

COMMUNITY INTEGRATION SERVICES SOCIETY



CONSTITUTION

1. NAME OF THE ASSOCIATION

COMMUNITY INTEGRATION SERVICES SOCIETY

2. PURPOSES

TO PROVIDE INTEGRATION SERVICES THROUGH BOTH DAY PROGRAMS AND RESIDENTIAL PROGRAMS TO THOSE ADULTS OF OUR COMMUNITY WHO ARE LABELLED MENTALLY DISABLED.

**BYLAWS
OF THE
COMMUNITY INTEGRATION SERVICES SOCIETY**

TABLE OF CONTENTS

1. INTERPRETATION 1

1.1 Definitions 1

1.2 *Society Act* Definitions..... 4

1.3 Plural and Singular Forms..... 4

2. MEMBERSHIP 4

2.1 Admission to Membership 4

2.2 Transition of Membership..... 4

2.3 Eligibility for Membership 4

2.4 Application for Membership 5

2.5 Membership not Transferable..... 5

2.6 Term of Membership 5

2.7 Renewal and Re-application of Membership 5

2.8 Dues 5

2.9 Standing of Members 5

2.10 Compliance with Constitution, Bylaws and Policies 5

2.11 Expulsion of Member 5

2.12 Cessation of Membership..... 6

3. MEETINGS OF MEMBERS..... 6

3.1 Time and Place of General Meetings 6

3.2 Annual General Meetings..... 6

3.3 Extraordinary General Meeting..... 6

3.4 Calling of Extraordinary General Meeting..... 6

3.5 Notice of General Meeting..... 7

3.6 Contents of Notice..... 7

3.7 Omission of Notice 7

4. PROCEEDINGS AT GENERAL MEETINGS..... 7

4.1 Business Required at Annual General Meeting 7

4.2 Participation in General Meetings..... 7

4.3 Requirement of Quorum..... 8

4.4 Quorum..... 8

4.5 Lack of Quorum..... 8

4.6	Loss of Quorum.....	8
4.7	Chair	8
4.8	Alternate Chair	8
4.9	Adjournment.....	8
4.10	Notice of Adjournment.....	8
5.	VOTING BY MEMBERS.....	9
5.1	Ordinary Resolution Sufficient.....	9
5.2	Entitlement to Vote.....	9
5.3	Voting Methods	9
5.4	Voting by Proxy	9
5.5	Special Resolutions to be filed with the Registrar	9
6.	DIRECTORS	9
6.1	Management of Property and Affairs	9
6.2	Directors Subscribe to and Support Purposes.....	9
6.3	Number of Directors	10
6.4	Composition of Board.....	10
6.5	Invalidation of Acts	10
6.6	Qualifications of Directors	10
6.7	Election of Directors	10
6.8	Transition of Directors' Terms	10
6.9	Term of Office	10
6.10	Consecutive Terms and Term Limits	11
6.11	Extension of Term to Maintain Minimum Number of Directors	11
6.12	Appointment to fill Vacancy	11
6.13	Removal of Director	11
6.14	Ceasing to be a Director.....	11
7.	NOMINATION OF DIRECTORS.....	12
7.1	Nomination of Directors.....	12
8.	POWERS AND RESPONSIBILITIES OF THE BOARD	12
8.1	Powers of Directors.....	12
8.2	Remuneration of Directors and Officers and Reimbursement of Expenses	12
8.3	Investment of Property and Standard of Care	13
8.4	Investment Advice.....	13
8.5	Delegation of Investment Authority to Agent.....	13
9.	PROCEEDINGS OF THE BOARD	13
9.1	Board Meetings.....	13
9.2	Regular Meetings	13

