

**BYLAWS
OF THE
B.C. HOSPICE/PALLIATIVE CARE ASSOCIATION**


CAROL PREST

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**BYLAWS
OF
B.C. HOSPICE/PALLIATIVE CARE ASSOCIATION**

1. INTERPRETATION

1.1 Definitions

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

- (a) **“Active Member”** means a Member accepted as such in accordance with these Bylaws”;
- (b) **“Address of the Society”** means the registered office address of the Society on record from time to time with the Registrar;
- (c) **“Ballot Vote”** means votes cast by voting Members by mail-in ballot or Electronic Means, as authorized by the Board and conducted by the Society in accordance with these Bylaws and such policies as may be adopted by the Board;
- (d) **“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;
- (e) **“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; or
 - (A) in person at a duly constituted meeting of the Board,
 - (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 two-thirds (2/3) 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;
- (f) **“Bylaws”** means the bylaws of the Society as filed in the office of the Registrar;
- (g) **“Constitution”** means the constitution of the Society as filed in the office of the Registrar;
- (h) **“Designated Representative”** means a Person appointed in writing by an Organization that is a Member to be the primary contact between the Society and the Organization and to exercise the rights and responsibilities of membership on behalf of the Organization;

- (i) **“Directors”** means those persons who have become directors in accordance with these Bylaws and have not ceased to be directors;
- (j) **“Electronic Means”** means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:
 - (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;
- (k) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- (l) **“Members”** means those Persons and Organizations that are, or subsequently become, members of the Society in any of the classes of membership herein provided and that, in either case, have not ceased to be members in accordance with these Bylaws;
- (m) **“Membership Coordinator”** means a committee or position within the Society that has been designated by the Board and authorized to review and accept applications for membership;
- (n) **“Membership Year”** means the period of approximately one year which relates to the term of Members, which period and start and end dates shall be set by the Board from time to time;
- (o) **“mutatis mutandis”** means with the necessary changes having been made to ensure that the language makes sense in the context;
- (p) **“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 at least two-thirds (2/3) of the voting Members,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;
- (q) **“Organization”** means an association, corporation or society;

- (r) **“Person”** means a natural person;
- (s) **“President”** means the Director elected to the office of president of the Society in accordance with these Bylaws;
- (t) **“Proxy Holder”** means an Active Member (or the Designated Representative of an Active Member) appointed in accordance with these Bylaws to attend a general meeting and to exercise voting rights on behalf of another Active Member;
- (u) **“Regions”** means the following provincial health authorities and the geographic regions aligned with each, namely:
 - (i) Vancouver Coastal Health Authority;
 - (ii) Fraser Health Authority;
 - (iii) Vancouver Island Health Authority
 - (iv) Interior Health Authority;
 - (v) Northern Health Authority; and
 - (vi) Provincial Health Services Authority.
 - (vii) First Nations Health Authority
- (v) **“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;
- (w) **“Registrar”** means the Registrar of Companies of the Province of British Columbia;
- (x) **“Secretary”** means the Director elected to the office of secretary of the Society in accordance with these Bylaws;
- (y) **“Society”** means “B.C. Hospice/Palliative Care Association”;
- (z) **“Societies Act”** means the *Societies Act*, S.B.C. 2015, c. 18, as amended from time to time, and includes any successor legislation thereto;
- (aa) **“Special Resolution”** means:
 - (i) a resolution, of which the notice required by the *Societies Act* and these Bylaws has been provided, passed by at least two-thirds (2/3) 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 every Member who would have been entitled to vote on the resolution in person at a general meeting,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.

- (bb) **“Treasurer”** means the Director elected to the office of treasurer of the Society in accordance with these Bylaws; and
- (cc) **“Vice-President”** means a Director elected to the office of vice-president of the Society in accordance with these Bylaws.

1.2 Societies Act Definitions

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

2.2 Classes of Membership

There will be two (2) classes of voting membership, being called:

- (a) Active Members; and
- (b) Honorary Members,

and one (1) class of non-voting membership, being:

- (c) Affiliate Members.

