

SOCIETIES ACT

**BYLAWS
OF
THE BRITISH COLUMBIA LIBRARY ASSOCIATION**



CAROL PREST

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**BYLAWS
OF THE
THE BRITISH COLUMBIA LIBRARY ASSOCIATION**

1. INTERPRETATION

1.1 Definitions

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

- (a) **“Act”** means the *Societies Act*, S.B.C. 2015, c. 18, as amended from time to time, and includes any successor legislation thereto;
- (b) **“Address of the Society”** means the registered office address of the Society on record from time to time with the Registrar;
- (c) **“Board”** means the Directors acting as authorized by the Act, 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:
 - (1) 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
 - (2) 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;
- (e) **“Bylaws”** means the bylaws of the Society as filed with the Registrar;
- (f) **“Constitution”** means the constitution of the Society as filed with the Registrar;
- (g) **“Directors”** means those Persons who are, or who subsequently become, directors of the Society in accordance with these Bylaws and have not ceased to be directors;
- (h) **“Directors-at-Large”** means the Persons elected or appointed to the Board in accordance with Bylaw 8.6;
- (i) **“Election Cycle”** means the annual period determined by the Society for the conduct of nominations and elections of Directors;

- (j) **“Electronic Means”** means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:
- (1) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
 - (2) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
- (k) **“Executive Director”** means the executive director of the Society appointed by the Board in accordance with Bylaw 13.1 with the duties set out in Bylaw 13.2;
- (l) **“General Meeting”** means a meeting of the Members, and includes an annual general meeting and any special or extraordinary general meetings of the Society;
- (m) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- (n) **“Institutional Members”** means those Organizations that have been admitted as Institutional Members of the Society in accordance with these Bylaws and that have not ceased to be Institutional Members;
- (o) **“Members”** means those Persons and Organizations that are, or that subsequently become, members of the Society in accordance with these Bylaws and, in either case, have not ceased to be members;
- (p) **“mutatis mutandis”** means with the necessary changes having been made to ensure that the language makes sense in the context;
- (q) **“Ordinary Resolution”** means:
- (1) a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote:
 - (A) in person at a duly constituted General Meeting, or
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
 - (2) a resolution that has been submitted to the Members and consented to in writing by at least two-thirds (2/3) of the voting Members,
- and an Ordinary Resolution approved by any one or more of these methods is effective as though passed at a General Meeting of the Society;
- (r) **“Organization”** means an association, co-operative, corporation, partnership or society;

- (s) **“Past President”** means a Person in the office described in Bylaw 12.7;
- (t) **“Person”** means a natural person;
- (u) **“Personal Members”** means those Persons that have been admitted as Personal Members of the Society in accordance with these Bylaws and that have not ceased to be Personal Members;
- (v) **“President”** means the Person elected or appointed to the office of president of the Society in accordance with these Bylaws;
- (w) **“President Elect”** means the Person elected or appointed to the office of president-elect of the Society in accordance with these Bylaws;.
- (x) **“Proxy Holder”** means a Member designated in accordance with these Bylaws to attend a General Meeting and to exercise voting rights on behalf of another Member;
- (y) **“Registered Address”** of a Member or Director means the address of that Person as recorded in the register of Members or the register of Directors;
- (z) **“Registrar”** means the Registrar of Companies of the Province of British Columbia;
- (aa) **“Section”** means a group of the Members of the Society, continued or established pursuant to Part 16 of these Bylaws;
- (bb) **“Senior Manager”** means the Executive Director and any other Person appointed by the Board under Bylaw 13.1 to exercise the Board’s delegated authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society;
- (cc) **“Society”** means “The British Columbia Library Association”;
- (dd) **“Special Resolution”** means:
 - (1) a resolution, of which the notice required by the 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
 - (2) 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;

- (ee) **“Student Members”** means those Persons that have been admitted as Student Members of the Society in accordance with these Bylaws and that have not ceased to be Student Members;
- (ff) **“Supporting Members”** means those Persons and Organizations that have been admitted as Supporting Members of the Society in accordance with these Bylaws and that have not ceased to be Supporting Members;
- (gg) **“Treasurer”** means the Person elected or appointed to the office of treasurer of the Society in accordance with these Bylaws; and
- (hh) **“Treasurer Elect”** means the Person elected or appointed to the office of treasurer elect of the Society in accordance with these Bylaws.

