

## SPECIAL RESOLUTION

**RESOLVED AS A SPECIAL RESOLUTION** that the existing Bylaws of the Society be deleted and replaced with the Bylaws attached hereto as Schedule A.

### SCHEDULE A:

## **BYLAWS OF THE BRITISH COLUMBIA CIVIL LIBERTIES ASSOCIATION**

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**BYLAWS  
OF THE  
BRITISH COLUMBIA CIVIL LIBERTIES ASSOCIATION**

**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 at a duly constituted meeting of the Board by a simple majority of the votes cast by those Directors who are present and entitled to vote at such meeting; or
  - (ii) a resolution that has been submitted to all Directors and consented to in writing by 75% of the Directors who would have been entitled to vote on the resolution in person at a meeting of the Board, and a resolution so consented to is deemed to be an resolution passed at a meeting of the Board;
- (d) **“Bylaws”** means the bylaws of the Society as filed in the office of the Registrar;
- (e) **“Constitution”** means the constitution of the Society as filed in the office of the Registrar;
- (f) **“Directors”** means those persons who have become directors in accordance with these Bylaws and have not ceased to be directors;
- (g) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5<sup>th</sup> Supp.), c.1 as amended from time to time;
- (h) **“Members”** means the applicants for incorporation of the Society and those Persons who have subsequently become members of the Society in accordance with these Bylaws and, in either case, have not ceased to be members;
- (i) **“mutatis mutandis”** means with the necessary changes having been made to ensure that the language makes sense in the context;
- (j) **“Ordinary Resolution”** means:
  - (i) a resolution passed at a general meeting by the Members by a simple majority of the votes cast in person, or

- (ii) a resolution that has been submitted to the Members and consented to in writing by 75% of the Members who would have been entitled to vote on the resolution in person at a general meeting of the Society, and a resolution so consented to is deemed to be an Ordinary Resolution passed at a general meeting of the Society.
- (k) **“Person”** means a natural person;
- (l) **“President”** means a Person elected to the office of President in accordance with these Bylaws;
- (m) **“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;
- (n) **“Registrar”** means the Registrar of Companies of the Province of British Columbia;
- (o) **“Society”** means the “British Columbia Civil Liberties Association”;
- (p) **“Society Act”** means the *Society Act*, R.S.B.C. 1996, c.433, as amended from time to time; and
- (q) **“Special Resolution”** means:
  - (i) a resolution passed at a general meeting by a majority of not less than 75% of the votes of those Members who, being entitled to do so, vote in person;
    - (A) of which the notice that the Bylaws provide, and not being less than 14 days’ notice, specifying the intention to propose the resolution as a Special Resolution has been given, or
    - (B) if every Member entitled to attend and vote at the meeting agrees, at a meeting of which less than 14 days’ notice has been given, or
  - (ii) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a general meeting of the Society, and a resolution so consented to is deemed to be a Special Resolution passed at a general meeting of the Society.

## 1.2 **Society Act Definitions**

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
- (b) those 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 2.8.

Employees of the Society are not eligible for membership.

### **2.2 Application for Membership**

A 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 must include payment of applicable membership dues, if any.

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

### **2.3 Membership not Transferable**

Membership is not transferable.

### **2.4 Dues**

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

### **2.5 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, if any, within 90 days from the date upon which such dues are due and owing. Such Member is not in good standing for so long as such dues remain unpaid.

### **2.6 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.

## **2.7 Expulsion of Member**

A Member may be expelled by a Special Resolution.

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

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

## **2.8 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 date which is 30 days after the date upon which such Member ceased to be in good standing; or
- (c) upon his or her expulsion; or
- (d) 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 not more than 15 months after the holding of the last preceding annual general meeting.

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

### **3.5 Notice of General Meeting**

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



### 3.6 **Contents of Notice**

Notice of a general meeting will specify the place, the day and the hour of the meeting and the business to be transacted at the 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 AGM**

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;
- (e) consideration of the report of the auditor, if any;
- (f) the election of Directors; and
- (g) such other business that, under these Bylaws or any governing statutes, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors if the report was issued with the notice of the meeting.

### 4.2 **Requirement of Quorum**

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

### 4.3 **Quorum**

A quorum at a general meeting is the lesser of ten percent (10%) of the Members or twenty-five (25) Members in good standing on the date of the meeting.

### 4.4 **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.

#### 4.5 **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.

#### 4.6 **Chair**

The President will, subject to a Board Resolution appointing another Person, preside at all general meetings; but if at any general meeting the President, or such alternate Person appointed by a Board Resolution, is not present within 15 minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Members present may choose one of their number to chair that meeting.

#### 4.7 **Alternate Chair**

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

#### 4.8 **Adjournment**

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

#### 4.9 **Notice of Adjournment**

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 14 days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

#### 4.10 **Ordinary Resolution Sufficient**

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

#### 4.11 **Entitlement to Vote**

Each Member who has been a member in good standing for at least three (3) months is entitled to one (1) vote.

