


CAROL PREST

**BYLAWS
OF
STROKE RECOVERY ASSOCIATION OF BRITISH COLUMBIA
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BYLAWS OF

STROKE RECOVERY ASSOCIATION OF BRITISH COLUMBIA

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) **“Branch”** means an Organization in British Columbia that is a local stroke club or branch affiliated with the Society in accordance with these Bylaws;
- (e) **“Bylaws”** means the bylaws of the Society as filed in the Office of the Registrar;
- (f) **“Chair”** means a Person elected to the office of Chair in accordance with these Bylaws;
- (g) **“Constitution”** means the constitution of the Society as filed in the Office of the Registrar;
- (h) **“Directors”** means those persons who have become directors in accordance with these Bylaws and have not ceased to be directors;
- (i) **“Electronic Means”** means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:
 - (i) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and

- (ii) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
- (j) **“Eligible Party”** means:
 - (i) a Person who is or was a Director or officer of the Society, as determined in accordance with these Bylaws; or
 - (ii) such other Person described in the *Societies Act* that is or was 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;
- (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 which are, or subsequently become, members of the Society in accordance with these Bylaws and 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:
 - (i) a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote:
 - (A) in person at a duly constituted general meeting, 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 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) **“Organization”** means an association, corporation or society;
- (p) **“Person”** means a natural person;

- (q) **“Proxy Holder”** means a Member designated in accordance with these Bylaws to attend a general meeting and to exercise voting rights on behalf of another Member;
- (r) **“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;
- (s) **“Registrar”** means the Registrar of Companies of the Province of British Columbia;
- (t) **“Society”** means “Stroke Recovery Association of British Columbia” or such subsequent name as it may adopt by Special Resolution”;
- (u) **“Societies Act”** means the *Societies Act*, S.B.C. 2015, c. 18, as amended from time to time, and includes any successor legislation thereto; and
- (v) **“Special Resolution”** means:
 - (i) a resolution, of which the notice required by the *Societies Act* and these Bylaws has been provided, passed by at least two-thirds (2/3) of the votes cast in respect of the resolution by those Members entitled to vote:
 - (A) in person at a duly constituted general meeting, 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,

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.

1.2 Societies Act Definitions

Except as otherwise provided, the definitions in the *Societies 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. BRANCH AFFILIATION

2.1 Eligibility and Application for Branch Status

An Organization is eligible and may apply to the Society in writing to become a Branch affiliated with the Society if it:

- (a) is located in British Columbia;

- (b) provides services, programs or activities for the benefit of Persons recovering from strokes and the families of such Persons;
- (c) is interested in advancing the purposes and supporting the activities of the Society; and
- (d) agrees to uphold the Constitution and these Bylaws and abide by the policies and procedures established by the Board.

An application for Branch affiliation must include payment of applicable Branch fees, if any are set.

The Board may, by Board Resolution, accept, postpone or refuse an application for affiliation as a Branch.

2.2 Branch Fees

The Board may from time to time, by Board Resolution, set annual fees payable by Branches and in the absence of such determination by the Board, fees are deemed to be nil.

2.3 Branch Duties

Each Branch will, at all times:

- (a) uphold the Constitution and these Bylaws;
- (b) support, and not hinder, the purposes, aims and programs of the Society;
- (c) abide by all policies and procedures established by the Board; and
- (d) comply with all instructions and requests from the Association with regard to programs offered by the Branch.

2.4 Branch Representative

Each Branch may, in accordance with section 3.9, appoint a Person to be a Representative Member and to act as a liaison between the Society and the Branch in accordance with all applicable policies and procedures which the Board may adopt from time to time.

2.5 Surrender of Branch Status

A Branch may surrender its affiliated Branch status by notice in writing submitted to the Board not less than 30 days before such surrender of Branch status is to be effective.

Prior to the date on which the surrender of its Branch status is effective, a Branch will return to the Association all property, including, but not limited to funds and documents, which the Association owns or to which the Association is beneficially entitled.

2.6 Removal of Branch

The Board may, by Board Resolution, remove a Branch from affiliation with the Society.

Within 30 days of receiving notice of removal, a Branch will return to the Association all property, including, but not limited to funds and documents, which the Association owns or to which the Association is beneficially entitled.

3. MEMBERSHIP

3.1 Admission to Membership

Subject to the transitional provisions of section 3.2, Membership in the Society will be restricted to those Persons whose application for admission as a Member has been accepted by the Board.

3.2 Transitional Membership

Each Person who is a member in good standing of the Society on the date these Bylaws come into force will continue as a Member until the earlier of:

- (a) the next annual general meeting of the Society; or
- (b) the date such Person otherwise ceases as a Member.

