

**BYLAWS
of
THS SOCIETY OF TRANSITION HOUSES**

TABLE OF CONTENTS

PART 1. - INTERPRETATION	1
1.1 Definitions.....	1
1.2 <i>Society Act</i> Definitions	3
PART 2. - MEMBERSHIP	3
2.1 Classes of Membership	3
2.2 Eligibility for and Admission of Agency Members	3
2.3 Eligibility for and Admission of Non-Voting Members	3
2.4 Dues.....	4
2.5 Expulsion of Member	4
2.6 Process for Expulsion	4
2.7 Cessation of Membership	5
2.8 Standing of Members.....	5
2.9 Compliance with Constitution, Bylaws and Policies	5
PART 3. - MEETINGS OF MEMBERS	5
3.1 Time and Place of General Meetings	5
3.2 Extraordinary General Meeting	5
3.3 Calling of Extraordinary General Meeting	5
3.4 Notice of General Meeting	6
3.5 Contents of Notice	6
3.6 Omission of Notice	6
3.7 Annual General Meetings	6
PART 4. - PROCEEDINGS AT GENERAL MEETINGS	6
4.1 Special Business	6
4.2 Requirement of Quorum	7
4.3 Loss of Quorum	7
4.4 Quorum	7
4.5 Lack of Quorum	7
4.6 Chair.....	7
4.7 Alternate Chair.....	7
4.8 Adjournment.....	7
4.9 Notice of Adjournment	7
4.10 Ordinary Resolution Sufficient	8
4.11 Entitlement to Vote	8
4.12 No Casting Vote	8
4.13 Decisions by Show of Hands, Voice Vote or Secret Ballot	8
4.14 Voting by Proxy	8
4.15 Ordinary Resolution in Writing	8
4.16 Special Resolution in Writing	8
4.17 Copy of Special Resolution to be filed with the Registrar	9

PART 5. - DIRECTORS	9
5.1 Powers of Directors	9
5.2 Management of Property and Affairs	9
5.3 Number of Directors.....	9
5.4 Election of Directors.....	9
5.5 Term of Office.....	9
5.6 Directors must be Members.....	9
5.7 Consecutive Terms and Term Limits	10
5.8 Extension of Directors' Terms Beyond Normal Limits	10
5.9 Election by Acclamation.....	10
5.10 Election by Secret Ballot.....	10
5.11 Voiding of Ballot.....	10
5.12 Election of Less than Required Number of Directors.....	10
5.13 Directors Subscribe to and Support Purposes	10
5.14 Vacancy Appointment.....	10
5.15 Invalidation of Acts	11
5.16 Ceasing to be a Director	11
5.17 Removal of Director	11
5.18 Process for Removal	11
5.19 Reimbursement of Directors' Expenses.....	11
5.20 Compensation of Directors	11
5.21 Powers of the Board	11
5.22 Investment of Property and Standard of Care	12
5.23 Investment in Mutual or Pooled Funds.....	12
5.24 Investment Advice	12
5.25 Delegation of Investment Authority to Agent	12
PART 6. - PROCEEDINGS OF THE BOARD	12
6.1 Procedure of Meetings.....	12
6.2 Quorum	13
6.3 Chair of Meetings	13
6.4 Alternate Chair.....	13
6.5 Calling of Meetings	13
6.6 Notice	13
6.7 Passing Resolutions	13
6.8 No Casting Vote	13
6.9 Procedure for Voting.....	13
6.10 Resolution in Writing.....	14
PART 7. - COMMITTEES	15
7.1 Standing and Special Committees.....	15
7.2 Delegation to Committees	15
7.3 Terms of Reference and Rules	15
7.4 Meetings.....	15
PART 8. - DUTIES OF OFFICERS	15
8.1 Election of Officers	15
8.2 Secretary and Treasurer Required.....	15
8.3 Removal of Officers	16
8.4 Replacement	16
8.6 Duties of Secretary	16
8.7 Duties of Treasurer.....	16
8.8 Absence of Secretary at Meeting	16
8.9 Combination of Offices of Secretary and Treasurer	16

