

  
**T.K. SPARKS**

**BYLAWS  
OF  
THE DENA KEYAH INSTITUTE SOCIETY  
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**BYLAWS  
OF  
THE DENA KEYAH INSTITUTE  
(the “Society”)**

**PART 1 – INTERPRETATION**

**1.1 Definitions**

In these bylaws, unless the context otherwise requires,

- (a) “business day” means any day other than a Saturday, Sunday or other holiday;
- (b) “directors” means the directors of the Society for the time being;
- (c) “general meeting” means a general meeting of members of the Society, including an annual general meeting, held in accordance with these bylaws and the *Societies Act*;
- (d) “*Interpretation Act*” means the *Interpretation Act* (British Columbia) from time to time in force and all amendments thereto;
- (e) “members” means the members of the Society for the time being;
- (f) “Membership Dues” has the meaning set out in section 2.4;
- (g) “present”, in relation to members or directors being present at a meeting of members or directors, means present in person or participation in such meeting by telephone or other communications medium as permitted under the *Societies Act* or these bylaws;
- (h) “*Societies Act*” means the *Societies Act* (British Columbia) from time to time in force and all amendments thereto; and
- (i) “special resolution” has the meaning ascribed to it in the *Societies Act*.

**1.2 Statutory References**

In these bylaws, a reference to any statute is to that statute as now enacted or as may from time to time be amended, re-enacted or replaced and includes any regulations made thereunder.

**1.3 Extended Meaning**

In these bylaws:

- (a) words importing the singular number include the plural and vice versa, words importing any gender include all genders, and words importing persons include individuals, corporations, limited and unlimited liability companies, general and

limited partnerships, associations, trusts, unincorporated organizations, joint ventures and governmental authorities;

- (b) the term “including” means “including without limitation”; and
- (c) any term that is a variation of a defined term has the corresponding meaning of the defined term.

#### **1.4 Application of *Societies Act* Definitions**

Unless otherwise defined herein or the context otherwise requires, the definitions in the *Societies Act* apply to these bylaws.

#### **1.5 Application of Interpretation Act**

The *Interpretation Act*, with the necessary changes, so far as it is applicable, applies to the interpretation of these bylaws as if these bylaws were an enactment, unless the context otherwise requires.

#### **1.6 Conflict**

If there is a conflict between a definition in the *Societies Act* and a definition or rule in the *Interpretation Act* relating to a term used in these bylaws, the definition in the *Societies Act* will prevail in relation to the use of that term in these bylaws.

#### **1.7 Severability of Invalid Provisions**

The invalidity or unenforceability of any provision of these bylaws will not affect the validity or enforceability of the remaining provisions of these bylaws.

#### **1.8 Effect of Omissions and Errors in Notices**

The accidental omission to send notice of any meeting of members or directors (including any committee appointed as contemplated in section 8.1) to any person entitled to notice or the non-receipt of any notice by any of the persons entitled to notice or any error in any notice not affecting its substance will not invalidate any action or proceeding taken at that meeting or otherwise founded on the notice.

#### **1.9 Signing**

Expressions referring to signing will be construed as including facsimile signatures and the receipt of messages by email or any other method of transmitting writing or legibly recorded messages and indicating thereon that the requisite instrument is signed, notwithstanding that no actual original or copy of an original signature appears thereon.

### **PART 2 – MEMBERSHIP**

#### **2.1 Members**

The members of the Society are:

- (a) persons who apply for incorporation of the Society, and
- (b) those persons who apply to the directors and become members in accordance with these bylaws,

and, in either case, who remain members in accordance with these bylaws.

## **2.2 Application for Membership**

Subject to these bylaws, a person may apply to the directors for membership in the Society by completing such application form as may be approved by the directors from time to time. Upon acceptance by the directors in their discretion of any such application, that person will be a member.

