

SOCIETIES ACT

**BYLAWS
OF
THS SOCIETY OF TRANSITION HOUSES**

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SOCIETIES ACT

BYLAWS OF THS SOCIETY OF TRANSITION HOUSES

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 registered office address of the Society on record from time to time with the Registrar;
- (b) **“Associate Agency Membership”** means those Entities who become Associate Agency Members in accordance with these Bylaws;
- (c) **“Associate Individual Membership”** means those Persons who become Associate Individual Members in accordance with these Bylaws;
- (d) **“Associate Members”** means Associate Individual Members and Associate Agency Members and a **“Associate Member”** means any one of them;
- (e) **“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;
- (f) **“Board Resolution”** means:
 - (i) a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter:
 - (A) in person at a duly constituted meeting of the Board,
 - (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;
- (g) **“Bylaws”** means the bylaws of the Society as filed in the Office of the Registrar;
- (h) **“Chair”** means a Person elected to the office of Chair in accordance with these Bylaws;
- (i) **“Constitution”** means the constitution of the Society as filed in the Office of the Registrar;

- (j) **“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;
- (k) **“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;
- (l) **“Entity”** means a trust, business corporation, co-operative, non-share corporation or partnership;
- (m) **“Full Member”** means those Entities who have become Full Members in accordance with these Bylaws;
- (n) **“General Meeting”** means each annual general meeting and any extraordinary general meetings of the Society, but does not include any gatherings of Members for purposes other than the conduct of official business of the Society;
- (o) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- (p) **“Members”** means those Entities which have become Full Members in accordance with these Bylaws and have not ceased to be members and a “Member” means any one of them;
- (q) **“Membership Year”** means the period of one (1) year, from April 1 to March 31 in each year, unless the Board, by Board Resolution, determines otherwise;
- (r) **“Not-for-profit”** refers to an Entity that operates strictly on a not-for-profit basis, where all income is used by the Entity to carry out its social purposes and ancillary administration, and not distributed to shareholders, members, or similar individuals;
- (s) **“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,
 - (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;

- (t) **“Person”** means a natural person;
- (u) **“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;
- (v) **“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;
- (w) **“Registrar”** means the Registrar of Companies of the Province of British Columbia;
- (x) **“Society”** means **“THS Society of Transition Houses”**;
- (y) **“Societies Act”** means the *Societies Act*, S.B.C. 2015, c. 18, as amended from time to time, and includes any successor legislation thereto; and
- (z) **“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,
 - (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.

1.2 **Societies Act Definitions**

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

2. **MEMBERSHIP**

2.1 **Classes of Membership**

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

2.2 Eligibility for Full Members

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

- (a) have submitted a completed application for Full 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 or third stage housing program, a long-term housing site, a PEACE Program for Children and Youth Experiencing Violence – Prevention, Education, Advocacy, Counselling and Empowerment (formerly children who witness abuse program), or a similar program as determined by the Board;
- (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 Full Membership is eligible, such ambiguity or doubt will be resolved by the Board in its sole discretion and the Board's decision will be final and binding.

2.3 Eligibility for and Admission of Associate Members

In order to be eligible to be considered for Associate Individual Membership, a Person must:

- (a) have submitted a completed application for Associate 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 Associate Individual Membership is eligible, such ambiguity or doubt will be resolved by the Board in its sole discretion and the Board's decision will be final and binding.

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

- (d) have submitted a completed application for Associate Agency Membership in such form as may be approved by the Directors from time to time;
- (e) 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;
- (f) not be in any conflict of interest with the Society.

In the case of any ambiguity or doubt as to whether an applicant for Associate Agency Membership is eligible, such ambiguity or doubt will be resolved by the Board in its sole discretion and the Board's decision will be final and binding.

2.4 Application and Admission to Membership

An eligible Entity may apply for membership as follows:

- (a) by submitting an application for membership in such form as the Society may approve from time to time;
- (b) by submitting any additional information the Society may require to determine eligibility for membership;
- (c) in the case of an application membership as a Full Member or as an Associate Agency Member, by providing the name and contact information of a Person who will be the Entity's authorized representative to exercise the rights of membership on the Member's behalf; and
- (d) by submitting payment for applicable membership dues.

All applications for membership will be submitted to the Board for approval. The Board may, by Board Resolution, accept, postpone or deny an application for membership. For greater certainty, and notwithstanding that an applicant may meet the eligibility criteria set in these Bylaws, the Board has discretion to postpone or deny for any reason which, in the Board's view, is necessary or prudent to protect the interests of the Society. The decision of the Board to deny an application for membership is final and without appeal.