1.2 Societies Act Definitions

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

1.3 Plural and Singular Forms

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

2. MEMBERSHIP

2.1 Admission to Membership

Membership in the Society is restricted to:

- (a) those Persons and Organizations who transition as Members pursuant to section 2.7(a); and
- (b) those Persons and Organizations who subsequently become Members in accordance with these Bylaws.

2.2 Classes of Membership

There will be three (3) classes of voting membership, called:

- (a) Personal Membership;
- (b) Institutional Membership; and
- (c) Student Membership;

and one (1) class of non-voting membership, called Supporting Membership.

2.3 Eligibility for Personal Membership

A Person may be eligible to be accepted as a Personal Member if he or she:

- (a) is eighteen (18) years of age or older;
- (b) is any of the following:
 - (i) engaged in library, archival or information work;

- (ii) a current or past member of a library board; or
- (iii) retired from a career in the fields of library, archival or information; and
- (c) is interested in advancing the purposes and supporting the activities of the Society.

2.4 Eligibility for Institutional Membership

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

- (a) is either:
 - (i) a library or library school situated in British Columbia; or
 - (ii) a library or archival association with whom the Society exchanges membership on a reciprocal basis; and
- (b) is interested in advancing the purposes and supporting the activities of the Society.

2.5 Eligibility for Student Membership

A Person may be eligible to be accepted as a Student Member if he or she is:

- (a) sixteen (16) years of age or older;
- (b) enrolled in a recognized program in library, information or archival studies at a college or university recognized by the Society; and
- (c) is interested in advancing the purposes and supporting the activities of the Society.

2.6 Eligibility for Supporting Membership

A Person may be eligible to be accepted as a Supporting Member if he or she:

- (a) is nineteen (19) years of age or older;
- (b) is otherwise ineligible to be a Member under these Bylaws; and
- (c) is interested in advancing the purposes and supporting the activities of the Society.

An Organization may be eligible to be accepted as a Supporting Member if it:

- (d) is otherwise ineligible to be a Member under these Bylaws; and
- (e) is interested in advancing the purposes and supporting the activities of the Society.

2.7 Transition of Membership

On the date these Bylaws come into force:

- (a) each Person or Organization that is a member of the Society in good standing and that is eligible for membership under these Bylaws will continue as a Member in the appropriate class as determined by the Board until the conclusion of the current term of membership, unless such Person or Organization otherwise ceases to be a Member in accordance with these Bylaws;
- (b) each Person that is an honorary member of the Society will continue as a Personal Member under these Bylaws until the conclusion of the current term of membership, unless such Person otherwise ceases to be a Personal Member in accordance with these Bylaws; and
- (c) each Person or Organization that:
 - (1) is a member of the Society not in good standing;
 - (2) is a commercial member; or
 - (3) is ineligible for membership under these Bylaws,
 will be deemed to have resigned from membership effective that date.

2.8 Application for Membership

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

- (a) submitting a completed application, in such form and manner as may be established by the Society, to the Society;
- (b) by submitting payment for applicable fees or dues; and
- (c) submitting such information or documentation as the membership coordinator may require to confirm eligibility for membership.

2.9 Organization to Appoint Representative

An Organization admitted as a Member must appoint, by notice in writing delivered to the Society, a Person to be its designated representative and exercise the rights of membership on behalf of the Organization.

An Organization may alter its designated representative at any time by providing notice in writing to the Society with the name and contact information for the new representative. The appointment of a new representative is deemed to revoke the appointment of the previous representative.

In the case of an Institutional Member, the designated representative appointed in accordance with the foregoing must also be affiliated with the institution associated with such Institutional Member in accordance with Bylaw 2.4(a).

2.10 Membership Coordinator

The Executive Director may delegate the review and acceptance of new applications and re-applications for membership to a Person or committee, which Person or committee will be referred to for the purposes of these Bylaws as the membership coordinator.

If no membership coordinator is designated by the Executive Director, then the duties for that position set out in these Bylaws remain with the Executive Director.

2.11 Reviewing and Acceptance of Application

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

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

2.12 Reporting and Ratification of Membership

The membership coordinator, will regularly report to the Board regarding applications for membership received and approved.

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

2.13 Referral of Application to Board

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

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

2.14 Membership not Transferable

Membership is not transferable.