## **2.3 Requirements for Membership**

- (a) Membership is intended for individuals who are, or seek to be, involved with the Society, are committed to upholding the values and interests of the Society and who have a shared interest in advancing the purposes of the Society.
- (b) Each member will inform the Secretary of the Society, or if the Society does not have a Secretary, such other person as the directors may from time to time designate (or failing any such designation, any director), of contact information for such member, which will include
  - (i) the mailing address of the member's residence or (unless the directors determine that a residential address must be provided) the mailing address for an office which is the principal place of business at which a member can usually be contacted during regular business hours, in each case including a correct postal code or equivalent, if any, (or, in the case of a member that is not a natural person, the mailing address (including a correct postal code or equivalent, if any) of the head office or principal place of business of such member); and
  - (ii) the email address of the member, for the purposes of receiving notices from the Society.

This is an ongoing obligation.

- (c) Every member must comply with these bylaws.

## **2.4 Dues**

The directors may from time to time, determine the membership dues, fees, assessments, subscriptions or levies ("**Membership Dues**"), if any, to be paid by members, provided that no Membership Dues will be payable by members to the Society unless the members, at a general meeting, by ordinary resolution, approve the amount of such Membership Dues.

## **2.5 Cessation of Membership**

A person ceases to be a member:

- (a) if the member resigns as a member by delivering (in person, by courier service or other personal method of delivery) his or her written resignation to the Secretary of the Society (or if the Society does not have a Secretary, such other person as the directors may designate for this purpose or, failing any such designation, any director) or mailing or delivering such resignation to the Society at the address of the Society as filed under the *Societies Act*, or sending such resignation by electronic mail transmission to the email address of the Society posted on the Society's website, which resignation will be effective on the later of:
  - (i) the time the resignation is provided to the Society; and
  - (ii) if the resignation specifies that it is to take effect on a specified date, at a specified date and time or occurrence of a specified event
    - A. if a date is specified, the beginning of the specified date;
    - B. if a date and time is specified, the date and time specified; or
    - C. if an event is specified, the occurrence of the event.
- (b) on his or her death;
- (c) on being expelled in accordance with section 2.6; or
- (d) if the person has ceased to be a member in good standing as contemplated in section 2.7, unless such person may bring himself or herself into good standing, as contemplated in section 2.7, in which case the person may again become a member.

## **2.6 Expulsion of a Member**

- (a) A member may be expelled as a member by a special resolution of the members.
- (b) The directors may not expel any member, but may bring a motion to expel any member at a general meeting.
- (c) Notice of a general meeting at which a special resolution for expulsion is proposed to be passed must contain a brief statement of the reasons for the proposed expulsion.
- (d) The member who is the subject of a proposed special resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

## **2.7 Member in Good Standing**

All members are in good standing except a member who:

- (a) in the opinion of the directors, acts in a manner that is detrimental to the Society or, if the directors approve a Code of Conduct for members of the Society, and such Code of Conduct is approved or ratified or confirmed by members of the Society by ordinary resolution, if the member, in the opinion of the directors, does not act in accordance with such Code of Conduct; or
- (b) if the directors and members have approved any Membership Dues that are payable by members as contemplated in section 2.4, a member that has not paid any such Membership Dues that are due and owing by the member to the Society within 60 days of such amount being due, and the member will not be in good standing so long as such amount remains unpaid, provided that, unless the directors otherwise determine, a member who has not paid any such amount may at any time bring himself, herself or itself into good standing in relation to this section 2.7(b) by paying such amount even though it is past due.

If any member may cease to be a member as a result of ceasing to be in good standing as contemplated in section 2.7(b) but subsequently brings himself, herself or itself into good standing as contemplated in this section, the Society will enter into its register of members the date on which the member ceased to be a member and also the date on which the member again became a member as a result of bringing himself, herself or itself into good standing.

## **2.8 Forfeiture**

Any member who ceases to be a member forfeits all rights, privileges, or interests arising from membership in the Society unless and until, if applicable, such member thereafter again becomes a member.

# **PART 3 – MEETINGS OF MEMBERS**

## **3.1 Annual General Meetings**

Subject to the provisions of the *Societies Act*, an annual general meeting must be held at least once in every calendar year provided that this does not apply in respect of the calendar year in which the Society is incorporated.

## **3.2 General Meetings**

- (a) General meetings will be called and held at such time and place, in accordance with the *Societies Act*, as the directors determine.

