
SOCIETY ACT

COPY OF RESOLUTION

The following is a copy of

[SJ a special resolution * passed

D an ordinary resolution

D a directors' resolution

in accordance with the by-laws of the Society on the _____ day of _____ November _____ 2015
(Day) (Month) (Year)

"RESOLVED as a special resolution that the existing Bylaws of the Society be deleted and that the form of Bylaws attached to the Notice of Special Resolution be adopted as the Bylaws of the Society in substitution for, and to the exclusion of, the existing Bylaws of the Society"

ICERTIFYIHIS ISA COP(OFA
DOCUMENT FILEDON

JAN 22 2016

Dated this 14th day of January 2016 26
(Day) (Month) (Year)


CAROL PREST
REGISTRAR OF COMPANIES
PROVINCE OF BRITISH COLUMBIA

B.C. Family Hearing Resource Society
(Name of Society)

by


(Signature)

Solicitor
(Relationship to Society)

* Strike out words which do not apply.

- [Note- (a) No special resolution has effect until accepted by the Registrar of Companies.
(b) Send, in duplicate, to the Registrar of Companies. Mailing Address: PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3. Location Address: 2nd Floor - 940 Blanshard Street, Victoria BC together with applicable fee. Telephone number: 250 356-8673.)

Additional information and forms are available on the Internet at: www.fin.gov.bc.ca/registries

FIN 782 Rev.2002 / 9 / 6

**BYLAWS
OF
B.C. FAMILY HEARING RESOURCE SOCIETY**

TABLE OF CONTENTS

1.	INTERPRETATION	1
	1.1 Definitions.....	1
	1.2 <i>Society Act</i> Definitions.....	4
	1.3 Plural and Singular Forms.....	4
2.	MEMBERSHIP	4
	2.1 Admission to Membership.....	4
	2.2 Classes of Membership.....	4
	2.3 Transition of Membership.....	4
	2.4 Eligibility for Voting Membership.....	4
	2.5 Eligibility for Supporting Membership.....	5
	2.6 Membership Coordinator.....	5
	2.7 Application for Membership.....	5
	2.8 Reviewing and Acceptance of Application.....	6
	2.9 Reporting and Ratification of Membership.....	6
	2.10 Referral of Application to Board.....	6
	2.11 Membership not Transferable.....	6
	2.12 Re-designation of Membership Class.....	6
	2.13 Term of Membership.....	6
	2.14 Renewal of Membership.....	6
	2.15 Reapplication for Membership.....	7
	2.16 Dues.....	7
	2.17 Standing of Members.....	7
	2.18 Compliance with Constitution, Bylaws and Policies.....	7
	2.19 Expulsion of Member.....	7
	2.20 Cessation of Membership.....	7
3.	MEETINGS OF MEMBERS	8
	3.1 Time and Place of General Meetings.....	8
	3.2 Annual General Meetings.....	8
	3.3 Extraordinary General Meeting.....	8
	3.4 Calling of Extraordinary General Meeting.....	8
	3.5 Notice of General Meeting.....	8
	3.6 Contents of Notice.....	8
	3.7 Omission of Notice.....	9
4.	PROCEEDINGS AT GENERAL MEETINGS	9
	4.1 Business Required at Annual General Meeting.....	9
	4.2 Participation in General Meetings.....	9
	4.3 Attendance at General Meetings.....	9
	4.4 Requirement of Quorum.....	10
	4.5 Quorum.....	10
	4.6 Lack of Quorum.....	10
	4.7 Loss of Quorum.....	10
	4.8 Chair.....	10
	4.9 Alternate Chair.....	10

4.11	Adjournment	11
4.12	Notice of Adjournment.....	11
4.13	Minutes of General Meetings.....	11
5.	DECISION-MAKING AT GENERAL MEETINGS.....	11
5.1	Ordinary Resolution Sufficient	11
5.2	Entitlement to Vote.....	11
5.4	Voting Methods	11
5.5	Voting by Chair	12
5.6	Voting by Proxy.....	12
5.7	Members' Resolutions in Writing	12
5.8	Special Resolutions to be filed with the Registrar	12
6.	DIRECTORS	12
6.1	Management of Property and Affairs.....	12
6.2	Composition of Board.....	12
6.3	Invalidation of Acts	13
6.4	Directors Subscribe to and Support Purposes	13
6.5	Qualifications of Directors	13
6.6	Election of Directors	13
6.7	Transition of Directors' Terms	13
6.8	Term of Office.....	13
6.9	Consecutive Terms and Term Limits.....	14
6.10	Past-President.....	14
6.11	Extension of Term to Maintain Minimum Number of Directors	14
6.12	Appointment to fill Vacancy	14
6.13	Removal of Director.....	14
6.14	Ceasing to be a Director	14
7.	NOMINATION AND ELECTION OF DIRECTORS	15
7.1	Nominations of Directors.....	15
7.2	Election Generally.....	15
7.3	Election at Annual General Meeting	15
7.4	Election by Acclamation.....	15
7.5	Election by Secret Ballot	16
7.6	Nomination and Election Policies.....	16
8.	POWERS AND RESPONSIBILITIES OF THE BOARD	16
8.1	Powers of Directors	16
8.2	Policies and Procedures.....	17
8.3	Executive Director	17
8.4	Remuneration of Directors.....	17
8.5	Reimbursement of Expenses	17
8.6	Investment of Property and Standard of Care.....	17
8.7	Investment Advice.....	17
8.8	Delegation of Investment Authority to Agent	17
9.	PROCEEDINGS OF THE BOARD	18
9.1	Board Meetings.....	18
9.2	Regular Meetings.....	18
9.3	Ad Hoc Meetings	18
9.4	Notice of Board Meetings	18
9.5	Attendance at Board Meetings	19
9.6	Participation by Electronic Means.....	19
9.7	Quorum	19
9.8	Director Conflict of Interest.....	19