2.15 Term of Membership

Once accepted as a Member, a Person or Organization continues as a Member for a term of one (1) year unless renewed in accordance with Bylaw 2.16.

For purposes of calculating the duration of a Member's term, the term will commence on the date the Society accepts the membership of such Person or Organization.

2.16 Renewal and Re-application of Membership

A Member that continues to be eligible may renew his or her or its membership prior to its expiry in such manner as may be determined by the Board from time to time.

A Person or Organization 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 2.8.

A Person or Organization 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 Organization may re-apply for membership after one (1) year from the date of expulsion.

Re-applications for membership are subject to acceptance by the Board.

2.17 Cessation of Membership

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

- (a) upon the date which is the later of:
 - (1) the date of delivering his or her or its resignation in writing to the Secretary or to the Address of the Society; and
 - (2) the effective date of the resignation stated thereon;
- (b) upon the expiry of his or her or its term;
- (c) upon his or her or its expulsion; or
- (d) upon his or her death or, in the case of an Organization, dissolution.

3. MEMBERSHIP RIGHTS AND OBLIGATIONS

3.1 Rights of Membership

In addition to any rights conferred by the Act, a Member in good standing has the following rights and privileges of membership, by class. The rights of an organization that is a Member may be exercised by its designated representative.

Personal Members

- (a) to receive notice of, and to attend, all General Meetings;
- (b) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (c) to exercise a vote on matters for determination at General Meetings;
- (d) may be nominated, if eligible, to stand for election as a Director, in accordance with these Bylaws;
- (e) may serve on committees of the Society, as invited; and
- (f) 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.

Institutional Members

- (g) to receive notice of, and to attend, all General Meetings;
- (h) 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;

- (i) to exercise a vote on matters for determination at General Meetings;
- (j) may serve on committees of the Society, as invited; and
- (k) 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.

Student Members

- (l) to receive notice of, and to attend, all General Meetings;
- (m) 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;
- (n) to exercise a vote on matters for determination at General Meetings;
- (o) may serve on committees of the Society, as invited; and
- (p) 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.

Supporting Members

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

3.2 Member not in Good Standing

A Member that is not in good standing has the right to receive notice of, and to attend, all General Meetings, and may participate in programs or initiatives of the Society (subject to eligibility) but is suspended from all of the other rights and privileges described in Bylaw 3.1 for so long as he or she remains not in good standing.

3.3 Dues

The Board will, by Board Resolution, determine the dues or fees payable by Members from time to time and in the absence of such determination by the Board, dues are deemed to be nil.

In particular, but not limiting the generality of the foregoing, the Board may determine that:

- (a) different dues or fees will apply to different classes of membership; and
- (b) dues may be pro-rated, reduced or waived in cases of hardship or other appropriate circumstances.

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

3.4 Standing of Members

All Members are deemed to be in good standing except 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.

3.5 Compliance with Constitution, Bylaws and Policies

Every Member will, at all times:

- (a) uphold the Constitution and comply with these Bylaws, the regulations and the policies of the Society in effect from time to time;
- (b) promptly notify the Executive Director of any changes to his or her or its Registered Address;
- (c) abide by such codes of conduct and ethics adopted by the Society; and
- (d) further and not hinder the purposes, aims and objects of the Society.

3.6 Expulsion of Member

Following an appropriate investigation or review of a Member's conduct or actions, the Board may, by Board Resolution, expel 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 3.5; or
- (c) is likely to endanger the reputation or hinder the interests of the Society.

The Board must provide notice of a proposed expulsion to the Member in question, accompanied by a brief statement of the reasons for the disciplinary action.

A Member who is the subject of the proposed expulsion will be provided a reasonable opportunity to respond to the proposed discipline at or before the Board Resolution for expulsion is considered by the Board.

3.7 No Distribution of Income to Members

No part of the income of the Society will be payable to, or otherwise available for the personal benefit of, any Member unless otherwise in accordance with the *Income Tax Act*.

4. MEETINGS OF MEMBERS

4.1 Time and Place of General Meetings

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

4.2 Annual General Meetings

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

4.3 **Extraordinary General Meeting**

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

4.4 **Calling of Extraordinary General Meeting**

The Society will convene an extraordinary general meeting by providing notice in accordance with the 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 Members in accordance with the Act.