### **3.3 Notice of Meetings**

- (a) Notice of a general meeting or annual general meeting must be sent to every member of the Society at least 14 days before the meeting and must specify the date, time and location of the meeting.
- (b) A notice of a general meeting must state the general nature of any business, other than ordinary business, proposed to be transacted at the meeting.
- (c) If required by the *Societies Act*, notice of a general meeting must include the text of any special resolution to be submitted to the meeting. Subject to applicable law, notwithstanding that the text of any special resolution proposed to be submitted to a meeting may be included in or with notice of a general meeting, the members of the Society may pass a special resolution with such changes to the text of such resolution as may be approved by the members.

## **PART 4 – PROCEEDINGS AT GENERAL MEETINGS**

### **4.1 Ordinary Business**

At a general meeting, the following business is ordinary business:

- (a) business relating to the conduct of, or voting at, the meeting or the adoption of rules of order;
- (b) the consideration of any financial statements of the Society presented to or placed before the meeting;
- (c) the consideration of the report of the directors on financial statements of the Society (and if applicable, subsidiaries of the Society) and any other report of the directors to the members;
- (d) business arising out of a report of the directors not requiring the passing of a special resolution;
- (e) the consideration of the report of the auditor, if any, or the financial statement or statements of the Society (and, if applicable, subsidiaries of the Society) presented to or placed before the meeting, if applicable, reading of the auditor's report and inquiries directed to the auditor concerning such report and the auditor's answers to such inquiries;
- (f) the election or appointment of directors;
- (g) setting or increasing or changing the number of directors;
- (h) the appointment of an auditor, if the Society is required to have, or decides to have, an auditor;



- (i) if an auditor is appointed, setting the remuneration of the auditor or resolving that such remuneration may be set by the directors; and
- (j) such other business that, under the *Societies Act* or these bylaws, may be transacted at a general meeting without prior notice of the business being given to the members or which does not, under the *Societies Act* or these bylaws, require the passing of a special resolution.

#### **4.2 Quorum**

- (a) Subject to section 4.4, if the number of voting members of the Society is fewer than the quorum provided for in section 4.2(b), the quorum for the transaction of business at a general meeting is all of the voting members.
- (b) Subject to section 4.4 and 4.2(a), if the number of voting members of the Society is three or greater, a quorum for the transaction of business at a general meeting is three voting members or such a greater number that the members may from time to time determine by ordinary resolution.
- (c) Subject to section 4.3(a)(i), other than the election of a chair and the adjournment or termination of the meeting, no business may be conducted at a general meeting at a time when a quorum of voting members is not present.

#### **4.3 Lack of Quorum**

- (a) If within 30 minutes from the time set for the holding of a general meeting a quorum is not present:
  - (i) in the case of a general meeting convened at the requisition of members, the meeting will be terminated; and
  - (ii) in the case of any other meeting, the meeting will be adjourned to the same day in the next week, at the same time and place.
- (b) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned.

#### **4.4 Quorum at Succeeding Meeting**

If at an adjourned meeting referred to in section 4.3(a)(ii) a quorum is not present within 30 minutes from the time set for the adjourned general meeting, the voting members present will constitute a quorum for the purposes of that meeting.

#### **4.5 Chair**

Subject to section 4.6, the following individual is entitled to preside as chair at any general meeting:

- (a) the chair of the board of directors, if any; and
- (b) if there is no chair of the board or if the chair of the board is absent or unwilling to act as chair of the general meeting, the president of the Society, if any.

#### **4.6 Alternate Chair**

If at a general meeting:

- (a) the Society does not have a chair of the board of directors or president, or the chair of the board of directors, if any, or president, if any, is not present within 15 minutes after the time set for the holding of the meeting; or
- (b) the chair of the board of directors, if any, or president, if any, are unwilling to act as the chair of the meeting;

the directors present may choose one of their number to be chair of the meeting, or if no director is present or if all of the directors present decline or are unwilling to act as chair of the meeting, the members in good standing present may choose a member in good standing present to chair the meeting.

#### **4.7 Cancellation of a Meeting**

A general meeting may be cancelled by the Society at any time prior to the holding of the meeting upon such notice or communication to members, if any, as the directors may determine.