#### 4.12 **Procedure for Voting**

Voting will be recorded by the secretary of the meeting by one or more of the following:

- (a) show of hands;
- (b) voice vote; or

- (c) ballot vote (whether at the meeting, or in advance, and whether by paper or by electronic means).

#### **4.13 Voting by Proxy**

Voting by proxy is not permitted.

#### **4.14 Members' Resolutions in Writing**

An Ordinary Resolution or a Special Resolution may be in two or more counterparts which together and signed by the required number of Members will be deemed to constitute an Ordinary Resolution or Special Resolution, as the case may be. Such resolution will be filed with minutes of the proceedings of the Members and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

#### **4.15 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.

### **5. DIRECTORS**

#### **5.1 Powers of Directors**

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

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

#### **5.2 Management of Property and Affairs**

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

#### **5.3 Directors Subscribe to and Support Purposes**

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

#### **5.4 Composition of Board**

The number of Directors will be eighteen (18) however the Board may, by Board Resolution adjust the number of Directors to be anywhere between a minimum of fifteen (15) and a maximum of twenty-four (24) Directors.

### 5.5 **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.

### 5.6 **Eligibility for Election**

A Person must be a Member in good standing for at least one (1) year to be eligible to be nominated for election.

All candidates to be proposed for election must submit themselves to the nomination process established by the Board from time to time; candidates for election may not be proposed from the floor of a general meeting.

### 5.7 **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.

### 5.8 **Term of Office**

Elections for Directors will normally be held at the annual general meeting and the term of office of Directors will normally be three (3) years. However 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.

### 5.9 **Consecutive Terms and Term Limits**

Subject to section 5.10:

- (a) Directors may be elected for up to three (3) consecutive terms; and
- (b) a Person who has served three (3) consecutive terms as a Director may not be re-elected for at least one (1) year following the expiry of his or her latest term.

### 5.10 **Transition of Directors' Terms**

Each Person who is a Director on the date these Bylaws become effective:

- (a) will continue as a Director for a term of not more than two (2) years, such term to be determined by Board Resolution; and
- (b) may be elected for up to two (2) additional consecutive terms and, after the completion of such Director's second additional consecutive term, may not be re-elected for at least one (1) year following the expiry of his or her latest term.

### 5.11 Election by Acclamation

In elections where the number of candidates is equal to or less than the number of vacant positions for Directors, the nominated candidates are deemed to be elected by acclamation.

### 5.12 Election by Secret Ballot

In elections where there are more candidates than vacant positions for Directors, election will be by secret ballot with the name of each nominated candidate appearing on the ballot. Candidates will be deemed to be elected in order of those candidates receiving the most votes.

### 5.13 Voiding of Ballot

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

### 5.14 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; but 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 will continue to hold office until such time as successor Directors are elected.

### 5.15 Appointment to fill Vacancy

If a Director ceases to hold office, the Board may appoint a Member as a replacement Director to take the place of such Director until the next annual general meeting.

### 5.16 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.

### 5.17 Ceasing to be a Director

A Person will automatically cease to be a Director:

- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the secretary of the Society or to the Address of the Society and the effective date of the resignation stated therein; or
- (b) upon the expiry of his or her term; or
- (c) upon the date such Person is no longer a Member; or
- (d) upon his or her removal; or

(e) upon his or her death.

#### **5.18 Remuneration of Directors and Reimbursement of Expenses**

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

#### **5.19 Powers of Board**

The Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Society. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Society in furtherance of the purposes of the Society, provided however that the Board may not enter into any form of contract with a Director other than in furtherance of the obligations or duties of such Director including such matters as indemnity agreements and non-disclosure or confidentiality agreements. For greater clarity, this does not preclude engaging a Director on a *pro bono* counsel basis.

#### **5.20 Investment of Property and Standard of Care**

If the Board is required to invest funds on behalf of the Society, the Board may invest the property of the Society in any form of property or security in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Society.

#### **5.21 Investment in Mutual or Pooled Funds**

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

#### **5.22 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.

#### **5.23 Delegation of Investment Authority to Agent**

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

### **6. PROCEEDINGS OF THE BOARD**

#### **6.1 Procedure of Meetings**

Meetings of the Board may be held at any time and place determined by the Board, provided that two (2) days' notice of such meeting will be sent to each Director. However, no formal

notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the secretary of the Society.

## 6.2 Quorum

The Board may from time to time fix the quorum necessary to transact business and, unless so fixed, the quorum will be one-third (1/3) of the Directors.

## 6.3 Chair of Meetings

The President will, subject to a Board Resolution appointing another Person, preside at all meetings of the Board; but if at any Board meeting the President or such alternate Person appointed by a Board Resolution is not present within 15 minutes after the time appointed for the meeting, or requests that he or she not chair that meeting, the Directors present may choose one of their number to chair that meeting.

## 6.4 Alternate Chair

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

## 6.5 Calling of Meetings

The President may at any time call a meeting of the Board.