4.5 **Notice of General Meeting**

The Society will provide notice of every General Meeting to each Member by:

- (a) e-mail sent to the address provided by each Member who has provided the Society with an e-mail address not less than fourteen (14) days and not more than sixty (60) days prior to the date of the General Meeting; and
- (b) posting notice of the General Meeting on the Society's website for Members, for at least twenty-one (21) days immediately prior to the date of the General Meeting.

If necessary in the Board's discretion, the Society may send notice of a General Meeting to one or more Members in accordance with Bylaw 19.1.

4.6 **Contents of Notice**

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

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

4.7 **Omission of Notice**

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

5. **PROCEEDINGS AT GENERAL MEETINGS**

5.1 **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 adoption of rules of order;
- (c) the approval of the minutes of the previous annual general meeting and any extraordinary general meetings held since the previous annual general meeting;
- (d) consideration of the financial statements and the report of the auditor thereon, if any;
- (e) consideration of any Members' proposals submitted in accordance with the Act;
- (f) the election of Directors, if necessary; and
- (g) such other business, if any, required by the 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.

5.2 Attendance at General Meetings

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

5.3 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.

5.4 Registration of Members

Every Member attending a General Meeting must register his or her attendance prior to the commencement of the meeting in such manner as may be established by the Board from time to time.

5.5 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.

5.6 Quorum

A quorum at a General Meeting is twenty (20) voting Members in good standing on the date of the General Meeting.

5.7 **Lack of Quorum**

If within thirty (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 thirty (30) minutes from the time appointed for the meeting, the Members present will constitute a quorum and the meeting may proceed.

5.8 **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.

5.9 **Chair**

The President (or, in the absence or inability of the President, the President Elect, or, in the absence or inability of both the President and the President Elect, the Past President) will, subject to a Board Resolution appointing another Person, preside as chairperson at all General Meetings.

If at any General Meeting the President, President Elect, Past President or such alternate Person appointed by a Board Resolution, if any, is not present within fifteen (15) minutes after the time appointed for the meeting, the Directors present may select one of their number to preside as chairperson at that meeting.

5.10 **Alternate Chair**

If a Person presiding as chairperson of a General Meeting wishes to step down as chairperson 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 chairperson.

5.11 **Chair to Determine Procedure**

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

5.12 **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.

5.13 **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 fourteen (14) days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

5.14 **Minutes of General Meetings**

The Secretary or such other Person designated by the Board will ensure that minutes are taken for all General Meetings.

6. VOTING BY MEMBERS

6.1 **Ordinary Resolution Sufficient**

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

6.2 **Entitlement to Vote**

Each voting Member in good standing is entitled to one (1) vote on matters for determination by the Members. No other Person is entitled to vote on a matter for determination by the Members, whether at a General Meeting or otherwise.

6.3 **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, whether by mail-in ballot or Electronic Means, provided in each case that the Society provides each voting Member in good standing with notice of:

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

6.4 **Voting Methods**

Voting by voting 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.

6.5 Voting by Chair

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

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

6.6 Voting by Proxy

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

- (a) a voting Member may, by form of proxy, appoint another voting Member to be his or her or its Proxy Holder and to attend and act at a specified General Meeting on his or her or its behalf;
- (b) a form of proxy appointing a Proxy Holder must:
 - (1) be in a form approved by the Board; and
 - (2) be signed and dated by the voting Member or, if the voting Member is an Organization, its designated representative,
 or it is void and of no effect;
- (c) a form of proxy must state the specific meeting at which the Proxy Holder is authorized to act on behalf of the voting Member, provided that if a form of proxy does not state the General Meeting at which it is to have effect, the authority of the Proxy Holder is deemed to be for the next General Meeting held on or after the date indicated on the form of proxy; and
- (d) a Person may not be Proxy Holder for more than five (5) Members at any given General Meeting. In the event that a situation arises where a Person or the designated representative of an Organization is appointed as Proxy Holder for more than five Members, all forms of proxy held by that Proxy Holder are deemed to be void and of no effect.

7. DIRECTORS

7.1 Management of Property and Affairs

The Board will have the authority and responsibility to manage, or supervise the management of, the property and the affairs of the Society.

7.2 Qualifications of Directors

Pursuant to the 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;
- (c) is an undischarged bankrupt; or
- (d) has been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, in accordance with the Act.

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

- (e) as a Director if he or she is not a Personal Member in good standing; and
- (f) as a Director-at-Large if he or she is not a member assigned to the relevant Section.