9.3	Ad Hoc Meetings.....	13
9.4	Notice of Board Meetings	13
9.5	Participation by Electronic Means	14
9.6	Quorum.....	14
9.7	Director Conflict of Interest.....	14
9.8	Chair of Meetings.....	15
9.9	Alternate Chair	15
10.	DECISION MAKING AT BOARD MEETINGS.....	15
10.1	Passing Resolutions and Motions	15
10.2	Resolution in Writing	15
10.3	Entitlement to Vote.....	15
10.4	Procedure for Voting	15
11.	OFFICERS	16
11.1	Officers.....	16
11.2	Election of Officers	16
11.3	Term of Officer	16
11.4	Removal of Officers.....	16
11.5	Replacement.....	16
11.6	Duties of Chair	16
11.7	Duties of Vice-Chair	16
11.8	Duties of Secretary.....	16
11.9	Duties of Treasurer	17
11.10	Absence of Secretary at Meeting	17
11.11	Combination of Offices of Secretary and Treasurer.....	17
12.	COMMITTEES	17
12.1	Creation and Delegation to Committees.....	17
12.2	Standing and Special Committees	17
12.3	Terms of Reference and Rules.....	18
12.4	Meetings	18
13.	EXECUTION OF INSTRUMENTS	18
13.1	No Seal.....	18
13.2	Execution of Instruments.....	18
14.	BORROWING	18
14.1	Powers of Directors.....	18
14.2	Issuance of Debentures	19
14.3	Restrictions on Borrowing Powers.....	19
15.	AUDITOR.....	19

15.1	When Audit Required	19
15.2	Appointment of Auditor at Annual General Meeting	19
15.3	Vacancy in Auditor	19
15.4	Removal of Auditor.....	19
15.5	Notice of Appointment.....	19
15.6	Restrictions on Appointment.....	19
15.7	Attendance at Annual General Meetings	20
16.	NOTICES	20
16.1	Entitlement to Notice	20
16.2	Method of Giving Notice	20
16.3	When Notice Deemed to have been Received	20
16.4	Days to be Counted in Notice.....	20
17.	MISCELLANEOUS	20
17.1	Inspection of Records	20
17.2	Participation in Meetings	21
17.3	Right to become Member of other Society.....	21
18.	INDEMNIFICATION	21
18.1	Indemnification of an Eligible Party.....	21
18.2	Indemnification of an Eligible Party in a Subsidiary	22
18.3	Advancement of Expenses.....	22
18.4	Indemnification Prohibited	22
18.5	Indemnification not Invalidated by Non-Compliance	22
18.6	Approval of Court	23
18.7	Indemnification Deemed Term	23
18.8	Purchase of Insurance	23
19.	BYLAWS.....	23
19.1	Entitlement of Members to copy of Constitution and Bylaws	23
19.2	Special Resolution required to Alter or Add to Bylaws	23

**BYLAWS
OF THE
COMMUNITY INTEGRATION SERVICES SOCIETY**

1. INTERPRETATION

1.1 Definitions

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

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

- (i) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
 - (ii) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
- (i) **“Eligible Party”** means:
- (i) a Director or officer of the Society, as determined in accordance with these Bylaws; or
 - (ii) such other Person described in the *Society Act* that is appointed or elected by the Directors to exercise authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society; or
 - (iii) a Person who holds or held a position equivalent to what is described in either sub-paragraph(i) or(ii) above in a subsidiary of the Society, if any; or
 - (iv) the heir or personal or legal representative of a Person described in (i), (ii) or (iii)above.
- (j) **“Family Relationship”** means a relationship between two Persons who are related by blood, marriage or a marriage-like relationship, or connected by a friendship of many years’ duration;
- (k) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- (l) **“Members”** means those Persons who are, or who subsequently become, members of the Society in accordance with these Bylaws and, in either case, have not ceased to be members;
- (m) **“Membership Year”** means the period of approximately one year which relates to the term of Members, which period will be from one annual general meeting to the next, unless otherwise set by the Board from time to time;
- (n) **“mutatis mutandis”** means with the necessary changes having been made to ensure that the language makes sense in the context;
- (o) **“Ordinary Resolution”** means:
- (i) a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote:
 - (A) in personate a duly constituted general meeting, or

- (B) by Electronic Means in accordance with these Bylaws, or
- (C) by combined total of the votes cast in person at a general meeting and the votes cast by Electronic Means; or

(ii) a resolution that has been submitted to the Members and consented to in writing by not less than the threshold required by the *Society Act*,

and an Ordinary Resolution approved by any one or more of these methods is effective as though passed at a general meeting of the Society;

