

SOCIETIES ACT

**BYLAWS
OF THE
VANTAGE POINT STRATEGIES SOCIETY**

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**BYLAWS
OF THE
VANTAGE POINT STRATEGIES SOCIETY**

1. INTERPRETATION

1.1 Definitions

In these Bylaws and the Constitution of the Society, unless the context otherwise requires:

- (a) **“Address of the Society”** means the address of the Society as filed from time to time with the Registrar;
- (b) **“Board”** means the Directors acting as authorized by *Societies 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;
- (c) **“Board Development Committee”** means the committee of the directors created and described in these Bylaws to select those persons who will become future directors of the Society;
- (d) **“Board Resolution”** means:
 - (i) 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, or
 - (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
 - (ii) a resolution that has been submitted to all Directors and consented to in writing by 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 chairperson of the Society in accordance with Part 12 of 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 in accordance with these Bylaws and have not ceased to be directors;

- (i) **“Electronic Means”** means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:
 - (i) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
 - (ii) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
- (j) **“Eligible Party”** means:
 - (i) a Director or officer of the Society, as determined in accordance with these Bylaws; or
 - (ii) such other Person described in the *Societies Act* that is appointed or elected by the Directors to exercise authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society; or
 - (iii) a Person who holds or held a position equivalent to what is described in either sub-paragraph (i) or (ii) above in a subsidiary of the Society, if any; or
- (k) **“Executive Director”** means the Senior Manager appointed by the Board in accordance with section 13.1 with the duties set out in section 13.2;
- (l) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- (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) **“Members”** means those Persons or Organizations 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;
- (o) **“mutatis mutandis”** means with the necessary changes having been made to ensure that the language makes sense in the context;
- (p) **“Ordinary Resolution”** means:
 - (i) a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote:
 - (A) in person at a duly constituted general meeting, or
 - (B) by Electronic Means in accordance with these Bylaws, or

(C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or

(ii) a resolution that has been submitted to the Members and consented to in writing by not less than the threshold required by the *Societies Act*,

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;

- (q) **“Organization”** means charitable or not-for-profit associations, corporations or societies, including governments and governmental bodies;
- (r) **“Person”** means a natural person;
- (s) **“Quorum”** means the minimum number of persons, members, or directors, as the case may be, that must attend a general meeting, a directors meeting, or other meeting before the resolutions, acts, or decisions of those present at such a meeting become a resolution, act, or decision of the Society;
- (t) **“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;
- (u) **“Registrar”** means the Registrar of Companies of the Province of British Columbia;
- (v) **“Secretary”** means a Person elected to the office of Secretary of the Society in accordance with Part 12 of these Bylaws;
- (w) **“Senior Manager”** means a Person appointed by the Board under section 13.1, if any, to exercise the Board’s delegated authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society;
- (x) **“Society”** means the “Vantage Point Strategies Society”;
- (y) **“Societies Act”** means the *Societies Act* of British Columbia, as amended from time to time, and includes any successor legislation thereto;
- (z) **“Special Resolution”** means:
- (i) a resolution, of which the notice required by the *Societies Act* and these Bylaws has been provided, passed by the threshold of votes required by the *Societies Act* cast in respect of the resolution by those Members entitled to vote:
- (A) in person at a duly constituted general meeting, or
- (B) by Electronic Means in accordance with these Bylaws, or
- (C) by combined total of the votes cast in person at a general meeting and the votes cast by Electronic Means; or

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

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

- (aa) “**Treasurer**” means a Person elected to the office of Treasurer of the Society in accordance with Part 12 of these Bylaws; and
- (bb) “**Vice-Chair**” means a Person elected to the office of Vice-Chair of the Society in accordance with Part 12 of these Bylaws.

1.2 **Societies Act Definitions**

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

1.3 **Plural and Singular Forms**

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

2. **MEMBERSHIP**

2.1 **Membership Classes**

The membership of the Society consists of the following three (3) classes of voting members:

- (a) Individual Members
- (b) Organizational Members
- (c) Honorary Members

2.2 **Transition of Membership**

On the date these Bylaws come into force:

- (a) each Person or Organization who is a Member of the Society and who is eligible for membership under these Bylaws will continue as a Member in the appropriate class, as determined by the Board, until the conclusion of the current term of membership, unless sooner ceasing; and
- (b) each Person or Organization who is a Member of the Society who is not eligible for any class of membership under these Bylaws will be deemed to have resigned from membership effective that date.