A Person or Entity whose application is accepted by the Board becomes a Member on the date of the Board Resolution accepting the application, or such later date as may be specified therein, and continues as a Member for the current Membership Year unless sooner ceasing in accordance with Bylaw 2.7.

A Person or Entity whose application is denied will be refunded any dues pre-paid in respect of the current Membership Year.

2.5 Membership Not Transferable

Membership is not transferable by a Member.

2.6 Renewal and Re-application of Membership

A Member who continues to be eligible may apply to renew membership prior to its expiry in such manner as may be determined by the Board from time to time. Applications for renewal are subject to review and approval by the Board in its discretion.

A Person or Entity whose membership has expired or otherwise ceased other than by expulsion and who remains eligible may re-apply for membership after its expiry in accordance with Bylaw 2.4.

A Person or Entity expelled from membership may, unless prohibited by the terms of the expulsion resolution, re-apply for membership in accordance with the terms of the expulsion resolution, provided that if the expulsion resolution does not restrict re-application, the Person or Entity may

re-apply for membership in accordance with Bylaw 2.4 after three (3) years from the date of expulsion.

2.7 Dues

The Board will, by Board Resolution, determine the dues or fees payable by Members from time to time and the deadline for the payment by the Members of such dues or fees. Any Full Member or Associate Member which fails to pay his, hers, or its dues by the deadline set by the Board must reapply for membership in accordance with Bylaws 2.2 or 2.3 hereof.

Once determined, dues are deemed to continue each year until altered by Board Resolution.

2.8 Suspension or Expulsion of Member

Following a review of a Member's conduct or actions, the Board may, by Board Resolution, expel, suspend, reprimand or otherwise discipline a Member for conduct which, in the reasonable opinion of the Board:

- (a) is improper or unbecoming for a Member;
- (b) is contrary to Bylaw 2.13; or
- (c) is in violation of the Society's Code of Ethics or other policies; or
- (d) is likely to endanger or hinder the interests of the Society.

At least 14 days prior to passing a Board Resolution under this Bylaw, the Board must provide notice of the proposed discipline to the Member in question, accompanied by a brief statement of the reasons for the proposed disciplinary action and the date, time and place at which the Board proposes to consider the Board Resolution in question.

At any time prior to the date and time set out in the notice provided above, a Member who is the subject of proposed discipline may provide an oral or written response to the Board, and the Board must consider any such response that is received.

2.9 Cessation of Membership

A Person will immediately cease to be a Full Member or an Associate 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 Full Member or an Associate 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.

2.10 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:

(a) Full Membership

- (1) to receive notice of, and to attend, all General Meetings;
- (2) 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;
- (3) to exercise a vote on matters for determination at General Meetings;
- (4) may serve on committees of the Society, as invited;
- (5) may nominate for election as a Director, in accordance with these Bylaws;
- (6) may be nominated, if eligible, to stand for election as a Director of the Society, in accordance with these Bylaws; and
- (7) may 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.

(b) Associate Membership

- (1) to receive notice of, and to attend, all General Meetings;
- (2) to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (3) may serve on committees of the Society, as invited;
- (4) may 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.

2.11 Member 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 Bylaw 2.8 for so long as he or she remains not in good standing.

2.12 Standing of Members

All Members are deemed to be in good standing except:

- (a) a Member who has failed to pay such annual membership dues as are determined by the Board, if any, when due and owing and such Member is not in good standing so long as such amount remains unpaid; and
- (b) a Member who is currently suspended by the Society in accordance with Bylaw 2.8.

2.13 Compliance with Constitution, Bylaws and Policies

Every Full Member or Associate 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.

2.14 **No Distribution of Income to Members**

The purposes of the society shall be carried out without purpose of gain for its members and any profits or other accretions to the society shall be used for promoting its purposes. This clause is unalterable. ***This provision was previously unalterable.***

3. **MEETINGS OF MEMBERS**

3.1 **Time and Place of General Meetings**

The General Meetings of the Society will be held at such date, time and location, if any, 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 Meetings**

The Society will send, by one or more of the means specified in bylaw 11.1, 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 shall specify the date, time and, if applicable, location 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 contain instructions for attending and participating in the meeting by Electronic Means, including instructions for voting.

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.

3.8 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.

