



THE BRITISH COLUMBIA CIVIL LIBERTIES ASSOCIATION

Incorporated in British Columbia under the *Society Act* in February 1963
Transitioned to the new British Columbia *Societies Act* in June 2017

CONSTITUTION

- (1) The name of the Society is the British Columbia Civil Liberties Association.
- (2) The object of the Society is to promote, defend, sustain, and extend civil liberties and human rights. We recognize that such rights are fundamental and inalienable for the well-being of human society. Among these liberties and rights are those which have been embodied in such documents as the *Canadian Charter of Rights and Freedoms*, the *Declaration of the Rights of Man and the Citizen*, the *American Declaration of Independence*, the British, American and Canadian *Bills of Rights*, and the *Universal Declaration of Human Rights*.

**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) **“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) **“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;
- (i) **“Executive Director”** means the executive director of the Society, by whatever title they are known, as appointed by the Board from time to time;
- (j) **“General Meeting”** means a meeting of the Members, and includes an annual general meeting and any special or extraordinary general meetings of the Society;
- (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) **“mutatis mutandis”** means with the necessary changes having been made to ensure that the language makes sense in the context;
- (n) **“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;

- (o) **“Person”** means a natural person;
- (p) **“President”** means the Person elected to the office of president of the Society in accordance with these Bylaws;
- (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 of the Society in accordance with these Bylaws;
- (t) **“Society”** means “The British Columbia Civil Liberties Association”;
- (u) **“Special Resolution”** means:
 - (1) except as otherwise required by the Act, 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;
- (v) **“Treasurer”** means a Person elected to the office of treasurer of the Society in accordance with these Bylaws; and
- (w) **“Vice-President”** means a Person elected to the office of vice-president 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 **Operations of the Society**

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

1.4 **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 who are Members in good standing on the date these Bylaws come into force; and
- (b) those Persons whose application for admission as a Member is accepted in accordance with these Bylaws.

2.2 **Eligibility for Membership**

A Person may be eligible to be accepted as a Member if they:

- (a) are sixteen (16) years of age or older; and
- (b) are interested in advancing the purposes and supporting the activities of the Society.

Notwithstanding the foregoing, a Person is not eligible to be accepted or to continue as a Member if they are an employee of the Society.

2.3 **Transition of Membership**

On the date these Bylaws come into force:

- (a) each Person who is a member of the Society in good standing will continue as a Member until they otherwise cease to be a Member in accordance with these Bylaws; and
- (b) each Person who is a member of the Society not in good standing will be deemed to have resigned from membership effective that date.

2.4 **Executive Director as Membership Coordinator**

The Board may delegate the review and acceptance of new applications and re-applications for membership to the Executive Director. If the Executive Director is not

delegated such duties by the Board then the responsibilities of the Executive Director set out under Part 2 of these Bylaws remain with the Board.

2.5 Application for Membership

An eligible Person 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, at the Address of the Society; and
- (b) submitting such information or documentation as the membership coordinator may require to confirm eligibility for membership.

2.6 Reviewing and Acceptance of Application

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

The Executive Director may, by entering the Person's information into the register of members, accept that Person as a Member as determined in accordance with these Bylaws.

Notwithstanding the above, the Board or its delegate, the Executive Director, must postpone consideration of all applications for membership submitted to the Address of the Society during the period commencing forty-five (45) days before an annual general meeting of the Society and ending the day after the annual general meeting. All such applications will be considered in accordance with these Bylaws following the annual general meeting.

2.7 Reporting and Ratification of Membership

The Executive Director 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 membership of an applicant. For greater certainty, the Board may overrule the Executive Director's acceptance of a new Member, in which case, such Person's membership is *void ab initio*, their name will be struck from the register of members and any dues or fees paid will be refunded to them.

2.8 Referral of Application to Board

The Executive Director 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.

2.9 Membership not Transferable

Membership is not transferable.

2.10 Cessation of Membership

A Person will immediately cease to be a Member:

- (a) upon the date which is the later of:
 - (1) the date of delivering their 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 date which is thirty (30) days after the date upon which such Member ceased to be in good standing;
- (c) upon their expulsion; or
- (d) upon their death.