2.3 Eligibility for Active Membership

A Person may be eligible to be accepted as an Active Member if he or she:

- (a) is 19 years of age or older; and
- (b) is interested in advancing the purposes and supporting the activities of the Society.

An Organization may be eligible to be accepted as an Active Member if it:

- (c) provides hospice or palliative care services in British Columbia; and
- (d) is interested in advancing the purposes and supporting the activities of the Society.

2.4 Eligibility for Affiliate Membership

An Organization which does not provide hospice or palliative care services in British Columbia, but which is interested in advancing the purposes and supporting the activities of the Society is eligible and may apply to be accepted as an Affiliate Member.

2.5 Application for Membership

- (a) An eligible Person or Organization may apply to the Society in writing to become a Member and on acceptance by the Board, or Membership Coordinator, if any, will be a Member.
- (b) An application for membership must:
 - (i) be in writing, in a form approved by the Society from time to time;
 - (ii) include all information required by the form;
 - (iii) in the case of an Organization, include the name, address and contact information for a Person or position within the Organization, which Person or position will be the Designated Representative of the Organization; and
 - (iv) include payment of all applicable membership dues and fees.

2.6 Review and Acceptance of Applications

- (a) 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 applicant to provide further information or documentation in support of the application. In the absence of a membership coordinator or committee, the Board will perform these functions.
- (b) The Membership Coordinator, if any, may accept an eligible applicant as a Member in the appropriate class by entering the relevant information into the membership registry. The Membership Coordinator, if any, may at any time refer an application for membership to the board for further consideration and determination.
- (c) The Membership Coordinator, if any, will regularly report to the Board in relation to applications for membership received and approved by the Membership Coordinator. 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 the membership of an applicant.
- (d) The Board may, by Board Resolution, accept, postpone or refuse an application for membership. The Board may postpone or refuse an application for membership for any reason which, in the Board's view, is necessary or prudent to protect the reputation and integrity of the Society. The decision of the Board to refuse an application for membership is final.

2.7 Honorary Members

The Board may, by Board Resolution, appoint a Person who has made an outstanding contribution to the Society, to hospice and palliative care services in British Columbia, or both,

as an honorary Member of the Society, for a term determined by the Board in its discretion, up to and including the lifetime of the Person.

Honorary Members are required to update their information on file with the Society at least once every two (2) years, using such written form as may be established by the Society from time to time. An honorary Member that does not update their information with the Society at least once every two (2) years will be deemed to have resigned from membership on the date that is two (2) years from the latest update.

2.8 Transition of Membership

Those Persons and Organizations who are Members in good standing on the date these Bylaws come into effect will continue as Members in the same class as was previously the case, until the conclusion of the next annual general meeting, unless renewed in accordance with section 2.10(a).

Any Members not in good standing on the date these Bylaws come into effect will immediately cease to be Members and will be deemed to have resigned. Such Persons and Organizations may re-apply for membership in accordance with section 2.5.

2.9 Membership not Transferable

Membership in the Society is not transferable by a Member.

2.10 Term of Membership

Once accepted by the Board, a Person or Organization 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.

2.11 Renewal and Reapplication of Membership

A Member may apply for renewal of their or its membership prior to the conclusion of the current Membership Year in such form and manner as may be determined by the Board from time to time.

A renewal of membership must include payment of all applicable membership dues, as well as payment for any outstanding fees or assessments, if any.

A Person or Organization whose membership has expired may reapply for membership after its expiry in accordance with section 2.5.

2.12 Dues

The Board may, by Board Resolution:

- (a) determine and set all amounts payable by Members to the Society, including annual membership dues and any special fees or assessments, from time to time;
- (b) determine and set the date by which such amounts are payable; and
- (c) provide for different dues, fees or assessments among the various classes of membership,

and such amounts will be payable as and when established by Board Resolution.

Notwithstanding the foregoing paragraph, an increase in annual dues, or the establishment of a special fee or assessment by Board Resolution may be subsequently overturned by Special Resolution passed at a general meeting. Any portion of an amount paid to the Society that is subsequently overturned will be refunded to each Member who paid such amount.