PART 9. – EXECUTION OF INSTRUMENTS	17
9.1 No Seal.....	17
9.2 Execution of Instruments	17
PART 10. - BORROWING.....	17
10.1 Powers of Directors	17
10.2 Issuance of Debentures.....	17
10.3 Restrictions on Borrowing Powers	17
PART 11. - AUDITOR	17
11.1 Requirement.....	17
11.2 First Auditor	17
11.3 Appointment of Auditor at Annual General Meeting	18
11.4 Removal of Auditor	18
11.5 Notice of Appointment	18
11.6 Restrictions on Appointment	18
11.7 Attendance at Annual General Meetings.....	18
PART 12. - NOTICES	18
12.1 Entitlement to Notice.....	18
12.2 Method of Giving Notice	18
12.3 When Notice Deemed to have been Received.....	18
12.4 Days to be Counted in Notice	19
PART 13. - MISCELLANEOUS	19
13.1 Inspection of Records.....	19
13.2 Participation in Meetings.....	19
13.3 Rules Governing Notice, Board Resolutions and Ordinary Resolutions	19
13.4 Right to become Member of other Society	19
13.5 Not a Reporting Society	19
13.6 Branch Societies.....	20
13.7 Parliamentary Rules	20
PART 14. - INDEMNIFICATION.....	20
14.1 Indemnification of Directors and Officers	20
14.2 Indemnification of Past Directors and Officers	20
14.3 Advancement of Expenses	20
14.4 Approval of Court and Term of Indemnification	20
14.5 Indemnification not Invalidated by Non-Compliance	20
14.6 Purchase of Insurance.....	21
PART 15. - BYLAWS	21
15.1 Entitlement of Members to copy of Constitution and Bylaws	21
15.2 Special Resolution required to Alter or Add to Bylaws	21

SOCIETY ACT
BYLAWS
of
THS SOCIETY OF TRANSITION HOUSES

PART 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 in the Notice of Address;
- (b) **“Agency Member”** means those Entities who have become Agency Members in accordance with these Bylaws;
- (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 at a duly constituted meeting of the Board by a simple majority of the votes cast by those Directors who are present and entitled to vote at such meeting; 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 in person at a meeting of the Board;
- (e) **“Bylaws”** means the bylaws of the Society as filed in the Office of the Registrar;
- (f) **“Chair”** means a Person elected to the office of Chair in accordance with these Bylaws;
- (g) **“Constitution”** means the constitution of the Society as filed in the Office of the Registrar;
- (h) **“Directors”** means those persons who have become directors in accordance with these Bylaws and have not ceased to be directors, and a “Director” means any one of them;
- (i) **“Entity”** means a trust, business corporation, co-operative, non-share corporation or partnership;

- (j) **"Income Tax Act"** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- (k) **"Members"** means those Entities which have become Agency Members in accordance with these Bylaws and have not ceased to be members and a "Member" means any one of them;
- (l) **"Non-Voting Members"** means those Persons who become Non-Voting Individual Members and those Entities who become Non-Voting Agency Members in accordance with these Bylaws and, in either case, have not ceased to be members, and a "Non-Voting Member" means any one of them;
- (m) **"Ordinary Resolution"** means
 - (i) a resolution passed at a general meeting by the Members by a simple majority of the votes cast in person, or
 - (ii) a resolution that has been submitted to the Members and consented to in writing by 75% of the Members who would have been entitled to vote on the resolution in person at a general meeting of the Society, and a resolution so consented to is deemed to be an Ordinary Resolution passed at a general meeting of the Society;
- (n) **"Person"** means a natural person;
- (o) **"Regions"** means the following geographic divisions of the Province of British Columbia: Vancouver Island and Powell River, Lower Mainland, Fraser Valley, Kootenays, Okanagan, Cariboo, and the North;
- (p) **"Registered Address"** of a Member, Non-Voting Member or Director means the address of that Person or Entity as recorded in the register of Members or the register of Directors;
- (q) **"Registrar"** means the Registrar of Companies of the Province of British Columbia;
- (r) **"Society"** means "THS Society of Transition Houses";
- (s) **"Society Act"** means the *Society Act* R.S.B.C. 1996, c.433, as amended from time to time; and
- (t) **"Special Resolution"** means:
 - (i) a resolution passed at a general meeting by a majority of not less than 75% of the votes of those Members who, being entitled to do so, vote in person,
 - (1) of which the notice that the Bylaws provide, and not being less than 14 days' notice, specifying the intention to propose the resolution as a Special Resolution has been given, or
 - (2) if every Member entitled to attend and vote at the meeting agrees, at a meeting of which less than 14 days' notice has been given, 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 resolution so consented to is deemed to be a Special Resolution passed at a general meeting of the Society.

1.2 Society Act Definitions

The definitions in the *Society Act* on the date these Bylaws become effective apply to these Bylaws and the Constitution.