9.9	Chair of Meetings	20
9.10	Alternate Chair	20
9.11	Chair to Determine Procedure	20
9.12	Motions by Directors	20
9.13	Minutes of Board Meetings	20
10.	DECISION MAKING AT BOARD MEETINGS.....	20
10.1	Passing Resolutions and Motions	20
10.2	Resolution in Writing	21
10.3	Entitlement to Vote	21
10.4	Procedure for Voting	21
11.	OFFICERS.....	21
11.1	Officers	21
11.2	Election of Officers	21
11.3	Term of Officer.....	22
11.4	Removal of Officers.....	22
11.5	Replacement.....	22
12.	DUTIES OF OFFICERS	22
12.1	Duties of President	22
12.2	Duties of Vice-President	22
12.3	Duties of Past-President.	22
12.4	Duties of Secretary	22
12.5	Duties of Treasurer.....	23
12.6	Duties of Executive Director.....	23
12.7	Absence of Secretary at Meeting.....	23
12.8	Combination of Offices of Secretary and Treasurer	23
13.	COMMITTEES	24
13.1	Creation and Delegation to Committees	24
13.2	Standing and Special Committees	24
13.3	Terms of Reference and Rules	24
13.4	Meetings.....	24
13.5	Executive Committee.....	24
14.	EXECUTION OF INSTRUMENTS	24
14.1	No Seal	24
14.2	Execution of Instruments.....	25
15.	FINANCIAL MATTERS AND BORROWING	25
15.1	Fiscal Year	25
15.2	Accounting Records	25
15.3	Borrowing Powers.....	25
15.4	Issuance of Debentures.....	25
15.5	Restrictions on Borrowing Powers	25
15.6	When Audit Required	26
15.7	Appointment of Auditor at Annual General Meeting	26
15.8	Vacancy in Auditor	26
15.9	Removal of Auditor	26
15.10	Notice of Appointment.....	26
15.11	Restrictions on Appointment.....	26
15.12	Attendance at Annual General Meetings	26
16.	NOTICES	26
16.1	Entitlement to Notice.....	26
16.2	Method of Giving Notice	27
16.3	When Notice Deemed to have been Received	27

16.4	Days to be Counted in Notice	27
17.	MISCELLANEOUS	27
17.1	Inspection of Records	27
17.2	Participation in Meetings	28
17.3	Right to become Member of other Society	28
18.	INDEMNIFICATION	28
18.1	Indemnification of an Eligible Party	28
18.2	Indemnification of an Eligible Party in a Subsidiary	29
18.3	Advancement of Expenses	29
18.4	Indemnification Prohibited	29
18.5	Indemnification not Invalidated by Non-Compliance	29
18.6	Approval of Court	29
18.7	Indemnification Deemed Term	29
18.8	Purchase of Insurance	30
19.	BYLAWS	30
19.1	Entitlement of Members to copy of Constitution and Bylaws	30
19.2	Special Resolution required to Alter or Add to Bylaws	30

SCHEDULE A TO SPECIAL RESOLUTION

**BYLAWS
OF
B.C. FAMILY HEARING RESOURCE SOCIETY**

1. INTERPRETATION

1.1 Definitions

In these Bylaws and the Constitution of the Society, unless the context otherwise requires:

- (a) **"Address of the Society"** means the address of the Society as filed from time to time with the Registrar;
- (b) **"Affiliate"** means an Organization that:
 - (i) is a non-voting Member; or
 - (ii) collaborates with the Society on activities and programs.
- (c) **"Board"** means the Directors acting as authorized by the Constitution and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
- (d) **"Board Resolution"** means:
 - (i) a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter:
 - (A) in person at a duly constituted meeting of the Board, or
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person and by Electronic Means; or
 - (ii) a resolution that has been submitted to all Directors and consented to in writing by 75% of the Directors who would have been entitled to vote on the resolution at a meeting of the Board,and a Board Resolution approved by any of these methods is effective as though passed at a meeting of the Board;
- (e) **"Bylaws"** means the bylaws of the Society as filed in the office of the Registrar;
- (f) **"Constitution"** means the constitution of the Society as filed in the office of the Registrar;
- (g) **"Directors"** means those persons who have become directors in accordance with these Bylaws and have not ceased to be directors;
- (h) **"Electronic Means"** means any system or combination of systems, including but not limited to telephonic, electronic, radio, computer or web-based technology or communication facility, that:

- (i) 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
 - (ii) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
- (i) **"Eligible Party"** means:
- (i) a Director or officer of the Society, as determined in accordance with these Bylaws; or
 - (ii) such other Person described in the *Society Act* that is appointed or elected by the Directors to exercise authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society; or
 - (iii) a Person who holds or held a position equivalent to what is described in either sub-paragraph (i) or (ii) above in a subsidiary of the Society, if any; or
 - (iv) the heir or personal or legal representative of a Person described in (i), (ii) or (iii) above;
- U) **"Executive Director"** means the chief executive officer of the Society, by whatever title he or she is called, appointed by the Board from time to time;
- (k) **"Income Tax Act"** means the *Income Tax Act*, R.S.C. 1985 (5¹_h Supp.), c.1 as amended from time to time;
- (l) **"Members"** means those Persons and Organizations who are, or who subsequently become members of the Society in accordance with these Bylaws and, in any case, have not ceased to be members;
- (m) **"Membership Year"** means the period of approximately one year which relates to the term of Members, which period will be from one annual general meeting to the next, unless otherwise determined by the Board from time to time;
- (n) **"mutatis mutandis"** means with the necessary changes having been made to ensure that the language makes sense in the context;
- (o) **"Ordinary Resolution"** means:
- (i) a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote:
 - (A) in person at a duly constituted general meeting, or
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person at a general meeting and the votes cast by Electronic Means; or

- (ii) a resolution that has been submitted to the Members and consented to in writing by not less than the threshold required by the *Society Act*, and an Ordinary Resolution approved by any one or more of these methods is effective as though passed at a general meeting of the Society;
- (p) **"Organization"** means an association, corporation, partnership or society;
- (q) **"Past-President"** means the Person in the office described in section 6.10;
- (r) **"Person"** means a natural person;
- (s) **"President"** means the Person elected to the office of president of the Society in accordance with these Bylaws;
- (t) **"Registered Address"** of a Member or Director means the address of that Person as recorded in the register of Members or the register of Directors;
- (u) **"Registrar"** means the Registrar of Companies of the Province of British Columbia;
- (v) **"Secretary"** means the Person elected to the office of secretary of the Society in accordance with these Bylaws;
- (w) **"Society"** means "B.C. Family Hearing Resource Society";
- (x) **"Society Act"** means the *Society Act*, R.S.B.C. 1996, c.433, as amended from time to time; and
- (y) **"Special Resolution"** means:
- (i) a resolution, of which the notice required by the *Society Act* and these Bylaws has been provided, passed by the majority of votes required by the *Society Act* cast in respect of the resolution by those Members entitled to vote:
- (A) in person at a duly constituted general meeting, or
- (B) by Electronic Means in accordance with these Bylaws, or
- (C) by combined total of the votes cast in person at a general meeting and the votes cast by Electronic Means; or
- (ii) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a general meeting of the Society, and a Special Resolution approved by any one or more of these methods is effective as though passed at a general meeting of the Society;
- (z) **"Treasurer"** means the Person elected to the office of treasurer of the Society in accordance with these Bylaws; and
- (aa) **"Vice-President"** means the Person elected to the office of vice-president of the Society in accordance with these Bylaws.