2.13 Standing of Members

All Members are deemed to be in good standing except a Member who has failed to pay an amount owing to the Society, including annual membership dues and special fees or assessments, if any, when due and owing and such Member is not in good standing so long as such amounts remain unpaid.

2.14 Rights of Membership

In addition to any rights conferred by the *Societies Act*, a Member in good standing has the following rights and privileges of membership, by class:

Active Membership

- (a) to receive notice of, and to attend, all general meetings;
- (b) to make or second motions at a general meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (c) to serve on committees of the Society, as invited;
- (d) to exercise a vote on matters for determination at general meetings;
- (e) to nominate for election as a Director, in accordance with these Bylaws;
- (f) in the case of a Person that is an Active Member, to be eligible to be nominated to stand for election as a Director or officer of the Society;
- (g) in the case of an Organization that is an Active Member, for its Designated Representative to be eligible to be nominated to stand for election as a Director or officer of the Society; and
- (h) to participate in the programs and initiatives of the Society, in accordance with such criteria as may be determined by the Board from time to time.

Affiliate Membership

- (i) to receive notice of, and to attend, all general meetings; and
- (j) to participate in the programs and initiatives of the Society, in accordance with such criteria as may be determined by the Board from time to time.

Honorary Membership

- (k) to receive notice of, and to attend, all general meetings;
- (l) to make or second motions at a general meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (m) to serve on committees of the Society, as invited;
- (n) to exercise a vote on matters for determination at general meetings;
- (o) to nominate for election as a Director, in accordance with these Bylaws;
- (p) to be eligible to be nominated to stand for election as a Director or officer of the Society; and
- (q) to participate in the programs and initiatives of the Society, in accordance with such criteria as may be determined by the Board from time to time.

2.15 Members not in Good Standing

A Member who is not in good standing has the right to receive notice of, and to attend, all general meetings, and the right to participate in programs or initiatives of the Society (subject to eligibility as determined by the Board) but is suspended from all of the other rights set out in section 2.14 for so long as they remain not in good standing.

2.16 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, aims and objects of the Society.

2.17 No Distribution of Income to Members

The Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used to promote its purposes. ***This provision was previously unalterable.***

2.18 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.

2.19 Cessation of Membership

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

- (a) on the date which is the later of the date of delivering their resignation in writing to the Address of the Society and the effective date of the resignation stated thereon; or
- (b) upon the date which is 30 days after the conclusion of the most recently completed Membership Year, unless renewed in accordance with section 2.11;
- (c) on the date which is 30 days from the date on which such Member ceased to be in good standing; or
- (d) on their expulsion; or
- (e) on their 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 *Societies Act*, as the Board decides.

3.2 Annual General Meetings

An annual general meeting will be held at least once in every calendar year and in accordance with the *Societies Act*.

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 *Societies 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 *Societies Act*.

3.5 Notice of General Meeting

The Society will send, by one or more of the means specified in section 15.1, notice of every general meeting to:

- (a) each Member shown on the register of Members on the date the notice is sent;
- (b) each Director; and
- (c) the auditor of the Society, if any is appointed,

not less than fourteen (14) days and not more than sixty (60) days prior to the date of the general meeting.

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

3.6 Contents of Notice

Notice of a general meeting will specify the place, the day and the time of the meeting and will include the text of every Special Resolution to be proposed or considered at that meeting.

If the Board has decided to hold a general meeting with participation by Electronic Means, the notice of that meeting must inform Members how they may participate by Electronic Means.

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 AGM

The following business is required to be conducted at each 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 annual general meeting and any extraordinary general meetings held since the previous annual general meeting;
- (d) consideration of the report of the Directors;
- (e) consideration of the financial statements and the report of the auditor thereon, if any;
- (f) the consideration of any Members' proposals submitted in accordance with the *Societies Act*;
- (g) the election or announcement of Directors; and
- (h) such other business, if any, required by the *Societies Act* or at law to be considered at an annual general meeting.

