

SOCIETIES ACT


CAROL PREST

**BYLAWS
OF THE
BRITISH COLUMBIA COURTHOUSE LIBRARY SOCIETY**

TABLE OF CONTENTS

1.	INTERPRETATION	1
1.1	Definitions	1
1.2	<i>Societies Act</i> Definitions.....	4
1.3	Language Conventions	4
2.	MEMBERSHIP	4
2.1	Appointment to and Composition of Membership	4
2.2	Transition of Membership.....	4
2.3	Neglect or Refusal to Appoint.....	4
2.4	Replacement of Member	4
2.5	Membership not Transferable.....	5
2.6	Cessation of Membership.....	5
3.	MEMBERSHIP RIGHTS AND OBLIGATIONS.....	5
3.1	Rights of Membership	5
3.2	Dues	5
3.3	Standing of Members	5
3.4	Compliance with Constitution, Bylaws and Policies	5
3.5	Expulsion of Member	6
3.6	No Distribution of Income to Members	6
4.	MEETINGS OF MEMBERS.....	6
4.1	Time and Place of General Meetings	6
4.2	Annual General Meetings.....	6
4.3	Extraordinary General Meeting.....	6
4.4	Calling of Extraordinary General Meeting.....	6
4.5	Notice of General Meeting.....	7
4.6	Contents of Notice.....	7
4.7	Omission of Notice	7
5.	PROCEEDINGS AT GENERAL MEETINGS.....	7
5.1	Business Required at Annual General Meeting	7
5.2	Electronic Participation in General Meetings	8
5.3	Requirement of Quorum.....	8
5.4	Quorum.....	8
5.5	Lack of Quorum.....	8

5.6	Loss of Quorum.....	8
5.7	Chair	8
5.8	Alternate Chair	9
5.9	Adjournment.....	9
5.10	Notice of Adjournment.....	9
6.	VOTING BY MEMBERS.....	9
6.1	Ordinary Resolution Sufficient.....	9
6.2	Entitlement to Vote.....	9
6.3	Voting Other than at General Meeting	9
6.4	Voting Methods	9
6.5	Voting by Chair	10
6.6	Voting by Proxy.....	10
7.	DIRECTORS	10
7.1	Management of Property and Affairs.....	10
7.2	Duties of Directors.....	10
7.3	Qualifications of Directors	10
7.4	Composition of Board.....	11
7.5	Invalidation of Acts	11
7.6	Election of Directors	11
7.7	Term of Directors	11
7.8	Consecutive Terms and Term Limits	11
7.9	Extension of Term to Maintain Minimum Number of Directors	11
7.10	Appointment to fill Vacancy	11
7.11	Removal of Director	12
7.12	Ceasing to be a Director.....	12
8.	POWERS AND RESPONSIBILITIES OF THE BOARD	12
8.1	Powers of Directors.....	12
8.2	Remuneration of Directors and Officers and Reimbursement of Expenses	13
8.3	Investment of Property and Standard of Care	13
8.4	Investment Advice.....	13
8.5	Delegation of Investment Authority to Agent.....	13
9.	PROCEEDINGS OF THE BOARD	13
9.1	Board Meetings.....	13
9.2	Notice of Board Meetings	13
9.3	Participation by Electronic Means	13
9.4	Quorum.....	14
9.5	Director Conflict of Interest.....	14

9.6	Chair of Meetings	14
9.7	Alternate Chair	14
10.	OFFICERS	15
10.1	Officers	15
10.2	Election of Officers	15
10.3	Term of Officer	15
10.4	Removal of Officers	15
10.5	Replacement	15
10.6	Duties of Chair	15
10.7	Duties of Vice-Chair	15
10.8	Duties of Secretary	15
10.9	Duties of Treasurer	16
10.10	Absence of Secretary at Meeting	16
10.11	Combination of Offices of Secretary and Treasurer	16
11.	INDEMNIFICATION	16
11.1	Indemnification of an Eligible Party	16
11.2	Indemnification of an Eligible Party in a Subsidiary	16
11.3	Advancement of Expenses	17
11.4	Indemnification Prohibited	17
11.5	Indemnification not Invalidated by Non-Compliance	17
11.6	Approval of Court	17
11.7	Indemnification Deemed Term	17
11.8	Purchase of Insurance	17
12.	COMMITTEES	18
12.1	Creation and Delegation to Committees	18
12.2	Standing and Special Committees	18
12.3	Terms of Reference	18
12.4	Meetings	18
13.	EXECUTION OF INSTRUMENTS	18
13.1	No Seal	18
13.2	Execution of Instruments	18
14.	FINANCIAL MATTERS	19
14.1	Accounting Records	19
14.2	Borrowing Powers	19
14.3	Restrictions on Borrowing Powers	19
14.4	When Audit Required	19
14.5	Appointment of Auditor at Annual General Meeting	19