#### **4.8 Postponement or Adjournment of a Meeting**

- (a) A general meeting may be postponed by the Society at any time prior to the holding of the meeting upon such notice or communication to members, if any, as the directors may determine, and the postponed meeting may be held at such date and time and, subject to the *Societies Act* and these bylaws, at such location as the directors determine.
- (b) Subject to section 4.3(a)(ii), a general meeting may be adjourned from time to time and from place to place but no business may be conducted at the continuation of an adjourned meeting other than the business left unfinished at the adjourned meeting.
- (c) Except as otherwise provided in this bylaw, it is not necessary to give notice of adjournment of a general meeting or continuation of an adjourned meeting or of the business to be transacted at a continuation of an adjourned meeting. When a general meeting is adjourned for 30 days or more, notice of the continuation of an adjourned meeting must be given.

#### **4.9 Procedure at Meetings**

Subject to the express provisions of these bylaws, the directors may determine the procedures to be followed at any general meeting, including the rules of order. Subject to the foregoing, and to the express provisions of these bylaws, the chair of a general meeting may determine the procedures to be followed at any meeting in all respects.

#### **4.10 Rules not Retroactive**

A rule or decision made by the Society in a general meeting does not apply to events or acts that occurred before the rule was made and no such rule or decision will invalidate a prior act of the directors that would have been valid if that rule had not been made.

#### **4.11 Chair has no Casting or Second Vote**

The chair of a general meeting does not have a casting or second vote at the meeting in addition to the vote to which the chair may be entitled as a member.

### **PART 5 – RESOLUTIONS OF MEMBERS**

#### **5.1 Resolutions**

A resolution proposed at a general meeting does not need to be seconded, and the chair of a meeting may move or propose a resolution.

#### **5.2 Voting**

- (a) A member that is in good standing present at a general meeting is entitled to one vote in respect of any matter voted on at a general meeting. A member who is not in good standing may not (i) vote at a general meeting, or (ii) consent to a resolution of members.
- (b) In the case of an equality of votes cast at a general meeting, the chair of the meeting does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member or proxy holder.
- (c) Subject to the provisions of the *Societies Act*, voting at a general meeting may be by show of hands, or by poll or ballot, as determined by the directors or by the chair of the meeting as contemplated in section 4.9 or, in the case of any members who, being entitled to do so, are participating in and voting at a meeting by telephone or other communications medium, be conducted in such manner as may be determined by the directors or by the chair of the meeting as contemplated in section 4.9.

#### **5.3 Voting by Proxy**

Voting by Proxy is not permitted.

#### **5.4 Voting by Other Means**

- (a) A member who is entitled to participate in a general meeting may participate, including voting at the meeting:
  - (i) in person; or
  - (ii) unless the directors may determine otherwise in respect of any general meeting, by telephone or other communications medium if all the persons participating in the meeting, whether by telephone or other communications medium or in person, are able to communicate with each other.
- (b) A member who participates in a meeting in the manner contemplated by section 5.5(a)(ii) is deemed for all purposes of these bylaws to be present at the meeting.
- (c) Without limiting the generality of section 4.9, the directors or the chair of a general meeting, pursuant to section 4.9, may determine the procedures to be followed at any general meeting in respect of the following:
  - (i) determination of which members participating in a meeting in the manner contemplated by section 5.5(a)(ii) are present, or remain present throughout or during the meeting; and
  - (ii) the manner in which, in respect of any voting members participating in such manner communicate or confirm their vote on any matter at the meeting, and verification of the identity of any member so voting and confirming how such members are casting their votes and voting by any voting members must be made in accordance with such determinations which will be deemed to be the rules respecting how such voting is to occur.

#### **5.5 Result of Vote**

A declaration by the chair of a meeting that a resolution or motion has been carried, or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the minutes of the meeting of the members, will be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour or against the resolution or motion. Any minutes of a meeting which have been signed by the chair of the meeting will be prima facie evidence of the matters stated therein.