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:

- (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; and
- (c) to exercise a vote on matters for determination at General Meetings.

3.2 Member not in Good Standing

A Member who is not in good standing has the right to receive notice of, and to attend, all General Meetings but is suspended from all of the other rights and privileges described in section 3.1 for so long as they remain 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.

3.4 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 ninety (90) days from the date upon which such dues are due and owing. 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 and the governance and operating policies of the Society in effect from time to time; and
- (b) further and not hinder the purposes, aims and objects of the Society.

3.6 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 with an opportunity to respond to the statement of reasons at or before the time the Special Resolution for expulsion is considered by the Members.

3.7 No Distribution of Income to Members

The activities of the Society will be carried on without purpose of gain for its Members and any income, profits or other accretions to the Society will be used in promoting the purposes of the Society.

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 15.1.

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 approval of the minutes of the previous annual general meeting and any extraordinary general meetings held since the previous annual general meeting;
- (c) consideration of the financial statements and the report of the auditor thereon, if any;
- (d) the election of Directors; and
- (e) 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 either the President or the Board.

5.2 **Electronic Participation in General Meetings**

The Board may decide, in its discretion, to hold any General Meeting in whole or in part by Electronic Means.

When a General Meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

Persons participating by Electronic Means are deemed to be present at the General Meeting.

5.3 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.

5.4 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 General Meeting.

5.5 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.

5.6 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.

5.7 Chair

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

If at any General Meeting the President, Vice-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.

5.8 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, they 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, that alternate may preside as chairperson.

5.9 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.

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

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

6.3 Voting Other than at General Meeting

The Board may, in its sole discretion, conduct a vote of the Members other than at a General Meeting, whether by mail-in ballot or Electronic Means, provided in each case that the Society provides each Member in good standing with notice of:

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

6.4 Voting Methods

Voting by Members may occur by any one or more of the following methods, in the discretion of the Board:

- (a) by show of hands or voting cards;
- (b) by written ballot; or
- (c) by vote conducted by Electronic Means.

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

6.5 Voting by Proxy

Voting by proxy is not permitted.

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 Duties of Directors

In addition to the duties imposed by Board Resolution, every Director will, in accordance with the Act:

- (a) subscribe to and support the purposes of the Society;
- (b) act honestly and in good faith with a view to the best interests of the Society;
- (c) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances; and
- (d) act in accordance with the Act and the regulations thereunder.

7.3 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 they:

- (a) are less than eighteen (18) years of age;
- (b) have been found by any court, in Canada or elsewhere, to be currently incapable of managing their own affairs;
- (c) are an undischarged bankrupt; or
- (d) have 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) as a Director if they are not a Member in good standing for at least six (6) months.

7.4 Composition of Board

The Board will be composed of a minimum of fifteen (15) and a maximum of twenty-four (24) Directors, such number to be determined by Board Resolution from time to time, each of whom will be elected or appointed in accordance with these Bylaws.

7.5 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.

7.6 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.

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.

7.7 Term of Directors

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 their term of office will be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting.

7.8 Consecutive Terms and Term Limits

Subject to section 7.9:

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

7.9 Transition of Directors' Terms

Each Person who is a Director on the date these Bylaws become effective will continue as a Director for the remainder of their current term, provided that:

- (a) if they:
 - (1) are serving in their first term as a Director; or
 - (2) were a Director immediately prior to the General Meeting held on May 11, 2017 and were re-elected at that General Meeting,then they may be elected for up to two (2) additional consecutive terms;
- and
- (b) if they were a Director immediately prior to the General Meeting held on May 3, 2016 and were re-elected at that General Meeting, then they may be elected for one (1) additional consecutive term

After the completion of such Director's additional consecutive term(s), they may not be re-elected for at least one (1) year following the expiry of their latest term.

7.10 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.

7.11 Election by Secret Ballot

In elections where there are more candidates than vacant positions for Directors, elections 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.

7.12 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.

7.13 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 their term expires, provided that if insufficient successors are 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, and the term of such Director or Directors is deemed to be extended, until such time as successor Directors are elected.