14.6	Vacancy in Auditor	19
14.7	Removal of Auditor.....	20
14.8	Notice of Appointment.....	20
14.9	Auditor's Report	20
14.10	Participation in General Meetings.....	20
15.	NOTICE GENERALLY	20
15.1	Method of Giving Notice	20
15.2	When Notice Deemed to have been Received	20
15.3	Days to be Counted in Notice.....	21
16.	MISCELLANEOUS	21
16.1	Dissolution	21
16.2	Inspection of Documents and Records.....	21
17.	BYLAWS.....	22
17.1	Entitlement of Members to copy of Constitution and Bylaws	22
17.2	Special Resolution required to Alter Bylaws	22
17.3	Effective Date of Alteration.....	22

**BYLAWS
OF THE
BRITISH COLUMBIA COURTHOUSE LIBRARY 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 as on record from time to time with the Registrar;
- (c) **“Appointing Entity”** or **“Appointing Entities”** means, as the context requires:
 - (1) The Law Society of British Columbia and any legal successor thereto;
 - (2) the Person serving as the Chief Justice of British Columbia from time to time, or such Person’s designated nominee; and/or
 - (3) the Person serving as the Attorney General of the Province of British Columbia from time to time, or such Person’s designated nominee;
- (d) **“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;
- (e) **“Board Resolution”** means:
 - (1) a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter:
 - (A) in person at a duly constituted meeting of the Board,
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person and by Electronic Means; or
 - (2) a resolution that has been submitted to all Directors and consented to in writing by two-thirds (2/3) of the Directors who would have been entitled to vote on the resolution at a meeting of the Board,
and a Board Resolution approved by any of these methods is effective as though passed at a meeting of the Board;
- (f) **“Bylaws”** means the bylaws of the Society as filed with the Registrar;
- (g) **“Chair”** means the Person elected to the office of chair of the Society in accordance with these Bylaws;

- (h) **“Consent to Act”** means the written confirmation that the appointed Person agrees to serve as a Member;
- (i) **“Constitution”** means the constitution of the Society as filed with the Registrar;
- (j) **“Directors”** means those Persons who are, or who subsequently become, directors in accordance with these Bylaws and have not ceased to be directors;
- (k) **“Electronic Means”** means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:
 - (1) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
 - (2) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
- (l) **“Eligible Party”** means:
 - (1) a Person who is or was a Director or officer of the Society, as determined in accordance with these Bylaws;
 - (2) such other Person described in the 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;
 - (3) a Person who holds or held a position equivalent to what is described in either sub-paragraph (1) or (2) above in a subsidiary of the Society, if any; or
 - (4) the heir or personal or legal representative of a Person described in (1), (2) or (3) above;
- (m) **“General Meeting”** means a meeting of the Members, and includes any annual general meeting and any special or extraordinary general meetings of the Society;
- (n) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- (o) **“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;
- (p) **“mutatis mutandis”** means with the necessary changes having been made to ensure that the language makes sense in the context;
- (q) **“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;
- (r) **“Person”** means a natural person;
- (s) **“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;
- (t) **“Registrar”** means the Registrar of Companies of the Province of British Columbia;
- (u) **“Secretary”** means a Person elected to the office of secretary of the Society in accordance with these Bylaws;
- (v) **“Society”** means the **“British Columbia Courthouse Library Society”**;
- (w) **“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;
- (x) **“Treasurer”** means a Person elected to the office of treasurer of the Society in accordance with these Bylaws; and
- (y) **“Vice-Chair”** means a Person elected to the office of vice-chair 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 **Language Conventions**

In these Bylaws,

- (a) a word defined in the plural form includes the singular and vice-versa; and
- (b) the gender neutral pronouns “they”, “them” or “their” are used throughout these Bylaws and are to read as being inclusive of all genders and gender-identities.

2. **MEMBERSHIP**

2.1 **Appointment to and Composition of Membership**

Membership in the Society will be restricted to those Persons appointed by the Appointing Entities from time to time.

Each of the Appointing Entities will appoint one (1) Person to be a Member of the Society by an appointment in writing delivered to the Secretary.

The effective date of the commencement of membership is the later of the date upon which the appointment is received by the Secretary and the date upon which the Person appointed executes a Consent to Act.

2.2 **Transition of Membership**

On the date these Bylaws come into force, each Person that is a Member of the Society and that is eligible for membership under these Bylaws will continue as a Member, unless they otherwise ceases to be a Member in accordance with these Bylaws.