### **PART 6 – DIRECTORS**

#### **6.1 Powers of Directors**

The directors will manage, or supervise the management of, the activities and internal affairs of the Society and may administer the affairs of the Society in all things and make or cause to be

made for and on behalf of the Society, in its name, any kind of contract (including any lease) which the Society may lawfully make or enter into and may exercise all the powers of the Society and do all such acts and things as the Society may exercise and do, and that are not by these bylaws or by statute lawfully directed or required to be exercised or done by the members of the Society in a general meeting.

## **6.2 Liability**

Subject to the provisions of the Societies Act, the directors will not be liable for any action taken or omitted to be taken by them in good faith or for the acts of any agent, employee or trustee selected by them with reasonable care or any act or omission of any other director or directors.

## **6.3 Requirements of Directors**

- (a) Subject to section 6.3(b), any individual who is a member of the Society in good standing is eligible for nomination, election or appointment as a director. However, the failure of a director to be a member or be a member in good standing does not invalidate his or her nomination, election, appointment or continuance as a director.
- (b) Despite subsection (a) above, an individual is not qualified to be a director if the individual is not qualified to be a director of a society pursuant to the provisions of the *Societies Act*.

## **6.4 Number of Directors**

The Society will have at least three and no more than seven directors. The actual number of directors within the minimum and maximum may be determined from time to time by resolution of the directors.

## **6.5 Election of Directors**

- (a) The first directors will cease to hold office at the close of the first annual general meeting following the incorporation of the Society, but, subject to the other provisions of these bylaws, will be eligible for re-election.
- (b) At every annual general meeting, voting members may nominate directors and will elect or appoint a board of directors consisting of the number of directors required for the time being determined under section 6.4.
- (c) Directors elected at an annual general meeting will be elected for a term expiring at the close of the next annual general meeting after the director's election or appointment, at which time such directors will cease to hold office but, subject to the other provisions of these bylaws, will be eligible for re-election.
- (d) A separate election must be held for each office to be filled.

## **6.6 Failure to Elect Directors**

- (a) If the Society fails to hold an annual general meeting in accordance with the *Societies Act*, or the Society or the members fail, at an annual general meeting, to elect or appoint any directors, each director then in office will continue to hold office until the earlier of:
  - (i) the time at which his or her successor is elected or appointed, and
  - (ii) the date on which he or she otherwise ceases to hold office under the *Societies Act* or these bylaws.
- (b) If, at an annual general meeting of members at which there should be an election of directors, the number of directors elected is less than the number of directors then determined pursuant to section 6.4, one or more of the directors ceasing to hold office who are not re-elected, not exceeding a number which, together with the directors that have been elected, will not exceed the number of directors then determined pursuant to section 6.4, may be asked by the directors that have been elected to continue in office, and, in that case, each director that ceased to hold office so asked that is willing to do so, will continue in office until his successor is elected by the members or until he or she otherwise ceases to hold office under these bylaws. If any such continuance of directors does not result in the election or continuance of the number of directors then determined pursuant to section 6.4, the number of directors of the Society will be deemed to have been determined at the greater of
  - (i) three, and
  - (ii) the number of directors actually elected or continuing in office.
- (c) An act or proceeding of the directors or of the Society is not invalid merely because fewer than the required number of directors have been designated, elected or appointed or because the requirements of the *Societies Act* regarding the number of directors, residency of directors or entitlement of directors to receive remuneration are not met.

## **6.7 Appointment of Directors**

- (a) The directors may at any time and from time to time, by resolution of the directors, appoint a member in good standing as a director to fill a vacancy in the directors, including a vacancy that occurs as a result of the removal of a director as contemplated in section 6.10 or as a result of an annual general meeting of members failing to elect the number of directors then determined under section 6.4.
- (b) A director so appointed holds office only until the close of the next annual general meeting, but is eligible for re-election at that meeting.

## **6.8 Termination of Office**

A director elected or appointed in accordance with these provisions will hold office until the term of office of that director expires in accordance with these bylaws, the director ceases in accordance with these bylaws to hold office, the director resigns or dies, or the director is removed from office in accordance with the provisions of the *Societies Act* or section 6.10.

## **6.9 Resignation of Directors**

- (a) A director may resign by providing a resignation in writing to the Society. Such resignation will take effect as provided under the *Societies Act*.
- (b) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors may, pursuant to section 6.7, appoint a member in good standing to take the place of the former director.