7.3 **Composition of Board**

The Board will be composed of not less than three (3) Directors, as follows:

- (a) the President Elect;
- (b) the President;
- (c) the immediate Past President, if any;
- (d) the Treasurer Elect;
- (e) the Treasurer;
- (f) four (4) Directors-at-Large;
- (g) one (1) Director from each Section, pursuant to Bylaw 8.7; and
- (h) one (1) Director appointed by the President pursuant to Bylaw 8.8.

7.4 **Invalidation of Acts**

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

7.5 **Transition of Directors' Terms**

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

Any previous terms served by Directors prior to these Bylaws coming into force will be counted towards the term limits set out below.

7.6 **Term of Directors**

The term of office of Directors will be as follows:

- (a) President: one (1) year;

- (b) President Elect: one (1) year;
- (c) Past President: one (1) year;
- (d) Treasurer Elect: one (1) year, unless otherwise set by Board Resolution as set out below;
- (e) Treasurer: one (1) year, unless otherwise set by Board Resolution as set out below; and
- (f) Director-at-Large: two (2) years, unless otherwise set by Board Resolution as set out below;
- (g) Section Directors: one (1) year; and
- (h) Appointed Director: one (1) year.

The Board may by Board Resolution determine that some or all vacant Treasurer Elect, Treasurer or Director-at-large positions will have a term of one (1) year, in order to re-establish the appropriate staggered election balance.

Terms for elected Director positions will generally commence at the close of the annual general meeting following the Election Cycle in which such Director was elected. If, however, the Director was elected at an extraordinary general meeting, then for the purpose of calculating the duration of a Director's term of office, 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.

7.7 Consecutive Terms and Term Limits

Elected Directors may be elected for up to seven (7) consecutive years, by any combination of terms or positions. In addition, a Person must not serve as a Director, in any position on the Board, for more than two (2) terms.

In addition to the foregoing, the following position-specific term limits apply:

- (a) a Person may serve as President Elect for a term of one (1) year, after which he or she assumes the office of President;
- (b) a Person may serve as President for a term of one (1) year, after which he or she assumes the office of Past President; and
- (c) a Person may serve as Treasurer Elect for a term of one (1) year, after which he or she assumes the office of Treasurer.

7.8 Extension of Term to Maintain Minimum Number of Directors

Every Director serving a term of office will retire from office at the close of the annual general meeting in the year in which his or her term expires, provided that if insufficient successors are elected and the result is that the number of Directors would fall below nine (9), the Person or Persons previously elected as Directors may, if they consent, continue to hold office, and the term of such Director or Directors is deemed to be extended, until such time as successor Directors are elected.

7.9 Appointment to fill Vacancy

Vacancies on the Board may only be filled as follows:

- (a) if the President ceases to hold office before the expiry of his or her term, the President Elect will immediately vacate that office and assume the office of President for the remainder of the term to which the President was elected;
- (b) if the President Elect ceases to hold office before the expiry of his or her term, the Board may, in its discretion, appoint a Member qualified in accordance with Bylaw 7.2 to serve as President Elect until the next annual general meeting, provided that such appointed President Elect will not automatically become the President, but an election for both President and President Elect will occur prior to the next annual general meeting;
- (c) if the Treasurer ceases to hold office before the expiry of his or her term, the Treasurer Elect will immediately vacate that office and assume the office of Treasurer for the remainder of the term to which the Treasurer was elected;
- (d) if the Treasurer Elect ceases to hold office before the expiry of his or her term, the Board may, in its discretion, appoint a Member qualified in accordance with Bylaw 7.2 to serve as Treasurer Elect until the next annual general meeting, provided that such appointed Treasurer Elect will not automatically become the Treasurer, but an election for both Treasurer and Treasurer Elect will occur prior to the next annual general meeting; and
- (e) if any of:
 - (1) the Secretary; or
 - (2) one or more Directors-at-Large,
 ceases to hold office before the expiry of his or her term, the Board may, by Board Resolution, appoint a Member qualified in accordance with Bylaw 7.2 to fill the resulting vacancy, and the position occupied by an appointed replacement Director will become available for election in the next election cycle and each such appointed replacement Director will continue in office until the conclusion of the next annual general meeting unless sooner ceasing to be a Director. The appointed replacement Director may run for the vacant position. The period during which a Person serves as an appointed replacement Director under this paragraph (e) does not count toward the term limits set out above.

