

**BC ALLIANCE FOR ARTS + CULTURE  
SPECIAL RESOLUTION FOR AGM ON JUNE 14<sup>TH</sup>, 2018**

**First special resolution:**

BE IT RESOLVED as a special resolution that the Constitution of the Society be amended by deleting all of the following:

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

4. In the event of the winding-up or dissolution of the Society, all the funds and assets of the Society remaining after the payment or satisfaction of all costs, charges, expenses, debts and liabilities of the Society, including the remuneration (if any) of a liquidator, and after payment to employees of the Society of any arrears in salaries or wages, and after payment of any debts of the Society, shall be given, transferred and distributed to such organizations that are registered charities pursuant to the provisions of the *Income Tax Act*, (Canada) that shall be designated by the members of the Society at the time of the winding-up or dissolution of the Society and if effect cannot be given to the aforesaid provisions, such funds shall be given, transferred and distributed to such organizations that are determined by the members of the Society to be registered charities pursuant to the provisions of the *Income Tax Act*, (Canada) which have purposes similar to those of the Society.

5. No director or officer shall be remunerated for being or acting as a director or officer, but a director or officer may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society.

6. Paragraphs 3, 4, 5, and 6 of the Constitution are unalterable in accordance with Section 22 of the *Societies Act*.

**Second special resolution:**

BE IT RESOLVED as a special resolution that the existing bylaws of the Society be deleted and that the form of bylaws attached hereto as Schedule "A" be adopted as the bylaws in substitution for, and to the exclusion of, the existing Bylaws of the Society.

**Third special resolution:**

BE IT RESOLVED as a special resolution that the Bylaws of the Society be amended by deleting all items which were previously unalterable and which are now alterable. The following items are to be deleted:

Bylaw 3.6.

**3.6. No Distribution of Income**

No part of the income of the Society shall be payable to or be otherwise available for the personal benefit of any member, director or officer.

Bylaw 8.3.

8.3. Remuneration of Directors and Officers and Reimbursement of Expenses

No director or officer shall be remunerated for being or acting as director or officer, but a director or officer may be reimbursed for all expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the Society.

Bylaw 16.1.

**16.1. Dissolution**

In the event of the winding-up or dissolution of the Society, all the funds and assets of the Society remaining after the payment or satisfaction of all costs, charges, expenses, debts and liabilities of the Society, including the remuneration (if any) of a liquidator, and after payment to employees of the Society of any arrears in salaries or wages, and after payment of any debts of the Society, shall be given, transferred and distributed to such organizations that are registered charities pursuant to the provisions of the Income Tax Act, (Canada) that shall be designated by the members of the Society at the time of the winding-up or dissolution of the Society and if effect cannot be given to the aforesaid provisions, such funds shall be given, transferred and distributed to such organizations that are determined by the members of the Society to be registered charities pursuant to the provisions of the Income Tax Act, (Canada) which have purposes similar to those of the Society.

Bylaw 16.2.

**16.2. Societies Act Transitional Requirement**

No part of the Society's assets shall insure to the benefit of any private individual, and no part of the activities of the Society shall consist of participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. The Society shall not carry on propaganda, or otherwise attempt to influence legislation to an extent which would disqualify it from status as a registered charitable organization under the Income Tax Act. Notwithstanding any other provision in this Constitution, the Society shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its specific and primary purposes.

The objects referred to in paragraph 2 will be limited to the sole purposes and objects of a registered Canadian charitable organization as described in the Income Tax Act, R.S.G. 1952, c.148, as amended by S.C. 1970-71-72, c.63.

(c) No director or officer shall be remunerated for being or acting as a director or officer, but a director or officer may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society.

(d) Paragraphs 3, 4, 5, and 6 of the Constitution are unalterable in accordance with Section 22 of the Societies Act.



**BC SOCIETIES ACT**

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**CONSTITUTION**

Post-Transition Constitution FOR REFERENCE ONLY
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1. The name of the Society is: BRITISH COLUMBIA ALLIANCE FOR ARTS AND CULTURE SOCIETY.
2. The purpose of the Society is: BRITISH COLUMBIA ALLIANCE FOR ARTS AND CULTURE SOCIETY (The Alliance), a non-profit society, represents and serves a diverse membership drawn from British Columbia's cultural sector, including, but not limited to, the literary, media, performing and visual arts. The Alliance is an umbrella organization working to achieve the following aims:
  1. to increase awareness of, and responsiveness to, the value of the arts in our society through public education; and
  2. to promote the arts of British Columbia by representing the interests of the arts community through membership services, co-operative programs, and marketing strategies.