1.2 **Society Act Definitions**

Except as otherwise provided, the definitions in the *Society Act* on the date these Bylaws become effective apply to these Bylaws and the Constitution.

1.3 **Plural and Singular Forms**

In these Bylaws, a word defined in the plural form includes the singular and vice-versa.

2. **MEMBERSHIP**

2.1 **Admission to Membership**

Membership in the Society will be restricted to:

- (a) those Persons who are Members in good standing on the date these Bylaws come into force; and
- (b) those Persons and Organizations whose application for admission as a Member has been accepted in accordance with these Bylaws.

2.2 **Classes of Membership**

There will be one (1) class of voting membership, and one (1) class of non-voting membership in the Society, to be called voting Members and supporting Members, respectively.

2.3 **Transition of Membership**

On the date these Bylaws come into force:

- (a) each Person who is a member of the Society in good standing and who is eligible for voting membership under these Bylaws will continue as a voting Member until the conclusion of the next Membership Year; and
- (b) each Person who is a member of the Society in good standing and who is not eligible for voting membership under these Bylaws will continue as a non-voting Member until the conclusion of the next Membership Year; and
- (c) each Person who is a member of the Society not in good standing will be deemed to have resigned from membership effective that date.

2.4 **Eligibility for Voting Membership**

A Person may be accepted as a voting Member if he or she:

- (a) is 19 years of age or older;
- (b) is ordinarily resident in British Columbia;
- (c) demonstrates an interest in advancing the purposes and supporting the activities of the Society; and
- (d) is willing to abide by the Constitution, these Bylaws and the policies established by the Society from time to time.

A Person is not eligible for voting membership if he or she:

- (e) is an employee of the Society or of an Affiliate;
- (f) is a contractor for services over \$5000 annually with the Society or an Affiliate; or
- (g) the spouse of a Person referred to in paragraphs (d) or (e) of this section.

An Organization is not eligible for voting membership.

2.5 Eligibility for Supporting Membership

A Person who is not eligible for voting membership, including a Person under paragraphs (e) through (g) of the preceding section, may be accepted as a non-voting member if he or she meets the criteria in paragraphs (c) and (d) of the preceding section.

An Organization, including an Affiliate, may be eligible to be accepted as a non-voting Member if it:

- (a) provides programs or services which are comparable or complementary with the activities of the Society within British Columbia;
- (b) demonstrates an interest in advancing the purposes and supporting the activities of the Society; and
- (c) is willing to abide by the Constitution, these Bylaws and the policies established by the Society from time to time.

2.6 Membership Coordinator

The Board may delegate the review and acceptance of new applications and re-applications for membership to a position or committee within the Society, which Person or body may be referred to as the membership coordinator.

If no membership coordinator is designated by the Board, then the duties for that position remain with the Board.

2.7 Application for Membership

An eligible Person or Organization may apply to the Society to become a Member as follows:

- (a) by submitting a completed application, in such form and manner as may be established by the Society, at the Address of the Society or to an authorized representative of the Society;
- (b) by paying all applicable annual membership dues, if any; and
- (c) by submitting such information or documentation as the membership coordinator may require to confirm eligibility for membership.

2.8 **Reviewing and Acceptance of Application**

The membership coordinator, if any, will review all applications for membership in the Society and may, if necessary to determine eligibility for membership, request the Person or Organization to provide further information or documentation in support of the application.

The membership coordinator may, by entering the Person's information into the membership register, accept a Person or Organization as a Member in the appropriate class as determined in accordance with these Bylaws.

2.9 **Reporting and Ratification of Membership**

The membership coordinator, if any, will regularly report to the Board in relation to applications for membership received and approved.

At such times, the Board **will** consider a Board Resolution to ratify the approval of memberships made in the last interval and may, if necessary determine any issues related to membership of an applicant.

2.10 **Referral of Application to Board**

The membership coordinator, if any, may at any time refer an application for membership to the Board for further consideration and, if so referred, the Board may, by Board Resolution, accept, postpone or refuse an application for membership.

The Board may refuse or postpone an application for membership for any reason which, in the BCfrd's view, is necessary or prudent to protect the reputation and integrity of the Society.

2.11 **Membership not Transferable**

Membership is not transferable by a Member.

2.12 **Re-designation of Membership Class**

The membership coordinator may, on application by a Member or otherwise as may be determined to be necessary, redesignate a Person from one class of membership to another to correct any error or reflect changes in circumstances.

2.13 **Term of Membership**

Once accepted as a Member, a Person continues as a Member until:

- (a) the conclusion of the current Membership Year, unless membership is renewed in accordance with these Bylaws; or
- (b) membership otherwise ceases in accordance with these Bylaws.

2.14 **Renewal of Membership**

A Member who remains eligible may apply for renewal of his, her or its membership prior to its expiry in such manner as may be determined by the Society from time to time.

2.15 **Reapplication for Membership**

A Member whose membership has expired or otherwise ceased other than by expulsion may re-apply for membership after its expiry in accordance with section 2.7.

A Person who was expelled from membership may, unless prohibited by the terms of the expulsion, re-apply for membership in accordance with the terms of the expulsion resolution, provided that if the expulsion resolution provided no restrictions related to reapplication, the Person may reapply for membership after one (1) year from the date of expulsion.

2.16 **Dues**

The Board will, by Board Resolution, determine all dues payable by Members from time to time.

The Board may determine any of the following in relation to dues:

- (a) that different dues will apply to different classes of membership;
- (b) that dues for a particular class will be nil; and
- (c) that dues may be pro-rated in certain circumstances ..

Once set by Board Resolution, the dues for each class of membership will be deemed to continue until altered by Board Resolution.

2.17 **Standing of Members**

All Members are deemed to be in good standing except a Member who has failed to pay such dues as are determined by the Board, if any, when due and owing and such Member is not in good standing so long as such dues remain unpaid.

2.18 **Compliance with Constitution, Bylaws and Policies**

Every Member will, at all times:

- (a) uphold the Constitution and comply with these Bylaws and the policies of the Society adopted by the Board from time to time; and
- (b) further and not hinder the purposes and activities of the Society.

2.19 **Expulsion of Member**

A Member may be expelled by a Special Resolution.

Notice of a Special Resolution to expel a Member will be accompanied by a brief statement of the reasons for the proposed expulsion and a copy of the notice will be provided to all Members.