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

4.2 Electronic Participation in General Meetings

The Board may decide, in its discretion, to hold any general meeting in whole or in part by Electronic Means.

When a general meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

Persons participating by Electronic Means are deemed to be present at the general meeting.

4.3 Requirement of Quorum

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

4.4 Quorum

Quorum at a general meeting is a number of Active Members present and in good standing on the date of the meeting, which number is the greater of:

- (a) ten percent (10%) of the total number of Active Members in good standing; or
- (b) three (3).

4.5 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 day, 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.

4.6 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.

4.7 Meeting Chair

The President (or, in the absence or inability of the President, a Vice-President, and in the absence or inability of the President and Vice-President(s), the past-president, if any) will, subject to a Board Resolution appointing another Person, preside at all general meetings; but if at any general meeting the President, Vice-President(s), past-President and such alternate Person appointed by a Board Resolution, 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.

4.8 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 Members present at such meeting, they may preside as chair.

4.9 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 the *Societies Act* and these Bylaws.

4.10 Adjournment

A general meeting may be adjourned (meaning carried over without completing the business of the meeting) 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.

4.11 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.

5. VOTING AND RESOLUTIONS BY MEMBERS

5.1 Ordinary Resolution Sufficient

Any issue at a general meeting which is not required by these Bylaws or the *Societies Act* to be decided by a Special Resolution will be decided by an Ordinary Resolution.

5.2 Entitlement to Vote

Each Active Member in good standing and each Honorary Member is entitled to one (1) vote on matters for determination by Members at a general meeting.

No other Person or Organization is entitled to a vote at a general meeting.

5.3 Registration of Voting Members

Every Member attending a general meeting must register their attendance at such time and in such manner as may be established by the Board from time to time. Voting Members must register any proxies provided to such Member.

5.4 Voting Mechanisms

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

- (a) by show of hands or voting cards;
- (b) by written ballot; or
- (c) by vote conducted by Electronic Means.

Where a vote is to be conducted by show of hands or voting cards, a number of voting Members equal to not less than 5% 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 as to be impossible for the assembly to identify 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 they may, in their sole discretion, cast a vote on any motion or resolution under consideration at the same time as voting occurs by all voting 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 Announcement of Results of Vote

Votes cast at or prior to a general meeting by any of the permitted mechanisms will be counted by scrutineers appointed by the Board and the result of the vote will be announced at the general meeting to which the vote relates.

Upon a vote by show of hands or voting cards, a declaration by the person presiding as chair that a motion or resolution has been carried or defeated will be sufficient evidence of that fact, provided that, on request of any three (3) voting Members, a counted vote will be required.

5.7 Voting by Proxy

Proxy voting is permitted at general meetings, subject to these Bylaws and in accordance with the following rules:

- (a) an Active Member may, by form of proxy, appoint another Active Member or a Designated Representative to be his or her Proxy Holder to attend a general meeting of the Society and act on their behalf as and to the extent authorized in the form of proxy;

(b) a form of proxy appointing a Proxy Holder must:

- (i) be in a form approved by the Board; and

- (ii) be signed and dated by the Active Member (or its Designated Representative) granting the proxy,
or it is void and of no effect;
- (c) a form of proxy must state the specific general meeting at which the Proxy Holder is authorized to act on behalf of the Active Member, provided that if a form of proxy does not state the general meeting at which it is to have effect, the authority of the Proxy Holder is deemed to be for the next general meeting held on or after the date indicated on the form of proxy; and
- (d) an Active Member or Designated Representative may not be Proxy Holder for more than five (5) other Active Members at any given general meeting. If a Proxy-Holder holds more than five (5) proxies from other Active Members, only five (5) proxies may be registered by the Proxy-Holder and all additional proxies granted are deemed to be void and of no effect.

5.8 Voting Other than at General Meeting

The Board may, in its sole discretion, conduct a vote of the voting Members other than at a general meeting by Ballot Vote provided that the Society provides each voting Member in good standing with notice of:

- (a) the text of the resolutions to be voted on;
- (b) the open and closing dates for casting a vote; and
- (c) instructions on how a voting Member may cast a vote.