2.3 **Neglect or Refusal to Appoint**

In the event that an Appointing Entity neglects or refuses to appoint a Member in accordance with Bylaw 2.1 hereof within thirty (30) days of a vacancy existing, the remaining Members will appoint a Member by Ordinary Resolution. Such Person so appointed will become a Member upon executing a Consent to Act. The term of any such Member will end upon the date upon which the Appointing Entity appoints a replacement Member.

2.4 **Replacement of Member**

An Appointing Entity may, at any time, revoke an appointment of a Member which it appointed, or who was appointed on its behalf pursuant to Bylaw 2.3, and appoint another Person to be a Member of the Society in the place of the current Member by a notice of revocation and appointment in writing delivered to the Secretary.

The effective date of the commencement of the membership of the Person so appointed is the later of the date upon which the appointment is received by the Secretary and the date upon which the Person appointed executes a Consent to Act.

2.5 Membership not Transferable

Membership is not transferable.

2.6 Cessation of Membership

A Person will immediately cease to be a Member:

- (a) upon the date which is the later of:
 - (1) the date of delivering their resignation in writing to the Secretary or to the Address of the Society; and
 - (2) the effective date of the resignation stated thereon;
- (b) upon the revocation of their appointment;
- (c) upon their expulsion; or
- (d) upon their death.

3. MEMBERSHIP RIGHTS AND OBLIGATIONS

3.1 Rights of Membership

A 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 exercise a vote on matters for determination at General Meetings;
- (d) to be eligible to be nominated to stand for election as a Director or officer of the Society; and
- (e) 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.

3.2 Dues

There will be no annual membership dues.

3.3 Standing of Members

All Members are deemed to be in good standing.

3.4 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;
- (b) abide by such codes of conduct and ethics adopted by the Society; and
- (c) further and not hinder the purposes, aims and objects of the Society.

3.5 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 to the Appointing Entity which appointed the Member who is the subject of the proposed expulsion and such notice will be accompanied by a brief statement of the reasons for the proposed expulsion.

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

If a Member is expelled, the Appointing Entity that appointed the expelled Member may appoint a replacement Person in accordance with these Bylaws.

3.6 No Distribution of Income to Members

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

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**

The Society will, in accordance with Bylaw 15.1, send 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.

4.6 **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 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.

4.7 **Omission of Notice**

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

5. **PROCEEDINGS AT GENERAL MEETINGS**

5.1 **Business Required at Annual General Meeting**

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

- (a) the adoption of an agenda;
- (b) the approval of the minutes of the previous annual general meeting and any extraordinary general meetings held since the previous annual general meeting;
- (c) consideration of the 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 Act;
- (f) the election of Directors; and

- (g) 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 determine, in its discretion, to hold any General Meeting in whole or in part by Electronic Means, so as to allow some or all Members to participate in the meeting remotely.

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

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

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

If at any General Meeting the Chair, Vice-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, the Directors present may choose one of their number to preside as chair at that meeting.

5.8 Alternate Chair

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

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 Chair

If the Person presiding as chair of a General Meeting is a Member, then they may, in their sole discretion, cast a vote on any motion or resolution under consideration at the same time as voting occurs by all Members. A Person presiding as chair who is not a Member has no vote.

The Person presiding as chair of a General Meeting does not have a second or a casting vote in the event of a tie and a motion or resolution that is tied is defeated.

6.6 Voting by Proxy

Voting by proxy is not permitted.

7. DIRECTORS

7.1 Management of Property and Affairs

The Board will have the authority and responsibility to manage, or supervise the management of, the property and the affairs of the Society.

7.2 Duties of Directors

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.

7.3 Qualifications of Directors

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

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

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

7.4 Composition of Board

The Board will be composed of a minimum of five (5) and a maximum of ten (10) Directors, each of whom will be elected in accordance with these Bylaws.

7.5 Invalidation of Acts

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

7.6 Election of Directors

Directors will be elected by the Members at a General Meeting and will take office commencing at the close of such meeting.

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

7.8 Consecutive Terms and Term Limits

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 their 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 their term expires, provided that if insufficient successors are elected and the result is that the number of Directors would fall below five (5), 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 their term, the Board, by Board Resolution, may appoint a Member qualified in accordance with Bylaw 7.3 to fill the resulting vacancy.

The position occupied by an appointed replacement Director will become available for election at the next annual general meeting and each such appointed replacement Director will continue in office until the conclusion of the next annual general meeting unless sooner ceasing to be a Director. The appointed replacement Director may run for the vacant position.

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

7.11 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 and automatically cease to be a Director:

- (a) upon the date which is the later of:
 - (1) the date of delivering their resignation in writing to the Chair or to the Address of the Society; and
 - (2) the effective date of the resignation stated therein;
- (b) upon the expiry of their term, unless re-elected;
- (c) upon the date such Person is no longer qualified pursuant to Bylaw 7.3;
- (d) upon their removal; or
- (e) upon their death.

