notice of a proposed removal may send to the Society written representations respecting the auditor's proposed removal, and, if the Society receives those representations at least seven days before the date on which the notice of the meeting to remove the auditor is sent, the Society must, at its expense, send a copy of the auditor's written representations with notice of the meeting.

## **20.9 Attendance at General Meetings**

The auditor may attend general meetings and is entitled to notice and other communication relating to general meetings.

## **20.10 Cooperation with Auditor**

The Society shall give the auditor such information and permit such inspections as are necessary to enable the audit to be carried out.

# **PART 21 - NOTICE**

## **21.1 Delivery of Notice**

A notice or other record may be given to a Member, Director, or the auditor either personally or by mail, email, or fax, to the mailing address, email address, or fax number provided to the Society by the intended recipient, or, if requested by the Member or Director, may be made available for pick up at the Society's registered office.

## **21.2 Deemed Receipt of Notice**

A notice sent by mail shall be deemed to have been given on the fifth day following that on which the notice was posted, and in proving that notice has been given it shall be sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by email or fax shall be deemed to have been given the day it is sent.

## **21.3 Notice to the Society**

Notice to the Society shall be delivered by mail to the Society's registered office, by email to the secretary, or by fax to the Society's fax address.

## **PART 22 - FAX AND EMAIL TRANSMISSION AND COUNTERPARTS**

### **22.1 Fax and Email Transmission**

Any document or resolution signed in writing by a Member or a Director and transmitted by fax or email shall be deemed to be delivered to the Society upon its receipt and such document or resolution shall be deemed to be an original document or resolution.

### **22.2 Counterparts**

Ordinary and Special Resolutions consented to in writing by Voting Members and resolutions consented to in writing by the Directors may be in counterparts each consented to in writing by one Voting Member or Director or more than one Voting Member or Director, which together shall be deemed to constitute one resolution.

## **PART 23 - BYLAWS**

### **23.1 Copies**

The Society shall provide to a Member, at its request and at no cost, one copy of:

- (a) the current Constitution and Bylaws of the Society; and
- (b) the Society's most recent financial statements and, if applicable, auditor's report.

### **23.2 Alterations**

These Bylaws shall not be altered or added to except by Special Resolution and the filing of a bylaw alteration application.

## **PART 24 – AMALGAMATION, WINDING UP, AND DISSOLUTION**

### **24.1 Amalgamation**

The Society may only be amalgamated with one or more other societies or extraprovincial non-share corporations in accordance with the Act.

### **24.2 Funds and Assets on Dissolution**

In the event of dissolution of the Society, the funds and assets of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to a qualified recipient having the same or similar objectives to those of the Society. The recipient of such funds and assets shall be chosen by ordinary resolution of the Voting Members of the Society.