- (p) **“Person”** means a natural person;
- (q) **“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;
- (r) **“Registrar”** means the Registrar of Companies of the Province of British Columbia;
- (s) **“Secretary”** means a Person elected to the office of secretary in accordance with these Bylaws;
- (t) **“Society”** means the “Community Integration Services Society”;
- (u) **“Society Act”** means the *Society Act*, R.S.B.C. 1996, c.433, as amended from time to time, and includes any successor legislation thereto;
- (v) **“Special Resolution”** means:
 - (i) a resolution, of which the notice required by the *Society Act* and these Bylaws has been provided, passed by the majority of votes required by the *Society Act* cast in respect of the resolution by those Members entitled to vote:
 - (A) in person at a duly constituted general meeting, or
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person at a general meeting and the votes cast by Electronic Means; or
 - (ii) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a general meeting of the Society,

and a Special Resolution approved by any one or more of these methods is effective as though passed at a general meeting of the Society; and
- (w) **“Treasurer”** means a Person elected to the office of treasurer in accordance with these Bylaws.

1.2 **Society Act Definitions**

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

1.3 **Plural and Singular Forms**

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

2. **MEMBERSHIP**

2.1 **Admission to Membership**

Membership in the Society will be restricted to:

- (a) those Persons who are Members in good standing on the date these Bylaws come into force and who continue to be eligible for membership under these Bylaws; and
- (b) those eligible Persons whose subsequent application for admission as a Member has been accepted by the Directors; provided, in each case, that such Person has not ceased to be a Member pursuant to section 2.12.

2.2 **Transition of Membership**

On the date these Bylaws come into force:

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

2.3 **Eligibility for Membership**

A Person may be eligible for membership if he or she:

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

Notwithstanding the foregoing, a Person is not eligible for membership if he or she is:

- (c) an employee or contractor of the Society; or was an employee or contractor of the Society in the past two years.

- (d) an employee of the government of the Province of British Columbia or Canada whose duties are concerned with the affairs of the Society.

2.4 Application for Membership

An eligible Person may apply to the Board in writing to become a Member and on acceptance by the Board will be a Member.

An application for membership or renewal of membership must include payment of the applicable membership dues.

The Board may, by Board Resolution, accept, postpone or refuse an application for membership.

2.5 Membership not Transferable

Membership is not transferable.

2.6 Term of Membership

Once accepted by the Board, a Person continues as a Member until the conclusion of the current Membership Year, unless renewed in accordance with section 2.7.

2.7 Renewal and Re-application of Membership

A Member may apply for renewal of his or her membership prior to its expiry in such manner as may be determined by the Board and may reapply for membership after its expiry in accordance with section 2.4.

Reapplications for membership are subject to acceptance by the Board.

2.8 Dues

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

2.9 Standing of Members

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

2.10 Compliance with Constitution, Bylaws and Policies

Every Member will, at all times:

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

2.11 Expulsion of Member

A Member may be expelled by a Special Resolution.

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

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

2.12 Cessation of Membership

A Person will immediately cease to be a Member:

- (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 thereon; or
- (b) upon the expiry of the current Membership Year; or
- (c) upon the date which is 90 days from the date on which such Member ceased to be in good standing; or
- (d) upon his or her expulsion; or
- (e) upon his or her death.

3. MEETINGS OF MEMBERS

3.1 Time and Place of General Meetings

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

3.2 Annual General Meetings

An annual general meeting will be held at least once in every calendar year and in accordance with the requirements of the *Society 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 *Society Act* and these Bylaws in any of the following circumstances:

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

3.5 **Notice of General Meeting**

The Society will provide not less than 14 days' notice in writing of a general meeting to all Members in good standing on the date notice is provided.

3.6 **Contents of Notice**

Notice of a general meeting will specify the place, the day and the hour of the meeting and will include a copy of any Special Resolutions to be considered at that meeting.

3.7 **Omission of Notice**

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

4. **PROCEEDINGS AT GENERAL MEETINGS**

4.1 **Business Required at Annual General Meeting**

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

- (a) the adoption of an agenda;
- (b) the approval of the minutes of the previous 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; and
- (e) the election of Directors.

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

4.2 **Participation in General Meetings**

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

Where 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 permitted 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 Quorum

A quorum at a general meeting is 4 Members in good standing on the date of the meeting.