3.3 Classes of Membership

There will be two (2) classes of voting membership, being:

- (a) General Members; and
- (b) Representative Members.

3.4 Membership not Transferable

Membership in the Society is not transferable.

3.5 Eligibility for General Membership

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

- (a) is 19 years of age or older;
- (b) is ordinarily resident in British Columbia;
- (c) is interested in advancing the purposes and supporting the activities of the Society; and
- (d) agrees to uphold the Constitution and these Bylaws and abide by the policies and procedures established by the Board.

3.6 Application for General Membership

A Person may apply to the Society in writing to become a General Member and on acceptance by the Board, or such committee or office designated by the Board, will be a General Member.

An application for membership must include payment of applicable membership dues, if any are set.

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

3.7 Term of General Membership

Once accepted by the Board, a Person continues as a General Member until the conclusion of the next annual general meeting, unless renewed in accordance with section 3.8.

3.8 Renewal and Reapplication of General Membership

A General 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 Bylaw 3.6.

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

Reapplications for membership are subject to acceptance by the Board.

3.9 Appointment of Representative Members by Branches

A Branch may, from time to time, appoint in writing delivered to the Address of the Society, a Person from within the Branch to be a Representative Member, provided that the Board may refuse the appointment of a Representative Member if, in the Board's discretion, the Person appointed is unsuitable for membership.

If the Board refuses an appointment for a Representative Member from a Branch, it must do so in writing and request the Branch to appoint another Person as a Representative Member.

3.10 Term of Appointed Member and Revocation of Appointment

A Person appointed as a Representative Member by a Branch and accepted by the Board is deemed to continue as a Representative Member until revoked by the Branch.

A Branch may revoke its appointment of its Representative Member by providing notice of revocation in writing to the Address of the Society and such Person ceases as a Representative Member on the date the notice is received.

3.11 Dues

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

3.12 Rights of Membership

A Member in good standing, whether a General Member or a Representative Member, has the following rights 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;
- (c) to serve on committees of the Society, as invited;
- (d) to exercise a vote on matters for determination at general meetings;
- (e) to nominate for election as a Director, in accordance with these Bylaws;
- (f) to be eligible to be nominated to stand for election as a Director or officer of the Society; and
- (g) to participate in the programs and initiatives of the Society, in accordance with such criteria as may be determined by the Board from time to time.

3.13 Member not in Good Standing

A Member who is not in good standing has the right to receive notice of, and to attend, all General Meetings, and the right to participate in programs or initiatives of the Society (subject to eligibility as determined by the Board) but is suspended from all of the other rights set out in section 3.12 for so long as he or she remains not in good standing.

3.14 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, when due and owing and such Member is not in good standing so long as such dues remain unpaid.

3.15 Compliance with Constitution, Bylaws and Policies

Every Member will, at all times:

- (a) uphold the Constitution and these Bylaws;
- (b) support, and not hinder, the purposes, aims and programs of the Society; and
- (c) abide by all policies and procedures established by the Board.

3.16 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.

3.17 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) in the case of a General Member only, upon the expiry of his or her term;
- (c) in the case of a Representative Member only, upon the surrender of that Branch's affiliated status;
- (d) upon ceasing to be eligible in accordance with these Bylaws;
- (e) upon the date which is 90 days from the date on which such Member ceased to be in good standing; or
- (f) upon his or her expulsion; or
- (g) upon his or her death.

3.18 No Distribution of Income to Members

The Association shall be carried on without purpose or gain for its members, and any profits or other accretions to the Association shall be used to promote its objects. ***This provision was previously unalterable.***

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 *Societies Act*, as the Board decides.

4.2 Extraordinary General Meeting

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

4.3 Calling of Extraordinary General Meeting

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

4.4 Notice of General Meetings

The Society will send, by one or more of the means specified in section 13.2, notice of every general meeting to:

- (a) each Member shown on the register of Members on the date the notice is sent; and
- (b) the auditor of the Society, if any is appointed,

not less than fourteen (14) days and not more than sixty (60) days prior to the date of the general meeting.

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

4.5 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 determined to hold a general meeting to include participation by Electronic Means, the notice of that meeting must inform Members that they may participate by Electronic Means and provide instructions on how this may be done.

4.6 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.

4.7 Annual General Meetings

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

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 report of the Directors;
- (d) consideration of the financial statements and the report of the auditor thereon, if any;
- (e) the consideration of any Members' proposals submitted in accordance with the *Societies Act*;
- (f) the election of Directors, as necessary; and
- (g) such other business, if any, required by the *Societies Act* or at law to be considered at an annual general meeting.