The Member who is the subject of the proposed expulsion will be provided an opportunity to respond to the statement of reasons at or before the time the Special Resolution for expulsion is considered by the Members.

2.20 **Cessation of Membership**

A Person or Organization will immediately cease to be a Member:

- (a) upon the date which is the later of the date of delivering his, her or its resignation in writing to the Address of the Society and the effective date of the resignation stated thereon; or
- (b) at the conclusion of the current Membership Year, unless renewed;
- (c) upon the date which is 90 days from the date on which such Member ceased to be in good standing; or
- (d) upon his, her or its expulsion; or
- (e) upon his or her death or, in the case of an Organization, dissolution.

3. MEETINGS OF MEMBERS

3.1 Time and Place of General Meetings

The general meetings of the Society will be held at such time and place, in accordance with the *Society Act*, as the Board decides.

3.2 Annual General Meetings

The first annual general meeting of the Society will be held not more than 15 months after the date of incorporation, and thereafter an annual general meeting will be held at least once in every calendar year.

3.3 Extraordinary General Meeting

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

3.4 Calling of Extraordinary General Meeting

The Society will convene an extraordinary general meeting by providing notice in accordance with the *Society Act* and these Bylaws in any of the following circumstances:

- (a) at the call of the President;
- (b) when resolved by Board Resolution; or
- (c) when such a meeting is requisitioned by the voting Members in accordance with the *Society Act*.

3.5 Notice of General Meeting

The Society will give not less than 14 days' notice in writing of a general meeting to all Members but the Members may waive or reduce the period for a particular meeting by unanimous consent in writing.

3.6 Contents of Notice

Notice of a general meeting will specify the place, day and time of the meeting and the business to be transacted at the meeting, including any special resolutions to be considered at the meeting.

3.7 **Omission of Notice**

The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any Member entitled to receive notice does not invalidate proceedings at that meeting.

4. **PROCEEDINGS AT GENERAL MEETINGS**

4.1 **Business Required at Annual General Meeting**

The following business is required to be conducted at the annual general meeting of the Society:

- (a) the adoption of an agenda;
- (b) the adoption of rules of order;
- (c) the approval of the minutes of the previous general meeting;
- (d) consideration of the report of the Directors; and
- (e) consideration of the financial statements and the report of the auditor thereon, if any; and
- (f) the election of Directors.

The annual general meeting may include other business as determined by the Board in its discretion.

4.2 **Participation in General Meetings**

The Board may determine, in its discretion, to hold any general meeting, in whole or in part, using Electronic Means, so as to allow parties to participate in the meeting remotely.

Where a general meeting is conducted using Electronic Means, the Directors 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 to the same extent as participants present in person, if any.

At all general meetings, the Board must take reasonable steps to ensure that those individuals with hearing or mobility impairment who are entitled or invited to participate are able to participate in the meeting.

4.3 **Attendance at General Meetings**

In addition to Members, Directors and the Society's auditor, if any, the Board may also invite any other Person or Persons to attend a general meeting as observers and guests. All observers and guests may only address the assembly at the invitation of the Person presiding as chair, or by Ordinary Resolution.

4.4 Requirement of Quorum

No business, other than the election of a Person to chair the meeting and the adjournment or termination of the meeting, will be conducted at a general meeting at a time when a quorum is not present.

4.5 Quorum

A quorum at a general meeting is:

- (a) three (3) voting Members in good standing on the date of the meeting; or
- (b) ten percent (10%) of the total number of voting Member in good standing on the date of the meeting,

whichever is greater. A voting Member participating by permitted Electronic Means is deemed to be present for quorum.

4.6 Lack of Quorum

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, will be terminated, but in any other case it will stand adjourned to the next week, on the same time and 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 will constitute a quorum.

4.7 Loss of Quorum

If at any time during a general meeting there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4.8 Chair

The President (or, in the absence or inability of the President, the Vice-President and in the absence or inability of both the President and Vice-President, the Past-President) will, subject to a Board Resolution appointing another Person, preside at all general meetings.

If at any general meeting the President, Vice-President, Past-President, and such alternate Person appointed by a Board Resolution, if any, is not present within 15 minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Directors present may choose one of their number to preside as chair at that meeting.

4.9 Alternate Chair

If a Person presiding as chair of a general meeting wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the voting Members present at such meeting, he or she may preside as chair.

4.10 **Chair to Determine Procedure**

In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a general meeting, the Person presiding as chair will have the authority to interpret and apply such rules of order as the meeting has adopted and determine matters in accordance with those rules, as well as the Society Act and these Bylaws.

4.11 **Adjournment**

A general meeting may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.12 **Notice of Adjournment**

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 14 days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

4.13 **Minutes of General Meetings**

The Secretary (or his or her delegate) shall ensure that minutes are taken for all general meetings of the Society and shall be responsible to arrange for the care and custody of such minutes.

5. **DECISION-MAKING AT GENERAL MEETINGS**

5.1 **Ordinary Resolution Sufficient**

Unless the Society Act, these Bylaws or adopted rules of order provide otherwise, every issue for determination by a vote of the Members will be decided by an Ordinary Resolution.

5.2 **Entitlement to Vote**

Each voting Member in good standing is entitled to one (1) vote. No other Person or Organization, including a supporting Member, is entitled to a vote at a general meeting or otherwise.

5.3 **Registration of Members**

Every Member attending a general meeting must register their attendance prior to the call to order for the meeting in such manner as may be established by the Board from time to time.

5.4 **Voting Methods**

Voting on matters at a general meeting may occur by any one or more of the following means, in the discretion of the Board:

- (a) by show of hands or voting cards;
- (b) by roll-call vote;

- (c) by written ballot; or
- (d) by vote conducted by Electronic Means.

Where a vote is to be conducted by show of hands or voting cards, and prior to the question being put to a vote, a number of Members equal to not less than 10% of the votes present may request a secret ballot, and where so requested the vote in question will then be conducted by written ballot or other means whereby the tallied votes can be presented anonymously in such a way that it is impossible for the assembly to discern how a given Member voted.

5.5 Voting by Chair

If the Person presiding as chair of a general meeting is a voting Member, then he or she may, in his or her sole discretion, cast a vote on any motion or resolution under consideration at the same time as voting occurs by all Members. A Person presiding as chair who is not a voting Member has no vote.

The Person presiding as chair of a general meeting does not have a second or a casting vote in the event of a tie and a motion or resolution that is tied is defeated.

5.6 Voting by Proxy

Voting by proxy is not permitted.