4. PROCEEDINGS AT GENERAL MEETINGS

4.1 Business Required at Annual General Meeting

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

- (a) the adoption of an agenda;
- (b) the approval of the minutes of the previous annual general meeting and any extraordinary general meetings held since the previous annual general meeting;
- (c) consideration of the report of the Directors;
- (d) consideration of the financial statements, and the report of the auditor thereon if any;
- (e) the consideration of any Members' proposals submitted in accordance with the *Societies Act*;
- (f) the election of Directors, as necessary; and
- (g) 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, will be conducted at a General Meeting at a time when a quorum is not present.

4.4 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.

4.5 Quorum

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

4.6 Lack of Quorum

If within 30 minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, will be terminated; but in any other case it will stand adjourned to the next day, at the same time and location, if any, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present will constitute a quorum.

4.7 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.

4.8 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, he or she may preside as chair.

4.9 Adjournment

A General Meeting may be adjourned from time to time and from a given location, if applicable, to another, 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.

4.10 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.

4.11 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.

4.12 Entitlement to Vote

Each Member is entitled to one vote.

4.13 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.

4.14 Voting Methods

Voting by Members may occur by any one or more of the following methods, 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, and prior to the question being put to a vote, a number of Members equal to not less than ten percent (10%) of the votes present may request a secret ballot, and where so requested the vote in question will then be conducted by written ballot or other means whereby the tallied votes can be presented anonymously in such a way that it is impossible for the assembly to discern how a given Member voted.

4.15 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 mail-in ballot or Electronic Means, provided in each case that the Society provides each 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.

4.16 Voting by Proxy

Voting by proxy is not permitted.

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 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 he or she:

- (a) is 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 and has not since been found by a court to be capable again;
- (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 he or she is not currently an authorized representative of a Full Member in good standing.

5.4 Composition of Board

The Board will be composed of a minimum of three (3) and a maximum of eleven (11) Directors, as follows:

- (a) not less than three (3) and not more than nine (9) positions elected by the Members in accordance with these Bylaws; and
- (b) up to two (2) positions appointed in accordance with Bylaw 5.6.

The composition of the Board is subject to the following provisions:

- (c) to the extent possible, there will be at least one (1) Director from each Region; and
- (d) notwithstanding Bylaw 5.4(c) there will be no more than one (1) Person from each Entity nominated, elected or appointed to serve on the Board at any one time.

5.5 Election of Directors

Persons to be elected as Directors will normally be elected by the Members at a General Meeting and will take office commencing at the close of such meeting.

5.6 **Appointment of Directors**

The Board may, by Board Resolution from time to time, appoint as Directors Persons who are qualified in accordance with Bylaw 5.3 and who have expertise, skills or knowledge that is beneficial to the Board or to the Society (as determined by the Board), provided that no more than two (2) Directors appointed under this Bylaw may be serving at any one time.

5.7 **Term of Office**

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.

5.8 **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.

5.9 **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.

5.10 **Election by Acclamation**

In elections where the number of eligible and duly nominated candidates is equal to or less than the number of available positions for elected 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.

5.11 **Election by Secret Ballot**

In elections where there are more eligible and duly nominated nominees than positions for elected Directors available for election, election will be by secret ballot and the following rules apply:

- (a) the secret ballot may be conducted by written ballot or Electronic Means, either at or prior to the annual general meeting, all at the discretion of the Board;

- (b) ballots, in the format determined by the Board, will be sent or otherwise made accessible to all Full Members in good standing;
- (c) each ballot will include the name of each eligible nominee and the number of vacancies to be filled;
- (d) no Member will vote for more Directors than the number of vacant positions. Any ballot will be deemed to be void if it records votes for more nominees than there are vacant positions;
- (e) ballots will be counted following the close of the election period by scrutineers appointed by the Board;
- (f) nominees will be deemed to be elected in order of those nominees receiving the most votes;
- (g) in the event of a tie between two (2) or more eligible nominees for the final vacant position, the Board will direct that a run-off election be held with the tied nominees as candidates. In such run-off election, the nominee receiving the most votes will be elected. In the event the run-off election results in a further tie between two (2) or more nominees, the scrutineers will place one (1) ballot marked for each nominee who was tied in the run-off election into a suitable container and will draw one (1) ballot from the container at random, and the selected nominee will be elected to the final vacant position; and
- (h) the results of an election by secret ballot will be announced to all Members following the counting of the ballots.”

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 his 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 a Person qualified in accordance with Bylaw 5.3 as a Director whose appointment will expire at the close of the next annual general meeting. The Person appointed to fill the vacancy may stand for election at the next election of Directors, or may be appointed by the Board pursuant to Bylaw 5.6.