Ballot Votes will be announced, distributed, conducted and counted in accordance with such policies as are established by the Board.

The results of a Ballot Vote prior to a general meeting will be announced at the general meeting and added to those votes cast at the general meeting by the Members present at the meeting to determine the total votes cast on a question.

The results of a Ballot Vote conducted apart from a general meeting will be announced or otherwise made available to all Members following the counting of such votes.

5.9 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.

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 six (6) and not more than thirteen (13) Directors, as follows:

- (a) one (1) Director from each of the Regions, each of whom is a Person who ordinarily resides or works within such Region (for a total of seven (7));
- (b) up to six (6) Directors at large elected from any of the Regions; and
- (c) the immediate past-president, if any.

The number of positions for Directors at large may be set by Board Resolution from time to time, to a maximum of six (6) positions, provided that reducing the number of positions will not cause any Director to cease during his or her term of office.

6.3 Directors Subscribe to and Support Purposes

Every Director has a fiduciary duty to the Society as a whole and will unreservedly subscribe to and support the purposes of the Society.

6.4 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.

6.5 Qualifications of Directors

Pursuant to the *Societies Act*, a Person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if they :

- (a) are less than eighteen (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, all in accordance with the *Societies Act*.

In addition to the foregoing, a Person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if they are not:

- (e) an Active Member in good standing;
- (f) a Designated Representative of an Active Member in good standing; or
- (g) an Honorary Member.

6.6 Transition of Directors

Each Person who is a Director on the date these Bylaws become effective will continue as a Director for the term to which they were originally elected.

Any previous terms served by Directors before these Bylaws come into effect, including a transition term, are not counted towards the term limits set out in these Bylaws.

6.7 Nominations of Directors

A Member in good standing may nominate an eligible Member for election as a Director prior to an election and in accordance with applicable provisions of these Bylaws and such policies and procedures as are established by the Board from time to time.

6.8 Election of Directors

Directors, other than the immediate past-president, will be elected by the Members at or prior to a general meeting and will take office commencing at the close of such meeting.

To the extent possible, approximately one-half of Director positions will come vacant for election in alternating years

6.9 Election by Acclamation

In elections where the number of eligible candidates is equal to or less than the number of positions for Directors coming vacant, the nominated candidates are deemed to be elected by acclamation, except that on the objection of any two (2) voting Members in good standing, a vote to elect the candidates, whether singly or as a slate, will be conducted as determined by the presiding chair.

6.10 Election by Secret Ballot

In elections where there are more duly nominated candidates for election than vacant positions for Directors, election will be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates will be deemed to be elected in order of votes received. A tie between two or more candidates for the final vacancy will be decided by run-off election between the tied candidates, followed, if still necessary, by drawing lots.

6.11 Voiding of Ballot

No Member will vote for more Directors than the number of vacant positions for Directors. Any ballot on which more names are voted for than there are vacant positions will be deemed to be void.

6.12 Board may Create Policies and Procedures

The Board may establish policies and procedures relating to the conduct of nominations and elections, provided that no such policy or procedure is valid to the extent that it is inconsistent with the *Societies Act* or these Bylaws.

6.13 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-chair 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) additional years.

6.14 Term of Office

Elections for Directors will normally be held at the annual general meeting and 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.

6.15 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.

6.16 Extension of Term to Maintain Minimum Number of Directors

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.

Notwithstanding the foregoing, if no successors are elected as Directors and the result is that the number of Directors would fall below three (3), the Person or Persons previously elected as Directors may continue to hold office until such time as successor Directors are elected.

6.17 Appointment to fill Vacancy

If a Director ceases to hold office, the Board may appoint an eligible Member as a replacement Director to take the place of such Director until the next annual general meeting unless sooner ceasing. The appointment of a Member to fill a vacancy does not count towards the term limits described above.

6.18 Removal of Director

The 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.