5.7 Members' Resolutions in Writing

An Ordinary Resolution or a Special Resolution may be in two or more counterparts which together and signed by the required number of Members will be deemed to constitute an Ordinary Resolution or Special Resolution, as the case may be. Such resolution will be filed with minutes of the proceedings of the Members and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

5.8 Special Resolutions to be filed with the Registrar

Any Special Resolution passed in accordance with the Bylaws will be filed with the Registrar in the appropriate form and will not take effect until such Special Resolution is accepted for filing by the Registrar.

6. DIRECTORS

6.1 Management of Property and Affairs

The property and the affairs of the Society will be managed by the Board.

6.2 Composition of Board

The Board will be composed of not less than seven (7) and not more than fifteen (15) Directors, which specific number may be set by Board Resolution from time to time, and each such Director will be elected or appointed in accordance with these Bylaws.

6.3 **Invalidation of Acts**

No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of Directors in office.

6.4 **Directors Subscribe to and Support Purposes**

Every Director will unreservedly subscribe to and support the purposes of the Society.

6.5 **Qualifications of Directors**

A Person must be a voting Member in good standing in order to be nominated, elected or appointed to serve as a Director.

A Person may not be nominated, elected or appointed to serve as a Director if he or she:

- (a) is less than 18 years of age;
- (b) has been found by any court, in Canada or elsewhere, to be incapable of managing his or her own affairs;
- (c) is an undischarged bankrupt; or
- (d) has been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, in accordance with the *Society Act*.

6.6 **Election of Directors**

Directors will be elected by the Members at a general meeting and will take office commencing at the close of such meeting.

6.7 **Transition of Directors' Terms**

Each Person who is a Director on the date these Bylaws come into force will continue as a Director for the remaining term to which he or she was elected, unless sooner ceasing in accordance with these Bylaws.

Any previous terms served by Directors prior to these Bylaws coming into force **will** not be counted towards the term limits set out below.

6.8 **Term of Office**

The term of office of Directors will normally be two (2) years. However the Board may by Board Resolution determine that some or all vacant Directors' positions will have a term of less than two (2) years, the length of such term to be determined by the Directors in their discretion.

For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the annual general meeting at which such Director was elected. If, however, the Director was elected at an extraordinary general meeting his or her term of office will be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting. Every Director serving a term of office will retire from office at the close of the annual general meeting in the year in which his or her term expires.

6.9 **Consecutive Terms and Term Limits**

Directors may be elected for up to eight (8) consecutive years, by any combination of terms. A Person who has served eight (8) consecutive years as a Director may not be re-elected for at least one (1) year following the expiry of his or her latest term.

6.10 **Past-President**

The Person who was the President immediately prior to the current President shall, if he or she consents to continue as a Director, be the Past-President and the term of office as Director for a Past-President is deemed to be extended until a new Past-President arises, to a maximum of two (2) years.

6.11 **Extension of Term to Maintain Minimum Number of Directors**

Notwithstanding the foregoing, if no successor is elected and the result is that the number of Directors would fall below seven (7), the Person or Persons previously elected as Directors may, if they consent, continue to hold office until such time as successor Directors are elected.

6.12 **Appointment to fill Vacancy**

If a Director ceases to hold office, the Board, by Board Resolution, may appoint a voting Member in good standing and qualified in accordance with section 6.5 as a replacement Director to take the place of such Director until the next annual general meeting, at which the point the Person may be nominated for election in accordance with these Bylaws.

The period served as an appointed replacement Directors does not count toward the term limits above.

6.13 **Removal of Director**

The voting Members may remove a Director before the expiration of such Director's term of office by Special Resolution and may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term.

6.14 **Ceasing to be a Director**

A Person will automatically cease to be a Director:

- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the President or to the Address of the Society and the effective date of the resignation stated therein; or
- (b) upon the expiry of his or her term, unless re-elected; or
- (c) upon the date such Person is no longer qualified in accordance with section 6.5; or
- (d) upon his or her removal; or
- (e) upon his or her death.

7. NOMINATION AND ELECTION OF DIRECTORS

7.1 Nominations of Directors

Nominations for election as a Director must be made in accordance with the applicable provisions of these Bylaws, including this section, and such policies and procedures as are established by the Board from time to time, provided that such policies or procedures do not conflict with these Bylaws.

All nominations are subject to the following rules:

- (a) A nomination must be made in writing, in a form established by the Society.
- (b) A nomination must be signed by two (2) or more voting Members, each of whom is in good standing at the time the nomination is submitted.
- (c) A Member may not nominate him or herself.
- (d) Members may not nominate more nominees than the number of Director positions coming available for election.
- (e) A nominee must be in good standing to accept nomination and must remain in good standing throughout the period in order to stand for election.
- (f) Nominations must be submitted in advance of an election, in accordance with such deadlines as may be established by policy. Nominations will not be permitted from the floor at a general meeting.

7.2 Election Generally

Directors, other than the Past President, will be elected once annually, by acclamation or by vote of the voting Members, in accordance with the applicable provisions of these Bylaws and such election policies and procedures as are established by the Board from time to time.

To the extent possible, approximately one-half of Director positions will come vacant for election each year.

7.3 Election at Annual General Meeting

Election of Directors will normally take place at, or prior to, the annual general meeting and Directors so elected will take office commencing at the close of such meeting.

7.4 Election by Acclamation

In elections where the number of eligible candidates at the close of the nomination period is equal to or less than the number of positions for Directors that will become vacant at the close of the next annual general meeting, then the nominated candidates are deemed to be elected by acclamation and no vote will be required. Results of an election by acclamation will be formally announced at the annual general meeting.

7.5 Election by Secret Ballot

In elections where there are more candidates than vacant positions for Directors at the close of the nomination period, election will be by secret ballot and the following rules shall 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 shall be sent or otherwise made accessible to all voting Members in good standing, and only to those Persons.
- (c) Each ballot shall include the name of each eligible candidate for election and the number of vacancies to be filled.
- (d) No voting Member will vote for more Directors than the number of vacant positions. Any ballot on which more names are voted for than there are vacant positions will be deemed to be void.
- (e) Ballots will be counted following the close of the election period by scrutineers appointed by the Board.
- (f) Candidates will be deemed to be elected in order of those candidates receiving the most votes.
- (g) In the event of a tie between two or more eligible candidates for the final vacant position, the scrutineers will place one ballot marked for each tied candidate into a suitable container and the Executive Director shall draw one ballot from the container at random, which candidate selected will be elected to the final vacant position.
- (h) The results of an election by secret ballot will be announced following the counting of the ballots. Results of an election may be disclosed to candidates prior to general announcement.