PART 2. - MEMBERSHIP

2.1 Classes of Membership

There will be one class of voting membership in the Society: Agency Membership. There will also be two classes of non-voting membership in the Society: Non-Voting Individual Membership and Non-voting Agency Membership.

2.2 Eligibility for and Admission of Agency Members

In order to be eligible for Agency Membership, an Entity must:

- (a) have submitted a completed application for Agency Membership in such form as may be approved by the Directors from time to time;
- (b) demonstrate an interest in the purposes of the Society and a commitment to the provision of services to address violence and abuse in the lives of women and/or children;
- (c) be a transition house, a safe home program, a second stage housing program, a children who witness abuse program, or similar program;
- (d) be a not-for-profit organization; and
- (e) not be in any conflict of interest with the Society.

In the case of any ambiguity or doubt as to whether an applicant for Agency Membership is eligible, such ambiguity or doubt will be resolved by the Directors and their decision will be final and binding.

Any Entity which is accepted for Agency Membership by the Directors and which pays the annual membership dues may become an Agency Member. Each Agency Member will identify a Person from time to time in writing who will exercise the Agency Member's rights and obligations.

2.3 Eligibility for and Admission of Non-Voting Members

In order to be eligible for Non-Voting Individual Membership, a Person must:

- (a) have submitted a completed application for Non-Voting Individual Membership in such form as may be approved by the Directors from time to time;
- (b) demonstrate an interest in the purposes of the Society and a commitment to the provision of services to address violence and abuse in the lives of women and/or children;
- (c) not be in any conflict of interest with the Society.

In the case of any ambiguity or doubt as to whether an applicant for Non-Voting Individual Membership is eligible, such ambiguity or doubt will be resolved by the Directors and their decision will be final and binding.

In order to be eligible for Non-Voting Agency Membership, an Entity must:

- (a) have submitted a completed application for Non-Voting Agency Membership in such form as may be approved by the Directors from time to time;
- (b) demonstrate an interest in the purposes of the Society and a commitment to the provision of services to address violence and abuse in the lives of women and/or children;
- (c) not be in any conflict of interest with the Society.

In the case of any ambiguity or doubt as to whether an applicant for Non-Voting Agency Membership is eligible, such ambiguity or doubt will be resolved by the Directors and their decision will be final and binding.

Any Entity which is accepted for Non-Voting Agency Membership by the Directors and which pays the annual membership dues may become a Non-Voting Agency Member. Each Non-Voting Agency Member will identify a Person from time to time in writing who will exercise the Non-Voting Agency Member's rights and obligations.

At no time may the number of Non-Voting Members exceed the number of Agency Members.

2.4 Dues

The Directors will determine the annual membership dues. Dues are payable no later than April 30th in each year. Any Member or Non-Voting Member which fails to pay his, hers, or its dues by the required date must reapply for membership in accordance with Bylaws 2.2 or 2.3 hereof.

2.5 Expulsion of Member

A Member or Non-Voting Member may be expelled by Special Resolution.

2.6 Process for Expulsion

A Member or Non-Voting Member must be given notice of any proposed Special Resolution to expel him, her or it and the reasons for such proposed expulsion. At the meeting at which the

vote upon the Special Resolution is to be taken, the Member will be given the opportunity to address the reasons for the proposed expulsion prior to the vote being taken.

2.7 Cessation of Membership

A Person will immediately cease to be a Member or Non-Voting Member:

- (a) upon the date which is the later of the date of delivering his, hers or its resignation in writing to the secretary of the Society or to the Address of the Society and the effective date of the resignation stated thereon; or
- (b) upon no longer being a Member or Non-Voting Member in good standing; or
- (c) upon his, hers or its expulsion; or
- (d) if an Entity, upon its dissolution; or
- (e) if a Person, upon his or her death.

2.8 Standing of Members

All Members and Non-Voting Members are deemed to be in good standing except those who have failed to pay their dues in accordance with Bylaw 2.4 hereof.

2.9 Compliance with Constitution, Bylaws and Policies

Every Member and Non-Voting Member will, at all times:

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

PART 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 Extraordinary General Meeting

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

3.3 Calling of Extraordinary General Meeting

The Board may, whenever it thinks fit, convene an extraordinary general meeting.

3.4 Notice of General Meeting

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

3.5 Contents of Notice

Notice of a general meeting will specify the place, the day and the hour of the meeting.

3.6 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.