## bYLAWS OF the

## BC ALLIANCE FOR ARTS AND CULTURE SOCIETY

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## Schedule A

### BYLAWS OF the

#### BC ALLIANCE FOR ARTS AND CULTURE SOCIETY

## 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”**
  - (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,*
  - (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) **“Chair” means the Person elected to the office of chair of the Society in accordance with these Bylaws;**
- (g) **“Constitution” means the constitution of the Society as filed with the Registrar;**
- (h) **“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;**
- (i) **“General Meeting” means a meeting of the Members, and includes an annual general meeting and any special or extraordinary general meetings of the Society;**

- (j) **“Income Tax Act” means the Income Tax Act, R.S.C. 1985 (5<sup>th</sup> Supp.), c.1 as amended from time to time;**
- (k) **“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;**
- (l) **“mutatis mutandis” means with the necessary changes having been made to ensure that the language makes sense in the context;**
- (m) **“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;
- (n) **“Person” means a natural person;**
- (o) **“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;**
- (p) **“Registrar” means the Registrar of Companies of the Province of British Columbia;**
- (q) **“Secretary” means a Person elected to the office of secretary of the Society in accordance with these Bylaws;**
- (r) **“Society” means the “BC Alliance for Arts and Culture Society”;**
- (s) **“Special Resolution” means:**
  - (1) **a resolution, of which the notice required by the Act and these Bylaws has been provided, passed by at least two-thirds (2/3) of the votes cast in respect of the resolution by those Members entitled to vote:**
    - (A) *in person at a duly constituted General Meeting,*
    - (B) *by Electronic Means in accordance with these Bylaws, or*
    - (C) *by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or*

- (2) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a General Meeting,

*and a Special Resolution approved by any one or more of these methods is effective as though passed at a General Meeting; and*

- (t) “Treasurer” means a Person elected to the office of treasurer of the Society in accordance with these Bylaws;

## 1.2. Societies Act Definitions

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

## 1.3. Plural and Singular Forms

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

## 2. MEMBERSHIP

### 2.1 Admission to Membership

Membership in the Society is restricted to:

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

### 2.2. Registration of Membership

A person or organization may apply to the directors for membership in the Society and on acceptance by the directors shall be a member. All members in good standing, with the exception of Associate Members, shall be voting members. The Society shall have the following categories of membership:

- (1) Organization Member: Any non-profit arts or arts umbrella association; or any for-profit organization which endorses the mandate of the BC Alliance.
- (2) Individual Member: Any individual, working in the arts/cultural sector and who endorses the mandate of the BC Alliance.

### 2.3. Membership not Transferable

Membership is not transferable.

### 2.4. Term of Membership

Once accepted as a Member, a Member continues as a Member for a term of one (1) year, which term will expire at the conclusion of the annual general meeting that occurs at the end of the year (or portion thereof) of the Member’s term, unless he or she otherwise ceases to be a Member in accordance with these Bylaws.

Notwithstanding the foregoing, the Directors may by resolution determine that some or all memberships will have a term of less than one year, the length of such term to be determined by the Directors in their discretion

## **2.5. Renewal and Re-application of Membership**

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

A Member whose membership has expired or otherwise ceased other than by expulsion may re-apply for membership after its expiry in accordance with Bylaw 2.2.

A Member expelled from membership may, unless prohibited by the terms of the expulsion resolution, re-apply for membership in accordance with the terms of the expulsion resolution, provided that if the expulsion resolution does not restrict re-application, the Member may re-apply for membership after one (1) year from the date of expulsion.

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

## **2.6. Cessation of Membership**

A Member will immediately cease to be a Member:

- (c) upon the date which is the later of:**
  - (1) the date of delivering his or her resignation in writing to the Secretary or to the Address of the Society; and**
  - (2) the effective date of the resignation stated thereon;**
- (d) upon the expiry of his or her term;**
- (e) upon his or her expulsion; or**
- (f) upon his or her death.**

## **3. MEMBERSHIP RIGHTS AND OBLIGATIONS**

### **3.1. Rights of Membership**

In addition to any rights conferred by the Act, a Member 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;**
- (c) to exercise a single vote on matters for determination at General Meetings;**
- (d) to stand for election as a Director, in accordance with these Bylaws;**
- (e) may serve on committees of the Society, as invited; and;**



- (f) **may participate in the programs and initiatives of the Society, in accordance with such criteria as may be determined by the Board from time to time.**

### 3.2. **Dues**

- (g) Membership dues are renewable annually and membership rates are subject to change by the board of directors

### 3.2. **Standing of Members**

All Members are deemed to be in good standing.