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

6.20 Remuneration of Directors and Reimbursement of Expenses

A Director is not entitled to any remuneration for acting as a Director, provided however that a Director may be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the Society.

7. POWERS OF BOARD

7.1 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 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.

7.2 Duties of Directors

Pursuant to the *Societies Act*, every Director will:

- (a) act honestly and in good faith 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 *Societies Act* and the regulations thereunder; and
- (d) subject to sections 7.2(a) to 7.2(c), act in accordance with these Bylaws.

Without limiting sections 7.2(a) to 7.2(d), a Director, when exercising the powers and performing the functions of a Director, must act with a view to the purposes of the Society.

7.3 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, regulation, policy or procedure is valid to the extent that it is inconsistent with the *Societies Act*, the Constitution or these Bylaws.

7.4 Executive Director

The Board will engage an executive director to be the chief executive officer for the Society and the Board will be responsible to set the remuneration of the executive director and to evaluate the executive director's performance from time to time.

7.5 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.

7.6 Investment in Mutual or Pooled Funds

The property of the Society may be invested by the Board, or by any agent or delegate of the Board, in any mutual fund, common trust fund, pooled fund or similar investment.

7.7 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.

7.8 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.

8. PROCEEDINGS OF THE BOARD

8.1 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.

8.2 Regular Meetings

The Board may determine to hold one or more regularly scheduled meetings to take place at various times in a given year. Once the schedule for regular meetings is determined and notice

of it 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.

8.3 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.

8.4 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 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.

8.5 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 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.

8.6 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 and participate in the meeting.

8.7 Quorum

Quorum for a meeting of the Board will be a majority of the number of Directors in office at the time.

8.8 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 *Societies Act* or these Bylaws.

8.9 Chair of Meetings

The President (or, in the absence or inability of the President, a Vice-President, and in the absence or inability of the President and Vice-President(s), 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(s), past-president, if any, 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 chair that meeting.

8.10 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.

8.11 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 the *Societies Act* and these Bylaws.

8.12 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.

8.13 Minutes of Board Meetings

The secretary shall ensure that minutes are taken for all meetings of the Board and shall be responsible to arrange for the care and custody of such minutes .

9. DECISION MAKING AT BOARD MEETINGS

9.1 Passing Resolutions and Motions

Any issue at a meeting of the Board which is not required by these Bylaws or the *Societies Act* to be decided by a resolution requiring more than a simple majority will be decided by Board Resolution.

9.2 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.

9.3 Entitlement to Vote

Subject to section 8.8, 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.

9.4 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 assembly to identify how a given Member voted.

10. OFFICERS

10.1 Composition of Officers

The officers of the Society are the President, not less than one (1) and not more than two (2) Vice-Presidents, past-president (if any), Secretary and Treasurer, together with such other officers, if any, as the Board, in its discretion, may create. All officers must be Directors.

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.

10.2 Election of Officers

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

10.3 Removal of Officers

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

10.4 Replacement

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

10.5 Duties of President

The President will supervise the other Directors and officers in the execution of their duties and will preside at all meetings of the Society and of the Board.

10.6 Duties of Vice-President

The Vice-President(s) will assist the President in the performance of their duties and will, in the absence of the President, perform those duties. The Vice-President(s) will also perform such additional duties as may be assigned by the Board.

10.7 Duties of Past-President

The past-president will assist the President in the performance of their duties and will, in the absence of the President and Vice-President(s), perform those duties. The past-president will also perform such additional duties as may be assigned by the Board.

10.8 Duties of Secretary

The secretary will be responsible for making the necessary arrangements for:

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

10.9 Duties of Treasurer

The treasurer will 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 *Societies Act* and the *Income Tax Act*; and
- (b) the rendering of financial statements to the Directors, Members and others, when required.

10.10 Absence of Secretary at Meeting

If the secretary is absent from any meeting of the Society or the Board, the Directors present will appoint another person to act as secretary at that meeting.

10.11 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.

11. COMMITTEES

11.1 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.

11.2 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.

11.3 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.

11.4 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.