3.7 Annual General Meetings

An annual general meeting will be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

PART 4. - PROCEEDINGS AT GENERAL MEETINGS

4.1 Special Business

Special business is:

- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
- (b) all business that is transacted at an annual general meeting, except:
 - (i) the adoption of rules of order;
 - (ii) consideration of the financial statements;
 - (iii) consideration of the report of the Directors;
 - (iv) consideration of the report of the auditor, if any;
 - (v) the election of Directors;
 - (vi) the appointment of the auditor, if any; and
 - (vii) such other business that, under these Bylaws or any governing statutes, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors if the report was issued with the notice of the meeting.

4.2 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.

4.3 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.

4.4 Quorum

A quorum at a general meeting is the lesser of fifteen (15) Members or one-half of the Members.

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 Chair

The Chair of the Society will, subject to a Board Resolution appointing another Person, chair all general meetings; but if at any general meeting the Chair, or 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 Members present may choose one of their number to chair that meeting.

4.7 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, he or she may preside as chair.

4.8 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.

4.9 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.

4.10 Ordinary Resolution Sufficient

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

4.11 Entitlement to Vote

Each Member is entitled to one vote.

4.12 No Casting Vote

In case of an equality of votes, the Person presiding as chair of a general meeting will not have a casting or second vote in addition to the vote the Person presiding as chair may be entitled to as a Member and the proposed resolution will not pass.

4.13 Decisions by Show of Hands, Voice Vote or Secret Ballot

Voting will be by show of hands or voice vote recorded by the secretary of the meeting, except that, at the request of any two Members present at the meeting, a secret vote by written ballot will be required.

4.14 Voting by Proxy

Voting by proxy is not permitted.

4.15 Ordinary Resolution in Writing

A resolution in writing which is identified as an Ordinary Resolution and signed by a minimum of 75% of the Members who would have been entitled to vote on the resolution at a general meeting of the Society is as valid and effectual as an Ordinary Resolution as if it had been passed at a meeting of Members duly called and constituted and will be deemed to be an Ordinary Resolution. Such a resolution may be in two or more counterparts which together will be deemed to constitute one Ordinary Resolution in writing. Such Ordinary 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.

4.16 Special Resolution in Writing

A resolution in writing which is identified as a Special Resolution and has been signed by all the Members who would have been entitled to vote on the resolution at a general meeting of the Society is as valid and effectual as a Special Resolution as if it had been passed at a meeting of Members duly called and constituted and will be deemed to be a Special Resolution. Such a resolution may be in two or more counterparts which together will be deemed to constitute one Special Resolution in writing. Such Special 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.

4.17 Copy of Special Resolution to be filed with the Registrar

A copy of 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 copy is accepted by the Registrar.

PART 5. - DIRECTORS

5.1 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.

5.2 Management of Property and Affairs

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

5.3 Number of Directors

The number of Directors will not exceed nine (9). At least one (1) Director must be elected from each Region.

5.4 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.

5.5 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 years. However the Directors may by resolution determine that some or all vacant Directors' positions will have a term of less than two years, the length of such term to be determined by the Directors in their discretion. For purposes of calculating the duration of an 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.

5.6 Directors must be Members

Directors must be Members or a representative of an Agency Member.

5.7 Consecutive Terms and Term Limits

Directors may be elected or otherwise serve for up to six (6) consecutive years, by any combination of terms. A Person who has served six (6) consecutive years as a Director may not be re-elected for at least two (2) years following the expiry of his or her latest term. Each Person who is a Director on the date this section comes into force will continue as a Director, for the term (or remainder thereof) to which he or she was elected or appointed, and will be subject to the new term limits set out above.

5.8 Extension of Directors' Terms Beyond Normal Limits

Notwithstanding the term limits set out in Section 5.7, the Board may, by Board Resolution, extend the term of a Director who has otherwise reached the term limits set out above, for a further period of one (1) year, where the loss of that individual as a Director will, in the Board's opinion, result in a significant gap in leadership or expertise required by the Board or Society. Such extension may be granted not more than once for a given Director.

5.9 Election by Acclamation

In elections where the number of eligible nominated candidates is equal to or less than the number of vacant positions for Directors, the nominated candidates are deemed to be elected by acclamation and no vote will be required, provided that on an objection to acclamation by any two (2) Members in good standing, the election will be by vote as determined by the Chair.

5.10 Election by Secret Ballot

In elections where there are more candidates 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 those candidates receiving the most votes.

5.11 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.

5.12 Election of Less than Required 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 is or her term expires; but if no successor is elected and the result is that the number of Directors would fall below three, the Person previously elected as a Director will continue to hold office until such time as successor Directors are elected.