2.3 **Eligibility for Membership**

To be eligible for transition or admission as a Member in a particular class, a Person or Organization must meet the following requirements:

- (a) Individual Members are Persons more than 18 years of age and interested in supporting the purposes and activities of the Society.

- (b) Organizational Members are Organizations
- (c) Honorary Members are Persons:
 - i. more than 18 years of age;
 - ii. appointed by the Directors;
 - iii. have contributed significantly to the Society's goals and objects; and
 - iv. have a term defined by the Directors.

In the case of any ambiguity or doubt regarding the eligibility of a Person or Organization for membership, such ambiguity or doubt will be resolved by the Board and the Board's decision in its discretion and such decision will be without appeal.

2.4 Membership Coordinator

The Board may delegate the review and acceptance of new applications and re-applications for membership to a position, including the Executive Director, or committee within the Society, which Person or body will be referred to for the purposes of these sections as the membership coordinator.

If no Membership Coordinator is designated by the Board, then the duties for that position set out in these Bylaws remain with the Board.

2.5 Application for Membership

An eligible Person or Organization may apply to the Society to become a Member as follows:

- (a) by submitting a completed application, in such form and manner as may be established by the Society, at the Address of the Society or to an authorized representative of the Society; and
- (b) by submitting such information or documentation as the Membership Coordinator may require to confirm eligibility for membership; and
- (c) by paying the required membership fee, in such form and manner as may be established by the Society.

2.6 Reviewing and Acceptance of Application

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

The Membership Coordinator may, by entering the Person or Organization's information into the membership register, accept that Person or Organization as a Member in the appropriate class as determined in accordance with these Bylaws.

2.7 Reporting and Ratification of Membership

The membership coordinator, if any, shall regularly report to the Board in relation to applications for membership received and approved.

At such times, the Board shall consider a Board Resolution to ratify the approval of memberships made in the last interval and may, if necessary determine any issues related to membership of an applicant.

2.8 Referral of Application to Board

The membership coordinator, if any, may at any time refer an application for membership to the Board for further consideration and, if so referred, the Board may, by Board Resolution, accept, postpone or refuse an application for membership.

The Board may refuse or postpone an application for membership for any reason which, in the Board's view, is necessary or prudent to protect the reputation and integrity of the Society.

2.9 Membership not Transferable

Membership is not transferable by a Member.

2.10 Term of Membership

Once accepted as a Member, a Person or Organization continues as a Member for a term of 365 days, unless sooner ceasing.

2.11 Renewal and Re-application of Membership

A Member who continues to be eligible 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 Person or Organization whose membership has expired or otherwise ceased other than by expulsion and who remains eligible may re-apply for membership after its expiry in accordance with section 2.5.

A Person or Organization who was expelled from membership may, unless prohibited by the terms of the expulsion, re-apply for membership in accordance with the terms of the expulsion resolution, provided that if the expulsion resolution provided no restrictions related to reapplication, the Person may reapply for membership after one (1) year from the date of expulsion.

All reapplications for membership are subject to acceptance by the Board.

2.12 Cessation of Membership

A Person or Organization will immediately cease to be a Member:

- (a) upon the date the Member:
 - (i) delivers a written resignation to the Address of the Society; or
 - (ii) the effective date of the resignation stated thereon,
 whichever is later; or
- (b) upon expiry of the Member's term, unless renewed pursuant to section 2.11; or

- (c) upon ceasing to be in good standing for more than 90 consecutive days;
- (d) if the Society expels the member; or
- (e) upon his or her death, or in the case of an Organization, on dissolution;

3. MEMBERSHIP RIGHTS AND OBLIGATIONS

3.1 Rights of Membership

A Member in good standing has the following rights of membership:

- (a) to receive notice of, and to attend, all General Meetings;
- (b) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (c) to serve on committees of the Society, as invited;
- (d) to exercise a vote on matters for determination at General Meetings;
- (e) to nominate for the election of Directors;
- (f) to be nominated to stand for election as a Director;
- (g) to participate in the programs and initiatives of the Society, in accordance with such criteria as may be determined by the Board from time to time.