## **6.10 Removal of Directors**

- (a) The voting members may, by special resolution, remove a director and may, by ordinary resolution, elect or appoint a member in good standing as a director for the balance of the term of the removed director.
- (b) Notice of a general meeting at which a special resolution for removal of a director is proposed to be passed will contain or be accompanied by a brief statement of the reasons for the proposed removal and a copy of the notice and such statement will be given to the director proposed to be removed.
- (c) The director who is the subject of the proposed resolution for removal will be given an opportunity to be heard at the meeting before the special resolution is put to a vote.
- (d) Nothing in this section will affect the right or ability of the voting members to pass a special resolution to remove a director by a resolution consented to in writing by all the voting members.

## **6.11 Remuneration and Expenses**

- (a) Subject to the provisions of the *Societies Act* and the regulations thereunder, the directors will be entitled to such remuneration for being or acting as directors, if any, as the directors may from time to time determine or approve. Any such remuneration for being a director may be in addition to any salary or other remuneration or compensation paid to any officer or employee of the Society, as such, who is also a director. Without limiting the generality of the foregoing, the remuneration payable to a director may include remuneration in respect of a director performing any professional or other services to the Society that are outside of the ordinary duties of the director, or for other services a director may otherwise be specially or specifically occupied in or in relation to the Society's activities, which remuneration may be either in addition to or in substitution for

any other remuneration that such director may otherwise be entitled to receive. To the extent so restricted by the *Societies Act*, a majority of the directors must not receive or be entitled to receive remuneration from the Society under contracts of employment or contracts for services, other than remuneration for being a director.

- (b) Subject to the provisions of the *Societies Act* and the regulations thereunder, directors will be reimbursed for reasonable expenses necessarily incurred by the director in performing his or her duties as a director. To the extent permitted and not prohibited under the *Societies Act*, the Society may indemnify a director or former director of the Society (and any individual who is or was a director or who holds or held an equivalent position in a subsidiary of the Society), and his or her representatives, and must indemnify such persons to the extent required under the *Societies Act*, against penalties to which they are or may be liable, and expenses actually and reasonably incurred by them by reason of the director or former director, or other eligible party, being or having been a director, or holding or having held an equivalent position in a subsidiary of the Society. The Society may purchase and maintain insurance, for the benefit of directors or former directors, and individuals who hold or held an equivalent position in a subsidiary of the Society, and their representatives, against liability that may be incurred by reason of the director or other eligible party being or having been a director or holding or having held an equivalent position in a subsidiary of the Society.

## **PART 7 – PROCEEDINGS OF DIRECTORS**

### **7.1 Meetings of Directors**

- (a) Any director may convene a meeting of the directors at any time and, on the request of a director, the Secretary of the Society will convene a meeting of the directors.
- (b) The directors may meet at such times and places they think fit to conduct business and may adjourn and otherwise regulate their meetings and proceedings, as they see fit, consistent with the provisions of these bylaws.
- (c) A director who is entitled to participate in, including vote at, a meeting of directors or of a committee of directors may participate:
  - (i) in person, or
  - (ii) by telephone or other communications medium if all directors participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other.

A director who participates in a meeting in a manner contemplated by this section is deemed for all purposes of these bylaws to be present at the meeting.



- (d) The directors, or committees of the directors, may in their discretion permit persons that are not directors or members of the committee, including officers and, if applicable, employees of the Society, or members (including representatives of members that are not natural persons), to attend meetings of the directors or committee, and may hold meetings without any persons that are not directors being present.
- (e) The president will preside over all directors meetings.

## **7.2 Quorum**

The directors may from time to time set or determine the quorum necessary to conduct the business of the directors, and, unless otherwise so set or determined, the quorum will be a majority of the directors then in office. A director that has an interest in a contract or transaction to be considered at a meeting of the directors or any committee thereof will be counted in the quorum at the meeting notwithstanding such director's interest, whether or not the director votes on any or all of the resolutions or matters considered at the meeting.