4.5 Lack of Quorum

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

4.6 Loss of Quorum

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

4.7 Chair

The Chair will preside as chair at all general meetings.

If at any general meeting the Chair and such alternate Person appointed by a Board Resolution, if any, are not present within 15 minutes after the time appointed for the meeting, the Directors present may choose one of their number to preside as chair at that meeting.

4.8 Alternate Chair

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

4.9 Adjournment

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

4.10 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.

5. VOTING BY MEMBERS

5.1 Ordinary Resolution Sufficient

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

5.2 Entitlement to Vote

Each Member in good standing is entitled to one (1) vote on matters for determination by the Members.

5.3 Voting Methods

Voting by Members entitled to vote 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 10% of the votes present may request a secret ballot, and where so requested the vote in question will then be conducted by written ballot or other means whereby the tallied votes can be presented anonymously in such a way that it is impossible for the assembly to discern how a given Member voted.

5.4 Voting by Proxy

Voting by proxy is not permitted.

5.5 Special Resolutions to be filed with the Registrar

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

6. DIRECTORS

6.1 Management of Property and Affairs

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

6.2 Directors Subscribe to and Support Purposes

Every Director will unreservedly subscribe to, be a member and support the purposes of the Society.

6.3 Number of Directors

The Board will be composed of not fewer than five (5) and not more than eight (8) Directors.

6.4 Composition of Board

The Board must include

- (a) at least one (1) Director who have a Family Relationship with a Person with a disability; and
- (b) at least one (1) Director who is a Person with a disability.

6.5 Invalidation of Acts

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

6.6 Qualifications of Directors

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

- (a) is less than 19 years of age;
- (b) has been found by any court, in Canada or elsewhere, to be incapable of managing his or her own affairs;
- (c) is an undischarged bankrupt; or
- (d) has been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, in accordance with the *Society Act*.

6.7 Election of Directors

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

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

6.8 Term of Office

The term of office of Directors will normally be three (3) years. The Board may by Board Resolution determine that some or all vacant Directors' positions will have a term of less than three (3) years, the length of such term to be determined by the Directors in their discretion.

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

6.9 **Consecutive Terms and Term Limits**

Directors may be elected for up to nine (9) consecutive years, by any combination of terms. A Person who has served as a Director for nine (9) consecutive years may not be re-elected for at least two (2) years following the expiry of his or her latest term.

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

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

6.11 **Appointment to fill Vacancy**

If a Director ceases to hold office before the expiry of his or her term, the Board, by Board Resolution, may appoint a Person qualified in accordance with section 6.6 to fill the resulting vacancy.

The position occupied by an appointed replacement Director will become available for election at the next annual general meeting 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 period during which a Person serves as an appointed replacement Director does not count toward the term limits set out above.

6.12 **Removal of Director**

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

6.13 **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 Chair or to the Address of the Society and the effective date of the resignation stated therein; or
- (b) upon the expiry of his or her term; or
- (c) upon the date such Person is no longer qualified pursuant to section 6.6; or
- (d) upon his or her removal; or
- (e) upon his or her death.

7. NOMINATION OF DIRECTORS

7.1 Nomination of Directors

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

All nominations are subject to the following rules:

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

8. POWERS AND RESPONSIBILITIES OF THE BOARD

8.1 Powers of Directors

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

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

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

8.2 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.

8.3 Investment of Property and Standard of Care

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

8.4 Investment Advice

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

8.5 Delegation of Investment Authority to Agent

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

9. PROCEEDINGS OF THE BOARD

9.1 Board Meetings

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

9.2 Regular Meetings

The Board may decide to hold one or more 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.

9.3 Ad Hoc Meetings

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

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

9.4 Notice of Board Meetings

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

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

However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting 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.

9.5 Participation by Electronic Means

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

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

9.6 Quorum

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

9.7 Director Conflict of Interest

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

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

The Board may establish further policies governing conflicts of interest of Directors and others, provided that such policies must not contradict the *Society Act* or these Bylaws.

9.8 Chair of Meetings

The Chair of the Society will preside as chair at all meetings of the Board.

If at any meeting of the Board the Chair 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.

9.9 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.