### 3.3. **Compliance with Constitution, Bylaws and Policies**

Every Member will, at all times:

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

### 3.4. **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.

### 3.6. **No Distribution of Income**

No part of the income of the Society shall be payable to or be otherwise available for the personal benefit of any member, director or officer.

## 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 Chair;**
- (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**

As a society with more than 250 members consistently, the Society will, in accordance with Bylaw 15.1, provide notice of every General Meeting to each Member by:

- (d) an 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
- (e) 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. No other Person is entitled to be given notice of a General Meeting.

#### 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 approval of the minutes of the previous annual general meeting and any extraordinary general meetings held since the previous annual general meeting;
- (b) consideration of the financial statements and the report of the auditor thereon, if any;
- (c) consideration of any Members' proposals submitted in accordance with the Act;
- (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 the Board in its discretion.

#### 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 greater of one third (1/3) of the Members or five (5) Members, but will never be less than three (3) Members

#### 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 Chair will, subject to a Board Resolution appointing another Person, preside as chairperson at all General Meetings.

If at any General Meeting the Chair, 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, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Members present at such meeting, he or she may preside as chairperson.

### 5.9. **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 Member 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 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. Qualifications of Directors**

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

- (a) is less than eighteen (18) years of age;**
- (b) has been found by any court, in Canada or elsewhere, to be incapable of managing his or her own affairs;**
- (c) is an undischarged bankrupt; or**
- (d) has been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, in accordance with the Act.**

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

In addition, a Person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if he or she is an “ineligible individual” as defined by section 149.1(1) of the Income Tax Act (Canada).

### **7.3. Composition of Board**

The Board will be composed of a minimum of three (3) and a maximum of fifteen (15) Directors, each of whom will be elected or appointed in accordance with these Bylaws.

### **7.4. Invalidation of Acts**

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

### **7.5. 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.

### **7.6. Transition of Directors' Terms**

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

Any previous terms served by Directors prior to these Bylaws coming into force will not be counted towards the term limits set out below.

### **7.7. Term of Directors**

The term of office of Directors will normally be two (2) years. However, the Board may by Board Resolution determine that some or all vacant Directors' positions will have a term of less than two (2) 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.

### **7.8. Consecutive Terms and Term Limits**

Directors may be elected for up to six (6) consecutive years, by any combination of terms. A Person who has served as a Director for six (6) consecutive years may not be re-elected for at least one (1) year following the expiry of his or her latest term.

### **7.9. Extension of Term to Maintain Minimum Number of Directors**

Every Director serving a term of office will retire from office at the close of the annual general meeting in the year in which his or her term expires, provided that if insufficient successors are elected and the result is that the number of Directors would fall below 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.

#### 7.10. **Appointment to fill Vacancy**

If a Director ceases to hold office before the expiry of his or her term, the Board, by Board Resolution, may appoint a Member qualified in accordance with Bylaw 7.2 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 he or she otherwise ceases to be a Director in accordance with these Bylaws. The appointed replacement Director may run for the vacant position.

#### 7.11. **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.

#### 7.12. **Ceasing to be a Director**

A Person will immediately cease to be a Director:

- (a) upon the date which is the later of:
  - (1) **the date of delivering his or her resignation in writing to the Chair or to the Address of the Society; and**
  - (2) **the effective date of the resignation stated therein;**
- (b) upon the expiry of his or her term;
- (c) upon the date such Person is no longer qualified pursuant to Bylaw 7.2;
- (d) upon his or her removal; or
- (e) upon his or her death.

### 8. **POWERS AND RESPONSIBILITIES OF THE BOARD**

#### 8.1. **Powers of Directors**

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

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

Without limiting the generality of the foregoing, the Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in

furtherance of the purposes of the Society. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Society in furtherance of the purposes of the Society.

## 8.2. Duties of Directors

Pursuant to the Act, every Director will:

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

## 8.3. Remuneration of Directors and Officers and Reimbursement of Expenses

No director or officer shall be remunerated for being or acting as director or officer, but a director or officer may be reimbursed for all expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the Society.