## **7.3 Chair**

Meetings of the directors will be chaired by:

- (a) such director appointed by special resolution of the directors;
- (b) the president of the Society; or
- (c) any other director chosen by the directors if:
  - (i) neither the chair of the board, if any, nor the president, if any, if the president is a director, is present at the meeting within 30 minutes of the time set for holding the meeting;
  - (ii) neither the chair of the board, if any, nor the President, if any, if the president is a director, is willing to chair the meeting; or
  - (iii) the chair of the board, if any, and the president, if any, if the president is a director, have advised the secretary of the Society, if any, or any other director, that they will not be present at the meeting, and they are not in fact present at the meeting.

## **7.4 Notice**

Subject to sections 1.8 and 7.5, if a meeting of directors is called under section 7.1, notice of that meeting will be given to each director not less than 24 hours before the time when the meeting is to be held, specifying the place, date and time of that meeting:

- (a) by mail addressed to the director's address as it appears on the books of the Society or any other address provided to the Society by the director for this

purpose, provided it is mailed at least ten days before the time when the meeting is to be held;

- (b) by leaving it at the director's address as it appears on the books of the Society or any other address provided to the Society by the director for this purpose;
- (c) orally, including by telephone, leaving a message through voice mail or on other recorded media; or
- (d) by e-mail, fax or any other method of reliably transmitting messages.

## **7.5 Notice Not Required**

It is not necessary to give notice of a meeting of directors to a director if:

- (a) the meeting is held immediately following a general meeting at which that director was elected or if the meeting is the meeting of directors at which that director is appointed; or
- (b) the director waives notice of the meeting.

## **7.6 Waiver of Notice**

- (a) Any director may provide or send to the Society a document signed by the director waiving notice of any past, present or future meeting of the directors (and of any committees of the directors of which the director is a member), either with respect to one or more specified meetings, or meetings which may be held within a specified time period, and may, at any time, withdraw any waiver previously given with respect to meetings held after that withdrawal, by document signed by the directors and provided or sent to the Society. For greater certainty, a waiver of notice with respect to any meeting of directors (or a committee of directors) may be given or provided to the Society before or after the calling or holding of such meeting.
- (b) If a director provides or sends to the Society a waiver of notice with respect to any meeting as contemplated in section 7.6(a) (including a meeting that may have been held before the director provides or sends the waiver) unless the director in such waiver otherwise may require, no notice of any meeting in respect of which the director has provided such waiver need to be sent or given to the director unless and until such waiver is withdrawn prior to the date of holding any meeting in respect of which the director may withdraw such waiver and any such meeting may be held without notice being given to the director and such meeting, and any action or proceeding taken at such meeting, will not be invalidated because of any failure or omission to give notice to, or the non-receipt of any notice by, that director.
- (c) Attendance of a director at a meeting of directors (or of any committee of directors) will constitute a waiver of notice of the meeting unless the director

attends the meeting for the purpose of objecting to the transaction of any business on the grounds that the meeting has not lawfully been convened.

## **7.7 Voting**

- (a) At all meetings of directors and committees appointed pursuant to section 8.1, every question will be decided by a majority of votes cast on the question.
- (b) In the case of an equality of votes, the chair of the meeting will not have a second or casting vote.
- (c) A resolution proposed at a meeting of directors or committee need not be seconded, and the chair of a meeting may move or propose a resolution.
- (d) A resolution of the directors or of any committee of directors:
  - (i) may be passed without a meeting, or whether or not a meeting has been held:
    - A. in all cases if each director entitled to vote on the resolution signs or consents to it in writing; or
    - B. in the case of a resolution to approve a proposed contract or transaction with the Society in which one or more directors is, directly or indirectly, interested and each such director has disclosed the nature and extent of the interest to each of the other directors as required pursuant to the Societies Act, if each of the other directors who has not made such disclosure and who is entitled to vote on the resolution signs or consents in writing to the resolution; and
  - (ii) any such resolution passed in accordance with section 7.7(d)(i) may be signed or consented to in one or more counterparts, which together will constitute one resolution and will be as valid and effective as if it had been passed at a meeting of the directors (or committee of directors, as applicable) that satisfies all of the requirements of these bylaws relating to meetings of directors or of a committee of directors. Any resolution signed or consented to in writing as contemplated in this section 7.7(d) will be kept with the minutes of the meetings or proceedings of the directors.