Organizational Members may vote by and through one authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a Member as described above. That representative must be considered as a Member for all purposes with respect to a general meeting.

3.2 Member not in Good Standing

A Member who is not in good standing has the right to receive notice of, and to attend, all General Meetings, and the right to participate in programs or initiatives of the Society (subject to eligibility) but is suspended from all of the other rights set out in section 3.1 for so long as he or she remains not in good standing.

3.3 Dues

The Board will establish from time to time:

- (a) the first annual membership dues for each class of membership;
- (b) subsequent annual membership dues;
- (c) any fees to be paid by any membership class; and
- (d) payment of fees and dues.

3.4 **Standing of Members**

All Members are deemed to be in good standing except a Member who has not paid the annual membership fee, or any other debt due by the Member to the Society, and the Member is not in good standing so long as the debt remains unpaid.

3.5 **Compliance with Constitution, Bylaws and Policies**

Every Member will, at all times:

- (a) uphold the Constitution and comply with these Bylaws, 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.

3.6 **Expulsion of Member**

Following an appropriate investigation or review of a Member's conduct or actions, the Society may, in accordance with the Regulations and policies established by the Board expel a Member for conduct which, in the reasonable opinion of the Board:

- (a) is improper or unbecoming for a Member;
- (b) is contrary to section 3.5; or
- (c) is likely to endanger the reputation or hinder the interests of the Society.

The Society must provide notice of a proposed expulsion to the Member in question accompanied by a brief statement of the reasons for the expulsion.

A Member who is the subject of the proposed expulsion will be provided a reasonable opportunity to respond to the proposed discipline at or before the time the matter is decided.

4. **MEETINGS OF MEMBERS**

4.1 **Time and Place of General Meetings**

The General Meetings of the Society will be held at such time and place, in accordance with the *Societies Act*, as the Board decides.

4.2 **Annual General Meetings**

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

4.5 **Notice of General Meeting**

The Society will provide notice of every General Meeting to each Member as follows:

- (a) by e-mail sent to the address provided by each Member who has provided the Society with an e-mail address not less than 14 days and not more than 60 days prior to the date of the General Meeting; and
- (b) by posting notice of the General Meeting on the Society's website for Members, for at least 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 either personally, by delivery, courier or by mail posted to such Member's Registered Address.

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; and

- (d) consideration of the financial statements and the report of the auditor thereon, if any;
- (e) the appointment of an auditor, if desired;
- (f) the election/appointment of Directors; and
- (g) the consideration of any Members' proposals submitted in accordance with the *Societies Act*.

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

5.2 Attendance at General Meetings

In addition to Members, Directors and the Society's auditor, if any, the Board may also invite any other Person or Persons to attend a General Meeting as observers and guests. All observers and guests may only address the assembly at the invitation of the Person presiding as chair, or by Ordinary Resolution.

5.3 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.

5.4 Registration of Members

Every Member attending a General Meeting must register their attendance prior to the call to order for the meeting in such manner as may be established by the Board from time to time.

5.5 Requirement of Quorum

No business, other than the confirmation or 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.

5.6 Quorum

A quorum at a General Meeting is ten (10) Members in good standing as of the date of the meeting, present in person or by permitted Electronic Means.

5.7 Lack of Quorum

If a quorum is not present within 30 minutes (or such lesser time as may be determined by the Person presiding as chairperson) from the time appointed for a General Meeting, the meeting, if convened on the requisition of Members, will be terminated. In any other case it will stand adjourned to the next day, at the same time and place. If, at the reconvened meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present will constitute a quorum and the meeting may proceed.

5.8 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.

5.9 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 and such alternate Person appointed by a Board Resolution, if any, are not present within 15 minutes after the time appointed for the meeting, the Directors present may choose one of their number to preside as chairperson at that meeting.

5.10 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 preside as chairperson for 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.

5.11 Chair to Determine Procedure

In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a General Meeting, the Person presiding as chairperson will have the authority to interpret and apply such rules of order as the meeting has adopted and determine matters in accordance with those rules, as well as the *Societies Act* and these Bylaws.