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

5.2 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.

5.3 Quorum

A quorum at a general meeting is the greater of twenty (20) Members in good standing or ten percent (10%) of the total Members in good standing, present in person or represented by proxy.

5.4 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.

5.5 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.

5.6 Chair

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

5.7 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.

5.8 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.

5.9 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.

5.10 Ordinary Resolution Sufficient

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

5.11 Entitlement to Vote

Each Member in good standing is entitled to one (1) vote. No Person who is not a Member in good standing is entitled to a vote at a general meeting.

5.12 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

5.13 Voting by Proxy

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

- (a) a Member may, by form of proxy, appoint another Member to be his or her Proxy Holder and to attend and act at a general meeting of the Society on his or her behalf;
- (b) a form of proxy appointing a Proxy Holder must:
 - (iii) be in a form approved by the Board; and
 - (iv) be signed and dated by the Member;
 or it is void and of no effect;
- (c) a form of proxy must state the specific meeting at which the Proxy Holder is authorized to act on behalf of the Member, provided that if a form of proxy does not state the general meeting at which it is to have effect, the authority of the Proxy Holder is deemed to be for the next general meeting held on or after the date indicated on the form of proxy; and
- (d) a Person may not be Proxy Holder for more than five (5) other Members at any given general meeting. In the event that a situation arises where a Person is appointed as Proxy Holder for more than five (5) Members, only five (5) proxy

votes will be granted to the Proxy Holder and any forms of proxy held by that Member in excess of five are deemed to be void and of no effect.

5.14 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.

6. DIRECTORS

6.1 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.

6.2 Management of Property and Affairs

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

6.3 Directors Subscribe to and Support Purposes

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

6.4 Composition of Board

The Board will be composed of a minimum of five (5) and a maximum of eleven (11) Directors.

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

Pursuant to the *Societies Act*, a Person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if he or she:

- (a) is less than eighteen (18) years of age;
- (b) has been found by any court, in Canada or elsewhere, to be incapable of managing his or her own affairs;
- (c) is an undischarged bankrupt; or

- (d) has been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, all in accordance with the *Societies Act*.

In addition to the foregoing, a Person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if he or she is not a Member in good standing.

6.7 Nomination of Candidates for Election

Members may nominate candidates for election as a Director in accordance with such policies and procedures as the Board may establish.

6.8 Election of Directors

Directors will be elected by the Members by vote conducted at a general meeting, or by ballot conducted prior to a general meeting, as determined by the Board, and will take office commencing at the close of such meeting.

Elections will be conducted in accordance with such policies and procedures as the Board may establish.

6.9 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.

6.10 Consecutive Terms and Term Limits

Directors may be elected for up to three (3) consecutive terms. 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.

6.11 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.

6.12 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 duly nominated candidate appearing individually on the ballot. Candidates will be deemed to be elected in order of those candidates receiving the most votes.

6.13 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.

6.14 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.

6.15 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.

6.16 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.

6.17 Ceasing to be a Director

A Person will immediately and automatically cease to be a Director:

- (a) upon the date which is the later of:
 - (i) the date of delivering his or her resignation in writing to the Chair or to the Address of the Society; and
 - (ii) the effective date of the resignation stated therein;
- (b) upon the expiry of his or her term, unless re-elected;
- (c) upon the date such Person is no longer qualified pursuant to section 6.6;
- (d) upon his or her removal; or
- (e) upon his or her death.

6.18 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.

6.19 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.

6.20 Duties of Directors

Pursuant to the *Societies Act*, every Director will:

- (a) act honestly and in good faith with a view to the best interests of the Society;
- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- (c) act in accordance with *Societies Act* and the regulations thereunder; and
- (d) subject to sections 6.20(a) to 6.20(c), act in accordance with these Bylaws.

Without limiting sections 6.20(a) to 6.20(d), a Director, when exercising the powers and performing the functions of a Director, must act with a view to the purposes of the Society.

6.21 Policies and Procedures

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

6.22 Investment of Property and Standard of Care

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

6.23 Investment in Mutual or Pooled Funds

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

6.24 Investment Advice

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

6.25 Delegation of Investment Authority to Agent

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

7. PROCEEDINGS OF THE BOARD

7.1 Calling of Meetings

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

7.2 Notice

At least two (2) days' notice of every meeting of the Board 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 Section.

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

7.3 Attendance at Board Meetings

Every Director is entitled to attend each meeting of the Board. No other Person is entitled to attend meetings of the Board, but the Board may invite any Person or Persons to attend one or more meetings of the Board as non-voting advisors or observers.