7.10 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 voting 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.

7.11 **Ceasing to be a Director**

A Person will immediately cease to be a Director:

- (a) upon the date which is the later of:
 - (1) the date of delivering his or her resignation in writing to the President or to the Address of the Society; and
 - (2) the effective date of the resignation stated therein;
- (b) upon the expiry of his or her term, unless he or she is re-elected or automatically assumes a new position on the Board in accordance with these Bylaws;
- (c) upon the date such Person is no longer qualified pursuant to Bylaw 7.2;
- (d) upon his or her removal; or
- (e) upon his or her death.

8. **NOMINATION AND ELECTION OF DIRECTORS**

8.1 **Nomination of Directors**

Nominations for election as a Director must be made in accordance with these Bylaws, and such policies and procedures as are established by the Board from time to time.

All nominations are subject to the following rules:

- (a) a nomination must be made in writing, in a form established by the Society;
- (b) a nominee must be a Personal Member in good standing to be nominated and must remain in good standing in order to stand for election;
- (c) a Personal Member may not nominate him or herself, but may be nominated by:
 - (1) the nominations committee; or
 - (2) a group of at least three (3) other voting Members in good standing, which nomination must be signed by the nominee and each of the nominating members;
- (d) a voting Member may not nominate more nominees than the number of Director positions available for election;
- (e) nominations must be submitted in advance of an election, in accordance with such deadlines as may be established by the Board; and
- (f) nominations will not be permitted from the floor at a General Meeting.

8.2 Elections Generally

All elected Directors will be elected during an Election Cycle by acclamation or by vote of the Members, in accordance with the applicable provisions of these Bylaws and such election policies and procedures as are established by the Association from time to time.

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

A Director serving a term in one position may stand for election to another position on the Board. If not elected, they return to their previous position. If elected, the previous position is vacated and will be filled in accordance with Bylaw 7.9.

8.3 Election and Succession of President Elect

Each Election Cycle, a qualified Person will be elected to take office as President Elect, and the Person previously elected as President Elect will, if he or she remains qualified in accordance with these Bylaws, automatically take office as the President, and the Person previously serving as President will, if he or she remains qualified in accordance with these Bylaws, automatically take office as the Past President.

The President Elect, the President and the Past President will assume their respective offices at the conclusion of the annual general meeting.

8.4 Election and Succession of Treasurer Elect

Each Election Cycle, a qualified Person may be elected to take office as Treasurer Elect, and the Person previously elected as Treasurer Elect will, if he or she remains qualified in accordance with these Bylaws, automatically take office as the Treasurer.

The Treasurer Elect and the Treasurer will assume their respective offices at the conclusion of the annual general meeting.

8.5 Appointment of Secretary

Following each Election Cycle, a qualified Person will be appointed by Board Resolution to take office as Secretary. The Secretary will assume office on the date of the Board Resolution or such later date as may be specified in the resolution.

8.6 Election of Directors-at-Large

Each Election Cycle, a number of Directors-at-Large will be elected to fill anticipated vacancies. To the extent possible, approximately half of Directors-at-Large positions will become vacant for election each year.

Directors-at-Large will be elected by acclamation or by vote of the voting Members who are assigned to the relevant Sections, in accordance with the Society's policies in effect from time to time.

8.7 Section may Appoint Director

Each Section may appoint or elect, in accordance with such mechanism as the Section determines, a Member of the Section, who is a Member in good standing with the Society, to serve as a Director. The Member elected becomes a Director as of the conclusion of the next annual general meeting.

8.8 Appointment of Director by President

The President may, at any time by notice in writing, appoint one (1) voting Member in good standing with skills or experience beneficial to the Society as a Director for a term of up to one (1) year, provided that there may be no more than one (1) such appointed Director at any one time. Such Member will take office immediately on notice being provided to the Executive Director.

8.9 Election by Acclamation

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

8.10 Election by Secret Ballot

In elections where there are more eligible nominees than vacant positions for Directors at the close of the nomination period, 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 will be sent or otherwise made accessible to all voting 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 voting 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 scrutineers will place one (1) ballot marked for each tied nominee into a suitable container and the President 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.