7.14 Appointment to fill Vacancy

If a Director ceases to hold office before the expiry of their term, the Board, by Board Resolution, may appoint a Member qualified in accordance with section 7.3 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 they otherwise cease to be a Director in accordance with these Bylaws. The appointed replacement Director may run for the vacant position.

The period during which a Person serves as an appointed replacement Director does not count toward the term limits set out above.

7.15 Removal of Director

The Members may remove a Director before the expiration of such Director's term of office by Special Resolution passed by at least two-thirds (2/3) of the votes cast by those Members entitled to vote and may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term.

7.16 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 their 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 their term;
- (c) upon the date such Person is no longer qualified pursuant to section 7.3;
- (d) upon their removal; or
- (e) upon their death.

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 a 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, , 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.

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 them while engaged in the affairs of the Society.

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.

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.

9.2 **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.

9.3 **Notice of Board 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 was decided or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary.

9.4 **Participation by Electronic Means**

The President or the Board may decide to hold any meeting or meetings of the Board in whole or in part by Electronic Means.

9.5 **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.

9.6 **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 their interest in the contract, transaction or matter;
- (c) is not entitled to vote on the contract, transaction or matter;
- (d) will absent themselves 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.

9.7 Chair of Meetings

The President (or, in the absence or inability of the President, the Vice-President) will preside as chairperson at all meetings of the Board.

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

9.8 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, they 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, that alternate may preside as chairperson.

9.9 When Notice Not Necessary

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.

9.10 Passing Resolutions

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

9.11 Resolution in Writing

A Board Resolution may be in two or more counterparts (identical copies) 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. COMMITTEES

10.1 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 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.

10.2 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.

10.3 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.

10.4 Executive Committee

The Society will have an executive committee, composed 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 of the Society. 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 change 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.

10.5 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.

11. OFFICERS

11.1 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.

11.2 Election of Officers

At each meeting of the Board immediately following an annual general meeting, the Board will elect the officers. All officers must be Directors eighteen (18) years of age or older.

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

11.6 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.

11.7 Duties of Vice-President

The Vice-President will assist the President in the performance of the President's duties and will, in the absence or inability of the President, perform those duties. The Vice-President will also perform such additional duties as may be assigned by the Board.

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 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 General Meeting or meeting of 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. EXECUTION OF INSTRUMENTS

12.1 Seal

The Society will not have a corporate seal.

12.2 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.

13. BORROWING

13.1 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.

13.2 Restrictions on Borrowing Powers

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

14. AUDITOR

14.1 Accounting Records

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

14.2 When Audit Required

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

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

in which case the Society will appoint an auditor qualified in accordance with Part 9 of the Act and these Bylaws.

14.3 Appointment of Auditor at Annual General Meeting

If the Society determines to conduct an audit, an auditor will be appointed at an annual general meeting to hold office until such auditor is reappointed at a subsequent annual general meeting or a successor is appointed in accordance with the procedures set out in the Act or until the Society no longer wishes to appoint an auditor.

14.4 Vacancy in Auditor

Except as provided in section 14.5, 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.

14.5 Removal of Auditor

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

14.6 Notice of Appointment

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

14.7 Auditor's Report

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

14.8 Participation in General Meetings

The auditor, if any, is entitled in respect of a General Meeting to:

- (a) receive every notice relating to a meeting to which a Member is entitled;
- (b) attend the meeting; and

- (c) to 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.

15. NOTICE GENERALLY

15.1 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.

15.2 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.

15.3 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.

16. MISCELLANEOUS

16.1 Dissolution

Upon the dissolution or winding up of the Association, any assets remaining after payment of the liabilities of the Association shall be distributed to such Canadian charitable organizations or organization as the Board of Directors shall designate. *This provision was previously unalterable.*

16.2 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 at the Address of the Society during the Society's normal business hours any document or record of the Society as provided by law except those documents and records described under section 20(2) of the Act.

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.

16.3 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.

17. INDEMNIFICATION

17.1 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 their 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.

17.2 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.

18. BYLAWS

18.1 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 them with, access to a copy of the Constitution and these Bylaws.

18.2 Special Resolution required to Alter Bylaws

These Bylaws will not be altered except by Special Resolution.

18.3 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.