10. DECISION MAKING AT BOARD MEETINGS

10.1 Passing Resolutions and Motions

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

10.2 Resolution in Writing

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

10.3 Entitlement to Vote

Subject to section 9.7, 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.

10.4 Procedure for Voting

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

- (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 identify how a given Director voted.

11. OFFICERS

11.1 Officers

The officers of the Society are the Chair, Vice-Chair, Secretary and Treasurer, together with such other offices, if any, as the Board, in its discretion, may create. All officers must be directors.

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

11.2 Election of Officers

At the meeting of the Board immediately following an annual general meeting, the Board will elect the officers.

11.3 Term of Officer

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

11.4 Removal of Officers

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

11.5 Replacement

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

11.6 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.

11.7 Duties of Vice-Chair

The Vice-Chair will assume the duties of the Chair in the Chair's absence.

11.8 Duties of Secretary

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

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

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

11.9 Duties of Treasurer

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

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

11.10 Absence of Secretary at Meeting

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

11.11 Combination of Offices of Secretary and Treasurer

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

12. COMMITTEES

12.1 Creation and Delegation to Committees

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

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

12.2 Standing and Special Committees

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

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

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

12.3 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.

12.4 Meetings

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

13. EXECUTION OF INSTRUMENTS

13.1 No Seal

The Society will not have a seal.

13.2 Execution of Instruments

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

- (a) by the Chair, together with one other director, or
- (b) in the event that the Chair is unavailable to provide a signature, by any two Directors

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

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

14. BORROWING

14.1 Powers of Directors

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

14.2 Issuance of Debentures

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

14.3 Restrictions on Borrowing Powers

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

15. AUDITOR

15.1 When Audit Required

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

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

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

15.2 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 he, she or it is reappointed or his, her or its successor is appointed at the next following annual general meeting in accordance with the procedures set out in the *Society Act* or until the Society no longer wishes to appoint an auditor.

15.3 Vacancy in Auditor

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

15.4 Removal of Auditor

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

15.5 Notice of Appointment

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

15.6 Restrictions on Appointment

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

15.7 Attendance at Annual General Meetings

The auditor, if any, may attend general meetings.

16. NOTICES

16.1 Entitlement to Notice

Notices of a general meeting will be given to:

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

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

16.2 Method of Giving Notice

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

16.3 When Notice Deemed to have been Received

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

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

16.4 Days to be Counted in Notice

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

17. MISCELLANEOUS

17.1 Inspection of Records

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

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

- (a) the Constitution and these Bylaws, and any amendments thereto;
- (b) the minutes of any general meeting;
- (c) resolutions of the Members in writing, if any;
- (d) annual financial statements relating to a past fiscal year that have been received by the Members in a general meeting;
- (e) register of Directors; and
- (f) register of Members, subject, in the Board's discretion, to redaction to protect personal information, as required by law.

Except as expressly provided by statute or at law, a Member will not be entitled or have the right to examine or inspect any other document or record of the Society. However, subject to such policies as the Board may establish, a Member in good standing may request, in writing delivered to the Address of the Society, to examine any other document or record of the Society and the Board may allow the Member to examine the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

Copies of documents to which a Member is entitled or otherwise allowed to examine may be provided on request by the Member for a reasonable production fee to be determined by the Board.

17.2 Participation in Meetings

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

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

17.3 Right to become Member of other Society

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

18. INDEMNIFICATION

18.1 Indemnification of an Eligible Party

Subject to section 18.4 and the provisions of the *Society Act*, an Eligible Party will be indemnified by the Society against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative

action, whether current, threatened, pending or completed, to which that Eligible Party, by reason of his or her holding or having held authority within the Society:

- (a) is or may be joined as a party to such legal proceeding or investigative action; or
- (b) is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

18.2 Indemnification of an Eligible Party in a Subsidiary

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

18.3 Advancement of Expenses

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

18.4 Indemnification Prohibited

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

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

18.5 Indemnification not Invalidated by Non-Compliance

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

18.6 Approval of Court

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

18.7 Indemnification Deemed Term

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

18.8 Purchase of Insurance

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

19. BYLAWS

19.1 Entitlement of Members to copy of Constitution and Bylaws

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

19.2 Special Resolution required to Alter or Add to Bylaws

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