8.11 Nomination and Election Policies

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

9. POWERS AND RESPONSIBILITIES OF THE BOARD

9.1 Powers of Directors

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

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

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

9.2 Duties of Directors

Pursuant to the 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 the Act and the regulations thereunder; and
- (d) subject to Bylaws 9.2(a) to 9.2(c), act in accordance with these Bylaws.

Without limiting Bylaws 9.2(a) to 9.2(d), a Director, when exercising the powers and performing the functions of a Director, must act with a view to the purposes of the Society.

9.3 Policies and Procedures

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

9.4 **Remuneration of Directors and Officers and Reimbursement of Expenses**

A Director is not entitled to any remuneration for acting as a Director. 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.

9.5 **Investment of Property and Standard of Care**

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

9.6 **Investment Advice**

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

9.7 **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.

10. **PROCEEDINGS OF THE BOARD**

10.1 **Board Meetings**

Meetings of the Board may be held at any time and place determined by the Board.

10.2 **Regular Meetings**

The Board may decide to hold regularly scheduled meetings to take place at dates and times set in advance by the Board. Once the schedule for regular meetings is determined and notice given to all Directors, no further notice of those meetings is required to be provided to a Director unless:

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

10.3 **Ad Hoc Meetings**

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

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

10.4 **Notice of Board Meetings**

At least two (2) days' notice will be sent to each Director of a board meeting.

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

For the purposes of the first meeting of the Board held immediately following the election of a Director or Directors conducted at a 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.

If a meeting of the Board will permit participation by Electronic Means, the notice of that meeting must inform Directors and other participants (if any) that they may participate by Electronic Means.

10.5 **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.

10.6 **Participation by Electronic Means**

The Board may determine, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means.

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.

10.7 **Quorum**

Quorum for meetings of the Board will be a majority of the Directors currently in office.

10.8 **Director Conflict of Interest**

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

- (a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
- (b) will disclose fully and promptly the nature and extent of his or her interest in the contract, transaction or matter;

- (c) is not entitled to vote on the contract, transaction or matter;
- (d) will absent himself or herself from the meeting or portion thereof:
 - (1) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
 - (2) 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 Act or these Bylaws.

10.9 Chair of Meetings

The President (or, in the absence or inability of the President, the President Elect, or, in the absence or inability of the President and the President Elect, the Past President) will, subject to a Board Resolution appointing another Person, preside as chairperson at all meetings of the Board.

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

10.10 Alternate Chair

If the Person presiding as chairperson of a meeting of the Board wishes to step down as chairperson 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 chairperson.

10.11 Chair to Determine Procedure

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

10.12 Minutes of Board Meetings

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

11. DECISION MAKING AT BOARD MEETINGS

11.1 Passing Resolutions and Motions

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

11.2 Resolution in Writing

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

11.3 Entitlement to Vote

Subject to Bylaw 10.8, each Director is entitled to one (1) vote on all matters at a meeting of Board. No other Person is entitled to a vote at a meeting of the Board.

11.4 Procedure for Voting

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

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

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

12. OFFICERS

12.1 Officers

The officers of the Society are the President, President Elect, Past President, Secretary, Treasurer Elect and Treasurer, together with such other officers, if any, as the Board, in its discretion, may create. All officers must be Directors.

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

12.2 Election of Officers

The officers of the Society prescribed by Bylaw 12.1 will be elected in accordance with Part 8 of the Bylaws and will hold office for the terms set out in Bylaw 7.6.

12.3 Removal of Officers

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

12.4 Replacement

Should the President or any other officer of the Society for any reason be unable to complete his or her term or carry out his or her duties, he or she must promptly resign and the resulting vacancy will be filled in accordance with section 7.9.

12.5 Duties of President

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

12.6 Duties of President Elect

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

12.7 Duties of Past President

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

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

12.9 Duties of Treasurer Elect

The Treasurer Elect will perform such duties as may be assigned by the Treasurer or the Board.

13. SENIOR MANAGERS

13.1 Appointment of Senior Managers

The Board will appoint the Executive Director and may, by Board Resolution, appoint other Senior Managers as it determines necessary from time to time. The Board is responsible to supervise the Executive Director in the performance of his or her duties.

13.2 Duties of Executive Director

The Executive Director shall manage the affairs of the Society and shall be responsible for the administration of the Society. The Executive Director will direct and manage the Society's office and other personnel. The Executive Director shall regularly report to and advise the Board on all matters relevant to the affairs of the Society.