7.6 Nomination and Election Policies

The Board may establish, by Board Resolution from time to time, such additional policies and procedures related to nomination and election of Directors as it determines are necessary or prudent for the Society, provided that no such policy and procedure is valid to the extent that it is contrary to the *Society Act* or these Bylaws.

8. POWERS AND RESPONSIBILITIES OF THE BOARD

8.1 Powers of Directors

The Board may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the voting Members in general meeting, but nevertheless subject to the provisions of:

- (a) all laws affecting the Society; and
- (b) these Bylaws and the Constitution.

Without limiting the generality of the foregoing, the Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Society. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Society in furtherance of the purposes of the Society.

8.2 Policies and Procedures

The Board may establish such rules, regulations, policies or procedures relating to the affairs of the Society as it deems expedient, provided that no rule, policy or procedure is valid to the extent that it is inconsistent with the *Society Act*, the Constitution or these Bylaws.

8.3 Executive Director

The Board will engage the Executive Director and will be responsible to evaluate the Executive Director's performance from time to time.

8.4 Remuneration of Directors

Directors will not receive any remuneration for acting as a Director, provided however that this section does not prohibit a Director receiving reasonable compensation for services rendered in another capacity to the Society.

8.5 Reimbursement of Expenses

A Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society, provided that all claims for reimbursement are in accordance with established policies.

8.6 Investment of Property and Standard of Care

If the Board is required to invest funds on behalf of the Society, the Board may invest the property of the Society in any form of property or security in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Society. The Board may establish further policies related to the investment of the Society's funds and property, provided that such policies are not contrary to the *Society Act* or these Bylaws.

8.7 Investment Advice

The Directors may obtain advice with respect to the investment of the property of the Society and may rely on such advice if a prudent investor would rely upon the advice in comparable circumstances.

8.8 Delegation of Investment Authority to Agent

The Directors may delegate to a stockbroker, investment dealer, or investment counsel the degree of authority with respect to the investment of the Society's property that a prudent investor might delegate in accordance with ordinary business practice.

9. PROCEEDINGS OF THE BOARD

9.1 Board Meetings

The Board shall hold a meeting not less than four (4) times per calendar year.

Meetings of the Board may be held at any time and place determined by the Board, and may include regularly scheduled meetings or ad hoc meetings, as may be necessary.

Meetings of the Board will be held so as to be accessible by all participating Directors.

9.2 Regular Meetings

The Board may determine to hold one or more regularly scheduled meetings to take place at dates and times pre-determined by the Board. Once the schedule for regular meetings is determined and notice given to all Directors, no further notice of those meetings is required to be provided to a Director unless:

- (a) that Director was not in office at the time notice of regular meetings was provided; or
- (b) the date, time or place of a regular meeting has been altered.

9.3 Ad Hoc Meetings

The Board will hold an ad hoc meeting in any of the following circumstances:

- (a) at the call of the President;
- (b) by request of the Executive Director; or
- (c) by request of any two (2) or more Directors.

9.4 Notice of Board Meetings

At least two (2) days' notice will be sent to each Director of:

- (a) an ad hoc board meeting; or
- (b) a change in a regular board for which previous notice was provided.

However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Executive Director.

For the purposes of the first meeting of the Board held immediately following the election of a Director or Directors conducted at general meeting, or for the purposes of a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be properly constituted. However if an election is conducted separate from a general meeting, notice of the first meeting of the Board will be provided to all Persons who will be Directors in office on the date of such meeting.

9.5 Attendance at Board Meetings

Every Director is entitled to attend each meeting of the Board. The Executive Director is also entitled to attend meetings of the Board as a non-voting advisor, provided that the President may require that the Executive Director be absent from a particular meeting of the Board or portion thereof.

No other Person is entitled to attend meetings of the Board, but the Board may invite any Person to attend one or more meetings of the Board as non-voting advisors, observers or guests.

9.6 Participation by Electronic Means

The Board may determine, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means, so as to allow some or all parties to participate in the meeting remotely.

Where a meeting of the Board is conducted by Electronic Means, the Society must take reasonable steps to ensure that all participants are able to communicate adequately and participate in the meeting.

At all meetings of the Board, the Society must take reasonable steps to ensure that those individuals with hearing or mobility impairment who are entitled or invited to participate are able to participate in the meeting.

9.7 Quorum

The Board may from time to time fix the quorum necessary to transact business and, unless so fixed, the quorum will be a majority of the Directors.

9.8 Director Conflict of Interest

A Director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Society, or a matter for consideration by the Directors:

- (a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
- (b) will disclose fully and promptly the nature and extent of his or her interest in the contract, transaction or matter;
- (c) is not entitled to vote on the contract, transaction or matter;
- (d) will absent him or herself from the meeting or portion thereof:
 - (i) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
 - (ii) in any case, during the vote on the contract, transaction or matter; and
- (e) 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 *Society Act* or these Bylaws.

9.9 **Chair of Meetings**

The President (or, in the absence or inability of the President, the Vice-President, and in the absence or inability of the President and Vice-President, the Past-President, **if any**) will, subject to a Board Resolution appointing another Person, preside as chair at all meetings of the Board.

If at any meeting of the Board the President, Vice-President, Past-President, if any, and such alternate Person appointed by a Board Resolution, if any, are not present within 15 minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Directors present may choose one of their number to chair that meeting.

9.10 **Alternate Chair**

If the Person presiding as chair of a meeting of the Board wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Directors present at such meeting, he or she may preside as chair.

9.11 **Chair to Determine Procedure**

In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a meeting of the Board, the person presiding as chair will have the authority to interpret and apply such rules of order as the meeting has adopted and determine matters in accordance with those rules, as well as the *Society Act* and these Bylaws.

9.12 **Motions by Directors**

A Director may propose a motion for consideration at a meeting of the Board. Where possible, motions should be provided in writing to the President and Executive Director prior to notice of that meeting.

9.13 **Minutes of Board Meetings**

The Secretary or such other Person designated shall ensure that minutes are taken for all meetings of the Board.

10. DECISION MAKING AT BOARD MEETINGS

10.1 **Passing Resolutions and Motions**

Any issue at a meeting of the Board which is not required by the *Society Act*, these Bylaws or such rules of order as may apply to be decided by a resolution requiring more than a simple majority will be decided by Board Resolution.

10.2 Resolution in Writing

A Board Resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. Such resolution will be filed with minutes of the proceedings of the Board and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

10.3 Entitlement to Vote

Subject to section 9.8, each Director is entitled to one (1) vote on all matters at a meeting of Board. No other Person is entitled to a vote on a matter for consideration at a meeting of the Board.