5.12 Adjournment

A General Meeting may be adjourned from time to time and from place to place, but no business will be transacted, once the meeting is reconvened, other than the business left unfinished at the meeting from which the adjournment took place.

5.13 Notice of Adjournment

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 14 days, in which case notice of the adjourned meeting will be given pursuant to section 4.5.

5.14 Minutes of General Meetings

The Secretary or such other Person designated by the Board will ensure that minutes are taken for all General Meetings.

6. VOTING BY MEMBERS

6.1 Ordinary Resolution Sufficient

Unless the *Societies 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 in good standing is entitled to one (1) vote on matters for determination by the Members. No other Person is entitled to vote on a matter for determination by the Members, whether at a General Meeting or otherwise.

6.3 Voting Other than at General Meeting

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

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

6.4 Voting Methods

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

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

Where a vote is to be conducted by show of hands or voting cards, and prior to the question being put to a vote, a number of Members equal to not less than 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.

6.6 Voting by Chair

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

The chairperson 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.

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 Composition of Board

The Board will be composed of a minimum of five (5) and a maximum of twelve (12) Directors, each of whom will be elected or appointed in accordance with these Bylaws.

The Board may, by Board Resolution, fix the number of Director positions within the range set above from time to time, provided that the lowering of the number will not require any Director to resign or cease office, but will take effect at the next election of Directors.

7.3 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.

7.4 Duties of Directors

Every Director will:

- (a) further and not hinder the purposes, aims and objects of the Society
- (b) act honestly and in good faith with a view to the best interests of the society;
- (c) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- (d) act in accordance with *Societies Act*,
- (e) uphold the Constitution and comply with these Bylaws, the Regulations and the policies of the Society in effect from time to time; and
- (f) abide by such codes of conduct and ethics adopted by the Society.

7.5 Qualifications of Directors

A Person may be nominated, elected or appointed to serve (or continue to serve) as a Director if he or she:

- (a) is more than 18 years of age;

- (b) is an Individual Member in good standing;
- (c) has not been found by any court, in Canada or elsewhere, to be incapable of managing his or her own affairs;
- (d) is not an undischarged bankrupt;
- (e) has not been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, all in accordance with the *Societies Act*;
- (f) is not an employee of the Society;
- (g) has been recommended by the Board Development Committee; and
- (h) has been an Individual Member of the Society for at least 3 days before his or her election at a General Meeting or appointment by the Board.

7.6 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.

7.7 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.

7.8 Extension of Term

Notwithstanding section 7.7, if a Director is appointed as Chair in the final year of his or her term of office, then that Director's term of office will be extended for one (1) further year.

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 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.

7.9 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 section 7.5 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.

7.10 Removal of Director

A Director may be removed before the expiration of his or her term of office by either of the following methods:

- (a) by Special Resolution; or
- (b) by Board Resolution.

If by Special Resolution, the Members may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term of office.

If by Board Resolution, the director proposed for removal has a conflict of interest and may not vote on the Board Resolution, but is entitled to not less than 7 days' advance notice in writing of the proposed Board Resolution and to address the Board prior to the vote on the resolution. The Board may, in its discretion, appoint a replacement to fill the resulting vacancy.

7.11 Ceasing to be a Director

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

- (a) upon the date which is the later of:
 - (i) the date of delivering his or her resignation in writing to the Chair or to the Address of the Society; and
 - (ii) the effective date of the resignation stated therein; or
- (b) upon the expiry of his or her term, unless re-elected; or
- (c) upon the date such Person is no longer qualified pursuant to section 7.5; or
- (d) upon his or her removal; or
- (e) upon his or her death.

7.12 Transition of Directors' Terms

Each Person who is a Director on the date these Bylaws become effective will continue as a Director for the term to which he or she was most recently elected.

Previous terms served by Directors on transition will be counted towards the term limits set out above.

8. NOMINATION AND ELECTION OF DIRECTORS

8.1 Nomination of Directors

Nominations for election as a Director must be made in accordance with the applicable provisions of these Bylaws, including this section, and such policies and procedures as are established by the Board from time to time, provided that such policies or procedures do not conflict with these Bylaws.