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) upon the date such Person is no longer qualified pursuant to Bylaw 5.3; 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 before the expiration of his or her term of office by either of the following methods:

- (a) by Special Resolution; or
- (b) by Board Resolution.

If by Special Resolution, the Members may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term of office.

If by Board Resolution, the Director proposed for removal has a conflict of interest and may not vote on the Board Resolution, but is entitled to not less than seven (7) days' advance notice in writing of the proposed Board Resolution and to address the Board prior to the vote on the 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 Remuneration of Directors and Officers and Reimbursement of Expenses

A Director is not entitled to receive remuneration from the Society in any capacity. However, a Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society, provided that all claims for reimbursement are in accordance with established policies.

5.20 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.

5.21 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 bylaws 5.21(a) to 5.21(c), act in accordance with these Bylaws.

Without limiting bylaws 5.21(a) to 5.21(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.

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.

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 such date, time and location, if any, as 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 date, time and location, if any, 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 Attendance at Board Meetings

Every Director is entitled to attend each meeting of the Board.

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

6.3 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.

When 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.

6.4 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.

6.5 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.

6.6 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.

6.7 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.

6.8 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.

6.9 Director Conflict of Interest

A Director who knows or reasonably ought to know that they have 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 their interest in the contract, transaction or matter;
- (c) is not entitled to vote on the contract, transaction or matter;
- (d) will absent himself or herself from the meeting or portion thereof:
 - (i) at which the contract, transaction or matter is discussed, unless requested by the Board (by consensus or majority vote) 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.

6.10 Passing Resolutions

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.

6.11 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.

6.12 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.

6.13 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.

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 by the rules set out in these Bylaws governing proceedings of the Board, with the necessary changes having been made to ensure that the language makes sense in the context.

7.5 Dissolution of Committee

The Board may dissolve a committee by Board Resolutions.

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 *Societies 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.

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.

10. FINANCIAL MATTERS AND REPORTING

10.1 Accounting Records

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

10.2 Borrowing Power

In order to carry out the purposes of the Society, the Board may, on behalf of and in the name of the Society, raise, borrow 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.

10.3 Restrictions on Borrowing Powers

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

10.4 When Audit Required

The Society is not required by the *Societies Act* to be audited. However, the Society will conduct an audit of its annual financial statements if:

- (a) the Directors determine to conduct an audit by Board Resolution; or
- (b) the 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.

10.5 Appointment of Auditor at Annual General Meeting

If the Society determines to conduct an audit, an auditor will be appointed at an annual general meeting to hold office until such auditor is reappointed at a subsequent annual general meeting

or a successor is appointed in accordance with the procedures set out in the *Societies Act* or until the Society no longer wishes to appoint an auditor.

10.6 **Vacancy in Auditor**

Except as provided in Bylaw 10.7, 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.

10.7 **Removal of Auditor**

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

10.8 **Notice of Appointment**

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

10.9 **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.

10.10 **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.

11. **NOTICE GENERALLY**

11.1 **Method of Giving Notice**

Except as otherwise provided in these Bylaws, 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 a Member or Director has provided a fax number or e-mail address, by fax or e-mail, respectively.

11.2 **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.

11.3 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.

12. MISCELLANEOUS

12.1 Inspection of Documents and 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 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 delivered to the Address of the Society, to inspect any other document or record of the Society and the Board may allow the Member to inspect the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

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

12.2 Designated Society

The Society is a Designated Society under Section 245 of the *Societies Act* and will not alter or delete any provision identified as a previously unalterable provision without the prior written consent of the Government of British Columbia Minister(s) as identified in Societies Regulation 18.

12.3 Dissolution

In the event of winding up or dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations concerned with the social problems or organizations promoting the same object of this Society, as may be determined by members of the Society at the time of the winding up or dissolution, and if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organization; provided that such organization referred to in this paragraph shall be a charitable organization, a charitable corporation, or a charitable trust recognized by the Department of National Revenue of Canada as being qualified as such under the provisions of the *Income Tax Act* of Canada from time to time in effect. This clause is unalterable. ***This provision was previously unalterable.***

12.4 Additional Previous Constitution Provisions

No Director shall be paid any remuneration for services rendered to the society but may be reimbursed for reasonable expenses she or he incurs while acting as a Director. This clause is unalterable. ***This provision was previously unalterable.***

12.5 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.

12.6 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.

12.7 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.

12.8 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 *Societies Act* or these Bylaws.

13. INDEMNIFICATION

13.1 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.

13.2 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.”

14. BYLAWS

14.1 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.

14.2 Special Resolution required to Alter or Add to Bylaws

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

14.3 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: _____.