5.13 Directors Subscribe to and Support Purposes

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

5.14 Vacancy Appointment

If less than nine (9) Directors are in office at any time, the Board may appoint any Person as a replacement Director whose appointment will expire at the close of the next annual general meeting.

5.15 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.

5.16 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 secretary of the Society or to the Address of the Society and the effective date of the resignation stated therein; or
- (b) if the Person is a representative of an Agency Member or a Non-Voting Agency Member which is no longer in good standing, or is a Non-Voting Individual Member who is no longer in good standing; or
- (c) upon the expiry of his or her term; or
- (d) upon his or her removal; or
- (e) upon his or her death.

5.17 Removal of Director

A Director may be removed by Special Resolution.

5.18 Process for Removal

A Director must be given notice of any proposed Special Resolution to expel him or her and the reasons for such proposed expulsion. At the meeting at which the vote upon the Special Resolution is to be taken, the Director will be given the opportunity to address the reasons for the proposed expulsion prior to the vote being taken.

5.19 Reimbursement of Directors' 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.

5.20 Compensation of Directors

A Director is not entitled to any compensation.

5.21 Powers of the Board

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, provided however that the Board may not enter into any form of contract with a Member, Non-Voting Member or Director, other than in furtherance of the obligations or duties of such Member, Non-Voting Member or Director, including such matters as indemnity agreements and non-disclosure or confidentiality agreements.

5.22 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.

5.23 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.

5.24 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 under comparable circumstances.

5.25 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.

PART 6. - PROCEEDINGS OF THE BOARD

6.1 Procedure of Meetings

After issuance of the certificate of incorporation, a meeting of the Board will be held at which the Directors may:

- (a) appoint officers;
- (b) make banking arrangements;
- (c) appoint an auditor to hold office until the first annual general meeting; and
- (d) transact any other business.

Subsequent meetings of the Board may be held at any time and place determined by the Board, provided that two days' notice of such meeting will be sent to each Director. 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 secretary of the Society.

6.2 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.

6.3 Chair of Meetings

The Chair of the Society will, subject to a Board Resolution appointing another Person, chair all meetings of the Board; but if at any Board meeting the Chair or 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 chair that meeting.

6.4 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.

6.5 Calling of Meetings

A Director may at any time, and the secretary at the request of a Director will, convene a meeting of the Board.

6.6 Notice

For the purposes of the first meeting of the Board held immediately following the appointment or election of a Director or Directors at an annual or other 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.

6.7 Passing Resolutions

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

6.8 No Casting Vote

The Person chairing a meeting may vote but, if he or she does so and the result is a tie, he or she will not be permitted to vote again to break the tie and the resolution being voted on will be deemed to have failed.

6.9 Procedure for Voting

Voting will be by show of hands or voice vote recorded by the secretary of the meeting except that, at the request of any one Director, a secret vote by written ballot will be required.

6.10 Resolution in Writing

A Board Resolution in writing which has been deposited with the secretary is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such 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.

PART 7. - COMMITTEES

7.1 Standing and Special 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. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee will automatically be dissolved.

7.2 Delegation to Committees

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.

7.3 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.

7.4 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.

PART 8. - DUTIES OF OFFICERS

8.1 Election of Officers

At the first meeting of the Board subsequent to each annual general meeting, the Board will elect the officers. All officers must be Directors. The Board will elect a Chair, together with such other officers as are required in accordance with these Bylaws, who will hold office until the first meeting of the Board held after the next following annual general meeting.

8.2 Secretary and Treasurer Required

The Board will appoint a secretary and treasurer and may appoint and remove such other officers of the Society as it deems necessary and determine the duties, responsibilities and term, if any, of all officers.

8.3 Removal of Officers

A Person may be removed as an officer by a resolution passed at a meeting of the Board by a majority of not less than two-thirds of the Directors present.

8.4 Replacement

Should the Chair or any other officer for any reason not be able to complete his or her term, the Board will remove such officer from his or her office and will elect a replacement without delay.

8.5 Duties of Chair

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

8.6 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.

8.7 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 *Society Act* and the *Income Tax Act*; and
- (b) the rendering of financial statements to the Directors, Members and others, when required.

8.8 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.

8.9 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.

PART 9. – EXECUTION OF INSTRUMENTS

9.1 No Seal

The Society will not have a seal.

9.2 Execution of Instruments

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

- (a) the Chair, together with the secretary or the treasurer, or
- (b) 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.

PART 10. - BORROWING

10.1 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.