10.4 Procedure for Voting

Except where expressly provided for in these Bylaws, voting on matters at a meeting of the Board may occur by any one or more of the following mechanisms, in the discretion of the President:

- (a) by show of hands;
- (b) by written ballot;
- (c) by roll call vote; or
- (d) by Electronic Means.

On the request of any one (1) of more Directors, a vote will be conducted by written ballot or other means whereby the tallied votes can be presented anonymously, in such a way as to be impossible for the other Directors to know how a given Director voted.

11. OFFICERS

11.1 Officers

The officers of the Society are the President, Vice-President, Secretary, Treasurer and Executive Director, together with such other offices, if any, as the Board, in its discretion, may create.

All officers must be Directors, save and except for the Executive Director, who will not be a Director.

The Board may, by Board Resolution, create and remove such other offices of the Society as it deems necessary and determine the duties and responsibilities of all officers.

11.2 Election of Officers

At the first meeting of the Board held following an annual general meeting, the Board will elect or otherwise appoint the officers. Officers will hold office until the first meeting of the Board held after the next following annual general meeting.

11.3 Term of Officer

The term of office for each officer will be one (1) year, commencing on the date the Director is elected as an officer in accordance with section 11.2 and continuing until the first meeting of the Board held after the next following annual general meeting. A Director may be elected as an officer for consecutive terms.

11.4 Removal of Officers

A Person may be removed as an officer by Board Resolution.

11.5 Replacement

Should the President or any other officer for any reason be unable to complete his or her term, the Board will remove such officer from his or her office and will elect a replacement without delay.

12. DUTIES OF OFFICERS

12.1 Duties of President

The President will supervise the other officers and the Board in the execution of their duties. The President will normally preside at all general meetings and meetings of the Board. The President may speak as authorized by the Board on behalf of the Board or of the Society.

The President is, ex officio, a member of every committee and task force of the Society, but is not required to attend every meeting of those committees and taskforces.

12.2 Duties of Vice-President

The Vice-President shall assist the President in the performance of his or her duties and shall, in the absence of the President, perform those duties. The Vice-President shall also perform such additional duties as may be assigned by the Board or the President.

Where expressly authorized by the Board, the Vice-President may appear, speak and act on behalf of the President, the Board or the Society.

12.3 Duties of Past-President

The Past-President shall assist the President in the performance of his or her duties and shall, in the absence of the President and Vice-President, perform those duties. The Past-President shall also perform such additional duties as may be assigned by the Board or the President.

12.4 Duties of Secretary

The Secretary shall be responsible for making the necessary arrangements for:

- (a) the issuance of notices of general meetings and meetings of the Board;
- (b) the keeping of minutes of all general meetings and meetings of the Board;

- (c) the custody of all records and documents of the Society, except those required to be kept by the Treasurer;
- (d) the maintenance of the register of Members; and
- (e) the conduct of the correspondence of the Society.

12.5 Duties of Treasurer

The Treasurer shall be responsible for making the necessary arrangements for:

- (a) the keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the *Society Act* and the *Income Tax Act*; and
- (b) the rendering of financial statements to the Directors, Members and others, when required.

12.6 Duties of Executive Director

The Executive Director, subject to the authority of the Board, shall have general supervision of the administration and the activities of the Society.

Without limiting the generality of the foregoing, and subject at all times to the discretion of the Board, the Executive Director shall:

- (a) be a designated spokesperson for the Society;
- (b) attend meetings of the Board and of the executive committee, and regularly report to the officers and to the Board on all matters relevant to the administration of the Society;
- (c) represent the Society in its dealings with other organizations;
- (d) be responsible for the employment, supervision and management of all personnel of the Society;
- (e) carry out such other duties as may be assigned by the Board.

12.7 Absence of Secretary at Meeting

If the Secretary is absent from any general meeting or meeting of the Board, the Directors present will appoint another person take minutes at that meeting.

12.8 Combination of Offices of Secretary and Treasurer

The offices of Secretary and Treasurer may be held by one Person who will be known as the Secretary-treasurer.

13. COMMITTEES

13.1 Creation and Delegation to Committees

The Board may create such standing and special committees as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by a Board Resolution.

The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors as it thinks fit.

13.2 Standing and Special Committees

Unless specifically designated as a standing committee, a committee is deemed to be a special committee and any special committee so created must be created for a specified time period only.

A special committee will automatically be dissolved upon the earlier of the following:

- (a) the completion of the specified time period; or
- (b) the completion of the task for which it was created.

13.3 Terms of Reference and Rules

In the event the Board decides to create a committee, it must establish Terms of Reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the Terms of Reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

13.4 Meetings

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed *mutatis mutandis* by the rules set out in these Bylaws governing proceedings of the Board.

13.5 Executive Committee

The Society will have an executive committee, composed of the President, Vice-President, Secretary and Treasurer. The Executive Director will be a non-voting member of the executive committee. The duties and powers of the executive committee will be as set out in the terms of reference established by the Board.

14. EXECUTION OF INSTRUMENTS

14.1 No Seal

The Society will not use a seal for the execution of documents.

14.2 Execution of Instruments

Contracts, documents or instruments in writing requiring the signature of the Society may be signed as follows:

- (a) By the President and the Executive Director;
- (b) by the President or the Executive Director, together with one other director, or
- (c) in the event that the President and Executive Director are both unable to provide a signature, by any two Directors,

and all contracts, documents and instruments in writing so signed will be binding upon the Society without any further authorization or formality.

The Board will have power from time to time by Board Resolution to appoint any officer or officers, or any Person or Persons, on behalf of the Society either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

14.3 Signing Officers

The Board will, from time to time by Board Resolution, appoint signing officers who shall be authorized to sign cheques and banking documents on behalf of the Society.

15. FINANCIAL MATTERS AND BORROWING

15.1 Fiscal Year

The fiscal year of the Society may be determined by the Board from time to time.

15.2 Accounting Records

The Society shall maintain such financial and accounting records and books of account as are required by the *Society Act* and applicable laws.

15.3 Borrowing Powers

In order to carry out the purposes of the Society, the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in any manner it decides, including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

15.4 Issuance of Debentures

To the extent required by the *Society Act*, no debenture will be issued without the authorization of a Special Resolution.

15.5 Restrictions on Borrowing Powers

The Members may by Ordinary Resolution restrict the borrowing powers of the Board.