The secretary will, at the request of any two (2) Directors, call a meeting of the Board.

## 6.6 Notice

For the purposes of the first meeting of the Board held following the appointment or election of a Director or Directors at an annual or other general meeting, or for the purposes of a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be properly constituted.

## 6.7 Passing Resolutions

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

## 6.8 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.

## **7. COMMITTEES**

### **7.1 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.

### **7.2 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.

### **7.3 Terms of Reference and Rules**

In the event the Board decides to create a committee, it must establish Terms of Reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the Terms of Reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

### **7.4 Executive Committee**

The Society will have an executive committee comprised of the officers and up to five (5) additional Directors who will be elected at the first meeting of the Board following the annual general meeting. Subject to these Bylaws, the Executive Committee will have all the powers of the Board between meetings of the Board except the power to make or changes terms of reference or policies. The Executive Committee may take action on behalf of the Board in any extraordinary or emergency matter that cannot await a regular meeting of the Board and in other matters that have been delegated to it. A full report of all Executive Committee decisions must be presented in a timely way, and approval of the Board is necessary for the continuation of any action undertaken.

### **7.5 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.



## **8. DUTIES OF OFFICERS**

### **8.1 Officers**

The officers of the Society are the President, vice-president, secretary and treasurer, together with such other officers, if any, as the Board, in its discretion, may create.

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.

### **8.2 Election of Officers**

At the first meeting of the Board following an annual general meeting, the Board will elect the officers. All officers must be Directors. Officers will hold office until the first meeting of the Board held after the next following annual general meeting.

### **8.3 Removal of Officers**

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

### **8.4 Replacement**

Should the President 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.

### **8.5 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.

### **8.6 Duties of Vice-President**

The vice-president will undertake the duties of the President in the President's absence.

### **8.7 Duties of Secretary**

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

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

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

#### **8.9 Absence of Secretary at Meeting**

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

#### **8.10 Combination of Offices of Secretary and Treasurer**

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

### **9. EXECUTION OF INSTRUMENTS**

#### **9.1 No Seal**

The Society will not have a seal.

#### **9.2 Execution of Instruments**

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

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

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

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

### **10. BORROWING**

#### **10.1 Powers of Directors**

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

## 10.2 Issuance of Debentures

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

## 10.3 Restrictions on Borrowing Powers

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

## 11. AUDITOR

### 11.1 Requirement

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

### 11.2 Appointment of Auditor at Annual General Meeting

If the Society wishes to appoint an auditor that 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.

### 11.3 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.

### 11.4 Removal of Auditor

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

### 11.5 Notice of Appointment

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

### 11.6 Restrictions on Appointment

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

### 11.7 Attendance at Annual General Meetings

The auditor may attend general meetings.

## 12. NOTICES

### 12.1 Entitlement to Notice

Notices of a general meeting will be given to:

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

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

## **12.2 Method of Giving Notice**

A notice may be given to a Member or a Director either personally, by delivery, 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.

## **12.3 When Notice Deemed to have been Received**

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

Any notice delivered 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.

## **12.4 Days to be Counted in Notice**

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

# **13. MISCELLANEOUS**

## **13.1 Inspection of Records**

The documents, including the books of account, of the Society and the minutes of general meetings and meetings of the Board will be open to the inspection of the Directors on request.

The minutes of any general meeting and any resolutions of the members in writing will be open to the inspection of Members in good standing upon reasonable notice in writing delivered to the Address of the Society but the Members will not be entitled or have the right to inspect any other document of the Society.

## **13.2 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 telephone, video conference call or similar communication equipment that allows all the Members, Directors, or Persons participating in the meeting to hear and respond to one another contemporaneously.

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 and, notwithstanding the foregoing Bylaws, will be entitled to vote by a voice vote recorded by the secretary of such meeting. This method of voting may from time to time be used for passing resolutions.

### **13.3 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.

### **13.4 Not a Reporting Society**

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

## **14. INDEMNIFICATION**

### **14.1 Indemnification of Directors and Officers**

Subject to the provisions of the *Society Act*, each Director and each officer of the Society will be indemnified by the Society against all costs, charges and expenses reasonably incurred in connection with any claim, action, suit or proceeding to which that Person may be made a party by reason of being or having been a Director or officer of the Society, except in relation to matters as to which he or she will be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duty as an officer or director. "Derelict" will mean grossly negligent, criminally negligent or intentionally engaged in tortious conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Society.

### **14.2 Indemnification of Past Directors and Officers**

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

### **14.3 Advancement of Expenses**

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

#### **14.4 Approval of Court and Term of Indemnification**

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

#### **14.5 Indemnification not Invalidated by Non-Compliance**

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

#### **14.6 Purchase of Insurance**

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

### **15. BYLAWS**

#### **15.1 Entitlement of Members to copy of Constitution and Bylaws**

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

#### **15.2 Special Resolution required to Alter or Add to Bylaws**

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