10.2 Issuance of Debentures

No debenture will be issued without the authorization of a Special Resolution.

10.3 Restrictions on Borrowing Powers

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

PART 11. - AUDITOR

11.1 Requirement

The Society is not required to be audited; however, if it wishes to be audited, it is required to appoint an external auditor with the qualifications described in section 42 of the *Society Act*.

11.2 First Auditor

The first auditor will be appointed by the Board which will also fill any vacancy occurring in the office of auditor.

11.3 Appointment of Auditor at Annual General Meeting

At each annual general meeting, the Society will appoint an auditor 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*.

11.4 Removal of Auditor

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

11.5 Notice of Appointment

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

11.6 Restrictions on Appointment

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

11.7 Attendance at Annual General Meetings

The auditor may attend general meetings.

PART 12. - NOTICES

12.1 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.

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

12.2 Method of Giving Notice

A notice may be given to a Member or a Director either personally, by delivery, facsimile, electronic mail, or by first class mail posted to such Person's Registered Address.

12.3 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 either personally, by delivery, facsimile, electronic mail, or by first class mail will be deemed to have been given on the day it was so delivered or sent.

12.4 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.

PART 13. - MISCELLANEOUS

13.1 Inspection of Records

The documents, including the books of account, of the Society and the minutes of meetings of the Society and the Board will be open to the inspection of the Directors except for the records of any Person seeking the assistance of the Society, the inspection of which will be limited to the Chair and to employees of the Society. The minutes of any meeting of the Society will be open to the inspection of Members in good standing upon reasonable notice to the keeper of such documents but the Members will not be entitled or have the right to inspect any other document of the Society.

13.2 Participation in Meetings

Any meeting of the Society, the Board or any committee, may also be held, or any Member, Non-voting Member, Director or committee member may participate in any meeting of the Society, the Board or any committee, by telephone or video conference call or similar communication equipment as long as all the Members, Non-Voting Members, Directors, or Persons participating in the meeting can hear and respond to one another. All such Members, Non-voting Members, Directors, or Persons so participating in any such meeting will be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing Bylaws, will be entitled to vote by a voice vote recorded by the secretary of such meeting. This method of voting will from time to time be used for passing resolutions.

13.3 Rules Governing Notice, Board Resolutions and Ordinary Resolutions

The rules governing when notice is deemed to have been given set out in these Bylaws will apply *mutatis mutandis* to determine when a Board Resolution will be deemed to have been submitted to all of the Directors and when an Ordinary Resolution will be deemed to have been submitted to all of the Members.

13.4 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.

13.5 Not a Reporting Society

Subject to an order of the Registrar pursuant to the *Society Act* stating that the Society is a "reporting society" as defined under the *Society Act*, the Society is not a "reporting society".

13.6 Branch Societies

The Society may establish and maintain one or more branch societies with the powers, not exceeding the powers of the Society, that the Society confers.

13.7 Parliamentary Rules

The rules contained in the most current edition of *Robert's Rules of Order Newly Revised* will govern the Society insofar as such rules are not inconsistent with the *Society Act* or these Bylaws.

PART 14. - INDEMNIFICATION

14.1 Indemnification of Directors and Officers

Subject to the provisions of the *Society Act*, each Director and each officer of the Society will be indemnified by the Society against all costs, charges and expenses reasonably incurred in connection with any claim, action, suit or proceeding to which that Person may be made a party by reason of being or having been a Director or officer of the Society.

14.2 Indemnification of Past Directors and Officers

To the extent permitted by the *Society Act*, the Society will indemnify and hold harmless every Person heretofore now or hereafter serving as a Director or officer of the Society and that Person's heirs and personal representative.

14.3 Advancement of Expenses

To the extent permitted by the *Society Act*, all costs, charges and expenses incurred by a Director or officer with respect to any claim, action, suit or proceeding 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 recipient to repay such amount unless it is ultimately determined that the recipient is entitled to indemnification hereunder.

14.4 Approval of Court and Term of Indemnification

The Society will apply to the court for any approval of the court which may be required to ensure that the indemnities herein are effective and enforceable. Each Director and each officer of the Society on being elected or appointed will be deemed to have contracted with the Society upon the terms of the foregoing indemnities.

14.5 Indemnification not Invalidated by Non-Compliance

The failure of a Director or officer 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.

14.6 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.

PART 15. - BYLAWS**15.1 Entitlement of Members to copy of Constitution and Bylaws**

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

15.2 Special Resolution required to Alter or Add to Bylaws

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