All nominations are subject to the following rules:

- (a) A nomination must be made in writing, in a form established by the Society.
- (b) A nominee must be qualified in accordance with section 7.5 in order to stand for election;
- (c) Nominations must be submitted in advance of an election, in accordance with such deadlines as may be established by policy. Nominations will not be permitted from the floor at a General Meeting.

8.2 Elections Generally

Directors will be elected by acclamation or by vote of the Members, in accordance with the applicable provisions of these Bylaws and such election policies and procedures as are established by the Society from time to time.

8.3 Election at Annual General Meeting

Election of Directors will normally take place at, or prior to, the annual general meeting and Directors so elected will take office commencing at the close of such meeting.

8.4 Election by Acclamation

In elections where the number of eligible nominees at the close of the nomination period is equal to or less than the number of positions for Directors that will become vacant at the close of the next annual general meeting, then the eligible nominees are deemed to be elected by acclamation and no vote will be required.

8.5 Election by Secret Ballot

In elections where there are more eligible nominees than vacant positions for Directors at the close of the nomination period, election will be by secret ballot and the following rules will apply:

- (a) The secret ballot may be conducted by written ballot or Electronic Means, either at or prior to the annual general meeting, all at the discretion of the Board.
- (b) Ballots will be sent or otherwise made accessible to all Members in good standing, and only to those Persons.
- (c) Each ballot will include the name of each eligible nominee and the number of vacancies to be filled.

- (d) No Member will vote for more Directors than the number of vacant positions. Any ballot will be deemed to be void if it records votes for more nominees than there are vacant positions.
- (e) Ballots will be counted following the close of the election period by scrutineers appointed by the Board.
- (f) Nominees will be deemed to be elected in order of those nominees receiving the most votes.
- (g) In the event of a tie between two or more eligible nominees for the final vacant position, the scrutineers will place one ballot marked for each tied nominee into a suitable container and the Chair will draw one ballot from the container at random, which nominee selected will be elected to the final vacant position.
- (h) The results of an election by secret ballot will be announced to all Members following the counting of the ballots.

8.6 Nomination and Election Policies

The Board may establish, by Board Resolution from time to time, such additional policies and procedures related to the nomination and election of Directors as it determines are necessary or prudent for the Society, provided that no such policy and procedure is valid to the extent that it is contrary to the *Societies Act* or these Bylaws.

9. POWERS AND RESPONSIBILITIES OF THE BOARD

9.1 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.

9.2 Policies and Procedures

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

9.3 Remuneration of Directors and Officers and Reimbursement of Expenses

The Society will not remunerate a Member for acting as Director.

The Society may reimburse a Director for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society, provided that all claims for reimbursement are in accordance with established policies.

9.4 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. The Board may establish further policies related to the investment of the Society's funds and property, provided that such policies are not contrary to the *Societies Act* or these Bylaws.

9.5 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.

9.6 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 and the Society's Investment Policy.

10. PROCEEDINGS OF THE BOARD

10.1 Board Meetings

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

Meetings may include regular meetings and ad hoc meetings, as determined by the Board.

10.2 Regular Meetings

The Board may decide to hold regularly scheduled meetings to take place at dates and times set in advance by the Board. Once the schedule for regular meetings is determined and notice given to all Directors, no further notice of those meetings is required to be provided to a Director unless:

- (a) that Director was not in office at the time notice of regular meetings was provided; or
- (b) the date, time or place of a regular meeting has been altered.

10.3 Ad Hoc Meetings

The Board may hold an ad hoc meeting in any of the following circumstances:

- (a) at the call of the Chair; or
- (b) by request of any two (2) or more Directors.

10.4 Notice of Board Meetings

At least two (2) days' notice will be sent to each Director of:

- (a) an ad hoc board meeting; or
- (b) a change to a regular board meeting for which notice was previously provided.

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.

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

If a meeting of the Board will permit participation by Electronic Means, the notice of that meeting must inform Directors and other participants (if any) that they may participate by Electronic Means and provide instructions on how to do so.

10.5 Attendance at Board Meetings

Every Director is entitled to attend each meeting of the Board.