7.4 Quorum

The Board may from time to time fix the quorum necessary to transact business and, unless so fixed, the quorum will be a majority of the Directors. A Director who has, or may have, an interest in a proposed contract or transaction with the Society will, if present, be counted in the quorum at a meeting of the Board at which the proposed contract or transaction is considered, but will absent themselves from the meeting or any portion thereof at which the proposed contract or transaction is discussed

7.5 Chair of Meetings

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

7.6 Alternate Chair

If the Person presiding as chair of a meeting of the Board wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof,

and upon such designated alternate receiving the consent of a majority of the Directors present at such meeting, he or she may preside as chair.

7.7 Passing Resolutions

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

7.8 Procedure for Voting

Subject to section 7.9, each Director is entitled to one (1) vote on every issue to be at a meeting of the Board. No other Person is entitled to a vote at a meeting of the Board.

Voting will be by show of hands or voice vote recorded by the secretary of the meeting except that, at the request of any one Director, a secret vote by written ballot will be required.

7.9 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 *Societies Act* or these Bylaws.

7.10 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.

8. COMMITTEES

8.1 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.

8.2 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.

8.3 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.

8.4 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.

9. DUTIES OF OFFICERS

9.1 Officers

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

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.

9.2 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. Officers will hold office until the first meeting of the Board held after the next following annual general meeting.

9.3 Removal of Officers

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

9.4 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.

9.5 Duties of Chair

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

9.6 Duties of Secretary

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

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

9.7 Duties of Treasurer

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

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

9.8 Absence of Secretary at Meeting

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

9.9 Combination of Offices of Secretary and Treasurer

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

10. EXECUTION OF INSTRUMENTS

10.1 No Seal

The Society may have a corporate seal but will not use the seal for the purpose of executing documents.

10.2 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 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.

11. BORROWING

11.1 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.

11.2 Restrictions on Borrowing Powers

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

12. AUDITOR

12.1 No 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 *Societies Act*.

12.2 Appointment of Auditor at Annual General Meeting

If the Society wishes to appoint an auditor at or after its first annual general meeting, 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 *Societies Act* or until the Society no longer wishes to appoint an auditor.

12.3 Removal of Auditor

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

12.4 Notice of Appointment

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

12.5 Restrictions on Appointment

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

12.6 Attendance at Annual General Meetings

The auditor may attend general meetings.

13. NOTICES

13.1 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.

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

13.2 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.

13.3 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.

13.4 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.

14. MISCELLANEOUS

14.1 Dissolution

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

14.2 Societies Act Transitional Requirement

Paragraphs 3 and 4 hereof are hereby declared to be unalterable in accordance with Section 22 of the Society Act.

14.3 Inspection of Records

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

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

- (a) the Constitution and these Bylaws, and any amendments thereto;
- (b) the statement of directors and registered office of the Society;
- (c) minutes of any general meeting, including the text of each resolution passed at the meeting;
- (d) resolutions of the Members in writing, if any;

- (e) annual financial statements relating to a past fiscal year that have been received by the Members in a general meeting;
- (f) the register of Directors;
- (g) the register of Members;
- (h) the Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;
- (i) copies of orders made by a court, tribunal or government body in respect of the Society;
- (j) the written consents of Directors to act as such; and
- (k) the disclosure of a Director or of a senior manager regarding a conflict of interest.

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

Copies of documents to 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 by the *Societies Act*.

14.4 Participation by Electronic Means

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

Where a 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 meeting.

14.5 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.

15. INDEMNIFICATION

15.1 Indemnification of an Eligible Party

Subject to section 15.4 and the provisions of the *Societies 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.

15.2 Indemnification of an Eligible Party in a Subsidiary

Notwithstanding section 15.1, 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.

15.3 Advancement of Expenses

To the extent permitted by the *Societies Act* and subject to section 15.4, 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.

15.4 Indemnification Prohibited

Notwithstanding sections 15.1 and 15.2, 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.

15.5 Indemnification not Invalidated by Non-Compliance

The failure of an Eligible Party of the Society to comply with the provisions of the *Societies Act*, or of the Constitution or these Bylaws, will not invalidate any indemnity to which he or she is entitled under this Part 15.

15.6 Approval of Court

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

15.7 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.

15.8 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.

16. BYLAWS

16.1 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.

16.2 Special Resolution required to Alter or Add to Bylaws

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

16.3 Effective Date of Alteration

Any alteration to the Bylaws or Constitution will take effect on the date the alteration application is filed with the Registrar in accordance with the *Societies Act*.

THESE BYLAWS ADOPTED BY SPECIAL RESOLUTION DATED: October 15, 2016.