15.6 When Audit Required

The Society is not required to be audited. However, the Society will conduct an audit or review of its annual financial statements if:

- (a) the Directors determine to conduct an audit or review engagement by Board Resolution; or
- (b) the voting Members require the appointment of an auditor by Ordinary Resolution,

in which case the Society will appoint an external auditor with the qualifications described in section 42 of the *Society Act* and will comply with the relevant provisions of the *Society Act* and this Part.

15.7 Appointment of Auditor at Annual General Meeting

If the Society determines to conduct an audit or review engagement, an auditor will be appointed at an annual general meeting, to hold office until he, she or it is reappointed or his, her or its successor is appointed at the next following annual general meeting in accordance with the procedures set out in the *Society Act* or until the Society no longer wishes to appoint an auditor.

15.8 Vacancy in Auditor

The Board will fill any vacancy occurring in the office of auditor and an auditor so appointed will hold office until the next annual general meeting.

15.9 Removal of Auditor

An auditor may be removed by Ordinary Resolution in accordance with the procedures set out in the *Society Act*.

15.10 Notice of Appointment

An auditor will be promptly informed in writing of his, her or its appointment or removal.

15.11 Restrictions on Appointment

No Director, Member or employee of the Society will act as its auditor.

15.12 Attendance at Annual General Meetings

The auditor, if any is appointed, may attend general meetings.

16. NOTICES

16.1 Entitlement to Notice

Notices of a general meeting will be given to:

- (a) every Person shown on the register of Members as a Member on the day the notice is given; and
- (b) the auditor, **if** any is appointed.

No other Person is entitled to be given notice of a general meeting.

16.2 Method of Giving Notice

A notice may be given to a Member or a Director either personally, by delivery, courier or by mail posted to such Person's Registered Address, or, where the member has provided a fax number or electronic mail address, by fax or electronic mail, respectively.

16.3 When Notice Deemed to have been Received

A notice sent by mail will be deemed to have been given on the day following that on which the notice was posted. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice will only be effective when actually received.

Any notice delivered personally, by delivery or courier, facsimile, or electronic mail will be deemed to have been given on the day it was so delivered or sent.

16.4 Days to be Counted in Notice

If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

17. MISCELLANEOUS

17.1 Inspection of Records

The documents, including the financial and accounting records, of the Society 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 to the Executive Director.

A Member in good standing is entitled, upon providing not less than fourteen (14) days' notice to the Society, to examine any of the following documents and records of the Society at the Address of the Society during the Society's normal business hours:

- (a) the Constitution and these Bylaws, and any amendments thereto;
- (b) the minutes of any general meeting;
- (c) resolutions of the Members in writing, if any;

- (d) annual financial statements relating to a past fiscal year that have been received by the Members in a general meeting;
- (e) register of Directors; and
- (f) register of Members, subject, in the Board's discretion, to redaction to protect personal information, as required by law.

Except as expressly provided by statute or at law, a Member will not be entitled or have the right to examine or inspect any other document or record of the Society. However, subject to such policies as the Board may establish, a Member in good standing may request in writing to the Society to examine any other document or record of the Society and the Board may allow the Member to examine 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 to which a Member is entitled or otherwise allowed to examine may be provided on request by the Member for a reasonable production fee to be determined by the Board.

17.2 Participation in Meetings

The Board may, in their discretion, determine to hold any general meeting or meeting of the Board, and a committee may, in its discretion, determine to hold any meeting of that committee, to allow for participation, whether in whole or in part, by Electronic Means.

All such Members, Directors, or Persons so participating by approved Electronic Means in any such meeting will be deemed to be present in person at the stated location of such meeting.

17.3 Right to become Member of other Society

The Society will have the right to subscribe to, become a member of, and cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Society's purposes.

18. INDEMNIFICATION

18.1 Indemnification of an Eligible Party

Subject to section 18.4 and the provisions of the *Society Act*, an Eligible Party will be indemnified by the Society 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 Eligible Party, by reason of his or her holding or having held authority within the Society:

- (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.

18.2 Indemnification of an Eligible Party in a Subsidiary

Notwithstanding section 18.1, the Society may, in its discretion, determine whether or not to indemnify an Eligible Party to the extent he or she is liable for or in respect of expenses by reason of holding or having held a position in a subsidiary, if any, of the Society, which position is equivalent to the position of an Eligible Party in the Society itself.

18.3 Advancement of Expenses

To the extent permitted by the *Society Act* and subject to section 18.4, all costs, charges and expenses incurred by an Eligible Party with respect to any legal proceeding or investigative action may be advanced by the Society prior to the final disposition thereof, in the discretion of the Board, and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the Eligible Party to repay such amount unless it is ultimately determined that the Eligible Party is entitled to indemnification hereunder.

18.4 Indemnification Prohibited

Notwithstanding sections 18.1 and 18.2, the Society must not indemnify an Eligible Party against any costs, charges and expenses, including legal and other fees, incurred in connection with any legal proceeding or investigative action, if such Eligible Party:

- (a) has already been reimbursed for such expenses;
- (b) has been judged by a court, in Canada or elsewhere, or by another competent authority to have committed any fault or to have omitted to do anything that he or she ought to have done;
- (c) in relation to the subject matter of the legal proceeding or investigative action, did not act honestly and in good faith with a view to the best interests of the Society or any subsidiary of the Society; or
- (d) in the case of a legal proceeding other than a civil proceeding, did not have reasonable grounds for believing that his or her conduct, in respect of which the legal proceeding or investigative action was brought, was lawful.

18.5 Indemnification not Invalidated by Non-Compliance

The failure of an Eligible Party of the Society to comply with the provisions of the *Society Act*, or of the Constitution or these Bylaws, will not invalidate any indemnity to which he or she is entitled under this part.

18.6 Approval of Court

The Society will apply to the court for any approval of the court to the extent such approval is required by the *Society Act* or otherwise to ensure that the indemnities herein are effective and enforceable.

18.7 Indemnification Deemed Term

Each Eligible Party of the Society on being elected or appointed will be deemed to have contracted with the Society upon the terms of the foregoing indemnities.

18.8 Purchase of Insurance

The Society may purchase and maintain insurance for the benefit of any or all Directors, officers, employees or agents against personal liability incurred by any such Person as a Director, officer, employee or agent.

19. BYLAWS

19.1 Entitlement of Members to copy of Constitution and Bylaws

On being admitted to membership, each Member is entitled to, and upon request the Board will provide him or her with, a copy of the Constitution and Bylaws of the Society.

19.2 Special Resolution required to Alter or Add to Bylaws

These Bylaws will not be altered or added to except by Special Resolution.

THESE BYLAWS APPROVED BY SPECIAL RESOLUTION _____, 2015.

Director