No other Person is entitled to attend meetings of the Board, but the Board may invite any Person or Persons to attend one or more meetings of the Board as advisors, observers or guests.

10.6 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.

10.7 Quorum

Quorum for meetings of the Board will be a majority of the Directors currently in office.

10.8 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) may not vote on the contract, transaction or matter;
- (d) will absent him or herself from the meeting or portion thereof:
 - (i) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
 - (ii) in any case, during the vote on the contract, transaction or matter; and
- (e) will refrain from any action intended to influence the discussion or vote.

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

10.9 Chair of Meetings

The Chair will, subject to a Board Resolution appointing another Person, preside as chair 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 15 minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Directors present may choose one of their number to chair that meeting.

10.10 Alternate Chair

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

10.11 Chair to Determine Procedure

In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a meeting of the Board, the person presiding as chair will have the authority to interpret and apply such rules of order as the meeting has adopted and determine matters in accordance with those rules, as well as the *Societies Act* and these Bylaws.

10.12 Minutes of Board Meetings

The Secretary or such other Person designated by the Board will ensure that minutes are taken for all meetings of the Board.

11. DECISION MAKING AT BOARD MEETINGS

11.1 Passing Resolutions and Motions

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

11.2 Resolution in Writing

A Board Resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. Such resolution will be filed with minutes of the proceedings of the Board and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

11.3 Entitlement to Vote

Subject to section 10.8, each Director is entitled to one (1) vote on all matters at a meeting of Board. No other Person is entitled to a vote at a meeting of the Board.

11.4 Procedure for Voting

Except where expressly provided for in these Bylaws, voting on matters at a meeting of the Board may occur by any one or more of the following mechanisms, in the discretion of the Chair:

- (a) by show of hands;
- (b) by written ballot;
- (c) by roll-call vote or poll; or
- (d) by Electronic Means.

On the request of any one (1) or more Directors, a vote will 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 Director voted.

12. OFFICERS

12.1 Officers

The Officers of the Society are the Chair, Vice-Chair, Secretary and Treasurer, together with such other offices, 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 offices of the Society as it deems necessary and determine the duties and responsibilities of all Officers.

12.2 Election of Officers

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

12.3 Term of Officer

The term of office for each officer will be one (1) year, commencing on the date the Director is elected as an officer in accordance with section 12.2 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, as long as they remain a Director

12.4 Removal of Officers

A Person may be removed as an officer by Board Resolution. If the Board ends the term of an officer, that person will remain a Director.

12.5 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.

12.6 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.

12.7 Duties of Vice-Chair

The Vice-Chair will assist the Chair in the performance of his or her 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.

12.8 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.

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

12.10 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.

12.11 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.

13. SENIOR MANAGERS

13.1 Appointment of Senior Managers

The Board may, by Board Resolution, appoint an Executive Director and may appoint other Senior Managers as it determines necessary from time to time.

The Board is responsible to supervise all Senior Managers in the performance of their duties.

13.2 Executive Director

The Executive Director will manage the affairs of the Society and shall be responsible for the administration of the Society. The Executive Director will direct and manage the Society's office and personnel. The Executive Director will have such other duties and responsibilities as determined by the Board.

The Executive Director shall regularly report to and advise the Board on all matters relevant to the affairs of the Society.

13.3 Removal of Senior Manager

A Person may be removed by Board Resolution.

14. INDEMNIFICATION

14.1 Indemnification of an Eligible Party

Subject to section 14.4 and the provisions of the *Societies Act*, an Eligible Party will be indemnified by the Society against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative

action, whether current, threatened, pending or completed, to which that Eligible Party, by reason of his or her holding or having held authority within the Society:

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

14.2 Indemnification of an Eligible Party in a Subsidiary

Notwithstanding section 14.1, the Society may, in its discretion, determine whether or not to indemnify an Eligible Party to the extent he or she is liable for or in respect of expenses by reason of holding or having held a position in a subsidiary, if any, of the Society, which position is equivalent to the position of an Eligible Party in the Society itself.

14.3 Advancement of Expenses

To the extent permitted by the *Societies Act* and subject to section 14.4, 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.