## 8.4. 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.

## 8.5. 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.

## 8.6. 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. **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.

### 9.3. **Participation by Electronic Means**

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

### 9.4. **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.

### 9.5. **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:**
  - (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.

### 9.6. **Chair of Meetings**

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

If at any meeting of the Board the Chair, 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 he or she not chair that meeting, the Directors present may choose one of their number to preside as chairperson at that meeting.

### 9.7. **Alternate Chair**

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

## 10. **OFFICERS**

### 10.1. **Officers**

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

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

### 10.2. **Election of Officers**

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

### 10.3. **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 Bylaw 10.2 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.

### 10.4. **Removal of Officers**

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

### 10.5. **Replacement**

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

### 10.6. **Duties of Chair**

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

### 10.7. **Duties of Secretary**

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

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

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

#### 10.8. Duties of Treasurer

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

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

#### 10.9. 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.

#### 10.10. Combination of Offices of Secretary and Treasurer

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

### 11. INDEMNIFICATION

#### 11.1. Indemnification of Directors and Eligible Parties

To the extent permitted by the Act, each Director and eligible party (as defined by the Act) will be indemnified by the Society against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Person by reason of his or her holding or having held authority within the Society:

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

#### 11.2. 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.

## **12. COMMITTEES**

### **12.1. Creation and Delegation to Committees**

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

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

### **12.2. Standing and Special Committees**

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

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

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

### **12.3. Terms of Reference**

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

### **12.4. Meetings**

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

## **13. EXECUTION OF INSTRUMENTS**

### **13.1. Seal**

The Society will not have a corporate seal.

### **13.2. Execution of Instruments**

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

- (a) by the Chair, together with one (1) other Director, or**
- (b) in the event that the Chair 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.

## **14. FINANCIAL MATTERS**

### **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. 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.

### **14.3. Restrictions on Borrowing Powers**

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

### **14.4. When Audit Required**

The Society is not required to be audited. 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.

### **14.5. 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.

### **14.6. Vacancy in Auditor**

Except as provided in Bylaw 14.7, the Board will fill any vacancy occurring in the office of auditor and an auditor so appointed will hold office until the next annual general meeting.

### **14.7. Removal of Auditor**

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

#### 14.8. **Notice of Appointment**

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

#### 14.9. **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.

#### 14.10. **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) **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

In the event of the winding-up or dissolution of the Society, all the funds and assets of the Society remaining after the payment or satisfaction of all costs, charges, expenses, debts and liabilities of the Society, including the remuneration (if any) of a liquidator, and after payment to employees of the Society of any arrears in salaries or wages, and after payment of any debts of the Society, shall be given, transferred and distributed to such organizations that are registered charities pursuant to the provisions of the Income Tax Act, (Canada) that shall be designated by the members of the Society at the time of the winding-up or dissolution of the Society and if effect cannot be given to the aforesaid provisions, such funds shall be given, transferred and distributed to such organizations that are determined by the members of the Society to be registered charities pursuant to the provisions of the Income Tax Act, (Canada) which have purposes similar to those of the Society.

### 16.2. Societies Act Transitional Requirement

No part of the Society's assets shall insure to the benefit of any private individual, and no part of the activities of the Society shall consist of participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. The Society shall not carry on propaganda, or otherwise attempt to influence legislation to an extent which would disqualify it from status as a registered charitable organization under the Income Tax Act. Notwithstanding any other provision in this Constitution, the Society shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its specific and primary purposes.

The objects referred to in paragraph 2 will be limited to the sole purposes and objects of a registered Canadian charitable organization as described in the Income Tax Act, R.S.G. 1952, c.148, as amended by S.C. 1970-71-72, c.63.

- (c) No director or officer shall be remunerated for being or acting as a director or officer, but a director or officer may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society.
- (d) Paragraphs 3, 4, 5, and 6 of the Constitution are unalterable in accordance with Section 22 of the Societies Act.

### 16.3. Inspection of Documents and Records

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

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

- (a) **the Constitution and these Bylaws, and any amendments thereto;**
- (b) **the statement of directors and registered office of the Society;**

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

Except as expressly provided by statute or at law, a Member will not be entitled or have the right to inspect any other document or record of the Society. However, subject to such policies as the Board may establish, a Member 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.

## **17. BYLAWS**

### **17.1. Entitlement of Members to copy of Constitution and Bylaws**

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

### **17.2. Special Resolution required to Alter Bylaws**

These Bylaws will not be altered except by Special Resolution.

### **17.3. 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.