Notwithstanding the foregoing, the Executive Director will be responsible for:

- (a) the issuance of notices of meetings of the Society and the Board;
- (b) the keeping of minutes of all General Meetings and meetings of the Board;
- (c) the custody of all records and documents of the Society, except those required to be kept by the Treasurer;
- (d) the maintenance of the register of Members; and
- (e) the conduct of the correspondence of the Society.

The Executive Director will have such other duties and responsibilities as determined by the Board.

13.3 Removal of Senior Manager

A Person may be removed as a Senior Manager by Board Resolution.

14. INDEMNIFICATION

14.1 Indemnification of Directors and Eligible Parties

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

14.2 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.

15. COMMITTEES

15.1 Creation and Delegation to Committees

The Board may create such standing and special committees, working groups or task forces 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 Board Resolution.

The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors as it thinks fit. Both the President and the Executive Director will automatically be a member of any committee established by the Society.

15.2 Standing and Special Committees

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

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

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

15.3 Terms of Reference

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.

15.4 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.

16. SECTIONS

16.1 Continuation of Existing Sections

The Sections that are currently established on the date these Bylaws come into effect are continued.

16.2 Establishment of New Section

A group of Members in good standing, collectively comprising not less than ten percent (10%) of the total membership in good standing may apply to the Board to form a Section. The Board will put the proposed formation of the Section to a vote by Ordinary Resolution at the next annual general meeting and, if approved, the Section is formed for the purposes stated in its application.

16.3 Alteration of Sections

The Board may, by Board Resolution, subsequently propose alterations to the Sections, provided that any change to one or more Sections must be approved by Special Resolution prior to taking effect.

16.4 **Dissolution of Sections**

The Board may, by Board Resolution, dissolve a Section which fails to:

- (a) maintain a membership of members in good standing collectively comprising not less than ten percent (10%) of the total membership in good standing;
- (b) uphold the constitution or comply with the Bylaws or policies established by the Board.

16.5 **Section Policies**

The Board may establish additional policies, procedures, rules and regulations regarding Section.

17. **EXECUTION OF INSTRUMENTS**

17.1 **Seal**

The Society will not have a corporate seal.

17.2 **Execution of Instruments**

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

- (a) by the President, together with one (1) other Director, or
- (b) in the event that the President is unavailable, by any two (2) 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 to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

17.3 **Signing Officers**

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

18. **FINANCIAL MATTERS AND REPORTING**

18.1 **Accounting Records**

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

18.2 **Borrowing Powers**

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

18.3 **Restrictions on Borrowing Powers**

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

18.4 **Audit Required**

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

- (a) the Directors determine to conduct an audit engagement or review engagement 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 (which for these Bylaws includes an accountant appointed to conduct a review) qualified in accordance with Part 9 of the Act and these Bylaws.

18.5 **Appointment of Auditor at Annual General Meeting**

If the Society determines to conduct an audit or review of its annual financial statements, 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 Act or until the Society no longer wishes to appoint an auditor.

18.6 **Vacancy in Auditor**

Except as provided in Bylaw 18.7, 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.

18.7 **Removal of Auditor**

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

18.8 **Notice of Appointment**

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

18.9 **Auditor's Report**

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

18.10 Participation in General Meetings

The auditor 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.

19. NOTICE GENERALLY

19.1 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.

19.2 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.

19.3 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.

20. MISCELLANEOUS

20.1 Dissolution

Upon the winding-up or dissolution of the Society, any funds and property remaining after the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution, including the remuneration of the liquidator, and the payment to employees of the Society of any arrears of salaries or wages, and after payment of any debts of the Society, will be distributed to

such “qualified donees” as defined by the *Income Tax Act* as are designated by the Board. Any funds or property remaining received for specific purposes will, wherever possible, be distributed to “qualified donees” carrying on work of a similar nature to such specific purposes.

20.2 **Societies Act Transitional Requirement**

The operations of the Association are to be chiefly carried on in the Province of British Columbia.

20.3 **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 Act.

20.4 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.

21. BYLAWS

21.1 Entitlement of Members to copy of Constitution and Bylaws

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

21.2 Special Resolution required to Alter Bylaws

These Bylaws will not be altered except by Special Resolution.

21.3 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 Act.

THESE BYLAWS ADOPTED BY SPECIAL RESOLUTION DATED: September 26, 2018.