11.5 Dissolution of Committee

The Board may dissolve a committee by Board Resolution.

11.6 Executive Committee

The Society may have an executive committee, composed of the President, the past-president, the Vice-President(s), the Secretary and Treasurer, as well as such other officers and Directors as may be appointed by the Board. The Executive Director will be a non-voting advisor to the executive committee. The duties and powers of the executive committee will be set out in terms of reference to be adopted by Board Resolution.

12. EXECUTION OF INSTRUMENTS

12.1 No Seal

The Society will not have a seal for the purpose of executing documents.

12.2 Execution of Instruments

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

- (a) by the President or a Vice-President, together with one other director, or
- (b) in the event that the President and Vice-President(s) are 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.

12.3 Signing Officers

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

13. BORROWING

13.1 Powers of Directors

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.

13.2 Restrictions on Borrowing Powers

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

14. AUDITOR

14.1 Requirement

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 auditor qualified in accordance with Part 9 of the *Societies Act* and these Bylaws.

14.2 Appointment of Auditor at Annual General Meeting

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

14.3 Vacancy in Auditor

Except as provided in section 14.4, 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.

14.4 Removal of Auditor

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

14.5 Notice of Appointment

An auditor will be promptly informed in writing of their or its appointment or removal.

14.6 Auditor's Report

The auditor, if any, must prepare a report on the financial statements of the Society in accordance with the requirements of the *Societies Act* and applicable law.

14.7 Participation in General Meetings

The auditor, if any, is entitled in respect of a general meeting to:

- (a) receive every notice relating to a meeting to which a Member is entitled;
- (b) attend the meeting; and
- (c) be heard at the meeting on any part of the business of the meeting that deals with the auditor's duties or function.

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

15. NOTICES

15.1 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.

15.2 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.

15.3 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.

16. MISCELLANEOUS

16.1 Inspection of Records

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

A Member in good standing is entitled, upon providing not less than fourteen (14) days' notice in writing to the Society, to inspect 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 statement of directors and registered office of the Society;
- (c) minutes of any general meeting, including the text of each resolution passed at the meeting;
- (d) resolutions of the Members in writing, if any;
- (e) annual financial statements relating to a past fiscal year that have been received by the Members in a general meeting;
- (f) the register of Directors;
- (g) the register of Members;
- (h) the Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;
- (i) copies of orders made by a court, tribunal or government body in respect of the Society;
- (j) the written consents of Directors to act as such and the written resignations of Directors; and
- (k) the disclosure of a Director or of a senior manager regarding a conflict of interest.

Except as expressly provided by statute or at law, a Member will not be entitled or have the right to 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 Board 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 allowed to inspect may be provided on request by the Member for a fee to be determined by the Board, provided such fee does not exceed the limits prescribed by the *Societies Act*.

16.2 Dissolution

Upon winding up or dissolution of the Society, the assets remaining after the payment of all costs, charges and expenses properly incurred in the winding up, including the remuneration of

a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after payment of any other debts of the Society, shall be distributed to a charitable organization (or organizations) in Canada, registered under the provisions of the Income Tax Act, which shall be designated by the Board of Directors.

Any of such assets remaining which had originally been provided for specific purposes shall, wherever possible, be distributed to a charitable organization, registered under the provisions of the Income Tax Act, carrying on work of a similar nature to such specific purposes. ***This provision was previously unalterable.***

16.3 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.

17. INDEMNIFICATION

17.1 Indemnification of Directors and Eligible Parties

To the extent permitted by the *Societies Act*, each Director and eligible party (as defined by the *Societies Act*) 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 Person 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.

17.2 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.

18. BYLAWS

18.1 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 them with, a copy of the Constitution and Bylaws of the Society.

18.2 Special Resolution required to Alter or Add to Bylaws

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

18.3 Effective Date of Alteration

Any alteration to the Bylaws or Constitution will take effect on the date the alteration application is filed with the Registrar in accordance with the *Societies Act*.

THESE BYLAWS AMENDED BY SPECIAL RESOLUTION DATED: October 28th, 2020.