14.4 Indemnification Prohibited

Notwithstanding sections 14.1 and 14.2, the Society must not indemnify an Eligible Party against any costs, charges and expenses, including legal and other fees, incurred in connection with any legal proceeding or investigative action, if such Eligible Party:

- (a) has already been reimbursed for such expenses;
- (b) has been judged by a court, in Canada or elsewhere, or by another competent authority to have committed any fault or to have omitted to do anything that he or she ought to have done;
- (c) in relation to the subject matter of the legal proceeding or investigative action, did not act honestly and in good faith with a view to the best interests of the Society or any subsidiary of the Society; or
- (d) in the case of a legal proceeding other than a civil proceeding, did not have reasonable grounds for believing that his or her conduct, in respect of which the legal proceeding or investigative action was brought, was lawful.

14.5 Indemnification not Invalidated by Non-Compliance

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

14.6 Approval of Court

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

14.7 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.

14.8 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.

15. COMMITTEES

15.1 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.

15.2 Standing Committees and Task Forces

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

A task force will automatically be dissolved upon the later of the following:

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

15.3 Terms of Reference and Rules

In the event the Board decides to create a committee or task force, it must establish Terms of Reference for such committee or task force. A committee or task force, 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.

15.4 Meetings

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

15.5 Dissolution of Committee

The Board may dissolve any committee or task force by Board Resolution.

16. EXECUTION OF INSTRUMENTS

16.1 No Seal

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

16.2 Execution of Instruments

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

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

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

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

16.3 Signing Officers

The Board will, from time to time by Board Resolution, appoint signing Officers who shall be authorized to sign cheques and all banking documents on behalf of the Society.

16.4 FINANCIAL MATTERS AND REPORTING

16.5 Fiscal Year

The fiscal year of the Society may be determined by the Board from time to time.

16.6 Accounting Records

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

16.7 **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.

16.8 **Restrictions on Borrowing Powers**

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

16.9 **When Audit Required**

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

- (a) the Directors determine by Board Resolution that it is in the best interests of the Society to conduct an audit or review engagement; 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 *Societies Act* and these Bylaws.

16.10 **Appointment of Auditor at Annual General Meeting**

If the Society determines to conduct an audit or review engagement, 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 *Societies Act* or until the Society no longer wishes to appoint an auditor.

16.11 **Vacancy in Auditor**

Except as provided in section 16.12, 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.

16.12 **Removal of Auditor**

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

16.13 **Notice of Appointment**

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

16.14 **Restrictions on Appointment**

A Person who is not independent of the Society in accordance with section 113 of the *Societies Act* must not be appointed or act as the auditor for the Society.

16.15 Auditor's Report

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

16.16 Participation in General Meetings

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

- (a) receive every notice relating to the meeting that a Member is entitled to;
- (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.

17. NOTICE GENERALLY

17.1 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 the Member has provided a fax number or electronic mail address, by fax or electronic mail, respectively.

17.2 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.

17.3 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.

18. MISCELLANEOUS

18.1 Inspection of Documents and Records

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

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

- (a) the Constitution and these Bylaws, and any amendments thereto;
- (b) the statement of directors and registered office of the Society;
- (c) minutes of any General Meeting, including the text of each resolution passed at the meeting;
- (d) resolutions of the Members in writing, if any;
- (e) annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;
- (f) the register of Directors;
- (g) the register of Members;
- (h) the Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;
- (i) copies of orders made by a court, tribunal or government body in respect of the Society;
- (j) the written consents of Directors to act as such; and
- (k) the disclosure of a Director or of the Executive Director 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 examine or inspect any other document or record of the Society. However, subject to such policies as the Board may establish, a Member in good standing may request, in writing delivered to the Address of the Society, to examine any other document or record of the Society and the Board may allow the Member to examine 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 examine may be provided on request by the Member for a reasonable production fee to be determined by the Board.

18.2 Right to become Member of other Society

The Society will have the right to subscribe to, become a Member of, and cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Society's purposes.

19. BYLAWS

19.1 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.

19.2 Special Resolution required to Alter Bylaws

These Bylaws will not be altered except by Special Resolution.

19.3 Effective Date of Alteration

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

THESE BYLAWS ADOPTED BY SPECIAL RESOLUTION DATED: _____, 2016.