8. POWERS AND RESPONSIBILITIES OF THE BOARD

8.1 Powers of Directors

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

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

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

8.2 Remuneration of Directors and Officers and Reimbursement of Expenses

The Directors must not receive remuneration from the Society for acting in their capacity as Directors. However, a Director may be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the Society.

8.3 Investment of Property and Standard of Care

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

8.4 Investment Advice

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

8.5 Delegation of Investment Authority to Agent

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

9. PROCEEDINGS OF THE BOARD

9.1 Board Meetings

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

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

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

9.4 **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 their interest in the contract, transaction or matter;
- (c) is not entitled to vote on the contract, transaction or matter;
- (d) will absent themselves from the meeting or portion thereof:
 - (1) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
 - (2) in any case, during the vote on the contract, transaction or matter; and
- (e) refrain from any action intended to influence the discussion or vote.

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

9.6 **Chair of Meetings**

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

If at any meeting of the Board the Chair, Vice-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 they not chair that meeting, the Directors present may choose one of their number to chair that meeting.

9.7 **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, they may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Directors present at such meeting, they may preside as chair.

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. The above required 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 their term, the Board will remove such officer from their 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 Vice-Chair

The Vice-Chair will assist the Chair in the performance of their duties and will, in the absence of the Chair, perform those duties. The Vice-Chair shall also perform such additional duties as may be assigned by the Board.

10.8 Duties of Secretary

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

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

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

10.9 Duties of Treasurer

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

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

10.10 Absence of Secretary at Meeting

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

10.11 Combination of Offices of Secretary and Treasurer

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

11. INDEMNIFICATION

11.1 Indemnification of an Eligible Party

Subject to Bylaw 11.4 and the provisions of the 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 their holding or having held authority within the Society:

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

11.2 Indemnification of an Eligible Party in a Subsidiary

Notwithstanding Bylaw 11.1, the Society may, in its discretion, determine whether or not to indemnify an Eligible Party to the extent they 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.

11.3 **Advancement of Expenses**

To the extent permitted by the Act and subject to Bylaw 11.4, 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.

11.4 **Indemnification Prohibited**

Notwithstanding Bylaws 11.1 and 11.2, 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 they 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 their conduct, in respect of which the legal proceeding or investigative action was brought, was lawful.

11.5 **Indemnification not Invalidated by Non-Compliance**

The failure of an Eligible Party of the Society to comply with the provisions of the Act, or of the Constitution or these Bylaws, will not invalidate any indemnity to which they is entitled under this Part 11.

11.6 **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 Act or otherwise to ensure that the indemnities herein are effective and enforceable.

11.7 **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.

11.8 **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.

12. COMMITTEES

12.1 Creation and Delegation to Committees

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

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

12.2 Standing and Special Committees

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

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

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

12.3 Terms of Reference

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

12.4 Meetings

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

13. EXECUTION OF INSTRUMENTS

13.1 No Seal

The Society will not have a corporate seal.

13.2 Execution of Instruments

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

- (a) by the Chair, together with one (1) other Director, or

- (b) in the event that the Chair is unavailable to provide a signature, 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 either 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 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, and will comply with all relevant provisions of, 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 the meeting to which a Member is entitled;
- (b) attend the meeting; and
- (c) to be heard at the meeting on any part of the business of the meeting that deals with the auditor's duties or function.

An auditor who is present at a General Meeting at which the financial statements are considered must answer questions concerning those financial statements, the auditor's report, if any, and any other matter relating to the auditor's duties or function.

15. NOTICE GENERALLY

15.1 Method of Giving Notice

Except as otherwise provided in these Bylaws, a notice may be given to a Member or a Director either personally, by delivery, courier or by mail posted to such Person's Registered Address, or, where a Member or Director has provided a fax number or e-mail address, by fax or e-mail, respectively.

15.2 When Notice Deemed to have been Received

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

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

15.3 Days to be Counted in Notice

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

16. MISCELLANEOUS

16.1 Dissolution

Upon the winding-up or dissolution of the Society, any funds and property remaining after the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution, including the remuneration of the liquidator, and the payment to employees of the Society of any arrears of salaries or wages, and after payment of any debts of the Society, will be distributed to such "qualified donees" as defined by the *Income Tax Act* as are designated by the Board. Any funds or property remaining received for specific purposes will, wherever possible, be distributed to "qualified donees" carrying on work of a similar nature to such specific purposes.

16.2 Inspection of Documents and Records

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

A Member 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 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 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 them 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.

THESE BYLAWS ADOPTED BY SPECIAL RESOLUTION DATED: June 8, 2021