## **PART 8 – COMMITTEES OF DIRECTORS**

### **8.1 Appointment**

The directors may, by resolution of the directors:

- (a) appoint one or more committees consisting of the director or directors that they consider appropriate or consisting of one or more directors and one or more members that are not directors;

- (b) delegate (subject to such conditions, if any, as may be set out in the resolution of the directors making such delegation, or any subsequent resolution of the directors) to a committee appointed under paragraph (a) any, but not all, of the powers of the directors provided that the directors may not delegate to any committee:
  - (i) the power to appoint a member as a director to fill a vacancy in the directors;
  - (ii) the power to appoint one or more committees or delegate any powers to any committee, revoke the authority of any committee, or override a decision made by any other committee, terminate the appointment of, or change membership of any committee, or fill vacancies in a committee;
  - (iii) appoint senior managers or other officers or terminate the appointment of any senior manager or other officer appointed by the directors; and
- (c) any committee, a majority of the members of which consist of members that are not directors, will not have, and the directors will not delegate to any such committee, any of the powers of the directors. Any such committee may perform an advisory role, and may conduct activities as may be directed by the directors, but will not have any of the powers of the directors.

## **8.2 Duties**

Any committee appointed under section 8.1, in the exercise of the powers delegated to it, must:

- (a) conform to any rules that may from time to time be imposed on it by the directors; and
- (b) report every act or thing done in exercise of those powers at such times as the directors may from time to time determine, or, failing such determination, at the earliest meeting of the directors held after the act or thing has been done.

## **8.3 Powers of Directors**

The directors may, at any time with respect to any committee appointed under section 8.1:

- (a) revoke or alter the authority given to a committee or override a decision made by a committee, except as to acts done before such revocation, alteration or overriding;
- (b) terminate the appointment of, or change in membership of, a committee; and
- (c) fill vacancies in a committee.

## **8.4 Committee Meetings**

Subject to section 8.2(a) and unless the directors otherwise provide in the resolutions appointing the committee or in any subsequent resolution, with respect to any committee appointed under section 8.1:

- (a) the members of a committee may meet and postpone meetings as they deem fit;
- (b) a committee must elect a chair of its meetings but, if no chair is elected or if at a meeting the chair is not present within 15 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their members to be the chair of the meeting;
- (c) a majority of the members of a committee constitutes a quorum of the committee; and
- (d) at all meetings of the committee, every question will be decided by a majority of votes cast on the question, and in the case of an equality of votes, the chair of the meeting will not be entitled to a second or casting vote.

## **PART 9 – OFFICERS**

### **9.1 Officers Appointment**

- (a) The directors may from time to time appoint such officers of the Society as the directors determine.
- (b) The Society will appoint a president, vice-president, secretary and treasurer.
- (c) The vice-president will carry out the duties of the president in the president's absence.
- (d) The secretary will:
  - (i) conduct the correspondence of the Society;
  - (ii) issue notices of meetings of the Society and directors;
  - (iii) keep minutes of all meetings of the Society and directors;
  - (iv) have custody or responsibly delegate the safekeeping of all records and documents of the Society, except those required to be kept by the treasurer;
  - (v) have custody of the common seal of the Society; and
  - (vi) maintain the register of members.
- (e) The treasurer will:

- (i) keep the financial records, including books of account, necessary to comply with the Society Act, and
  - (ii) render financial statements to the directors, members and others when required.
- (f) The offices of secretary and treasurer may be held by one individual known as the secretary treasurer.
- (g) An alternate secretary must be appointed by the directors in the absence of the secretary from any meeting thereof.

## **9.2 Duties, Powers and Term of Appointment**

In addition to Section 9.1, the directors may, from time to time, for any office which the directors intend that the Society should have, or any officer:

- (a) determine the functions of such office or that the officer is to perform;
- (b) delegate and entrust to and confer on the officer any of the powers exercisable by the directors on such terms and conditions and with such restrictions as the directors may determine or approve;
- (c) revoke, withdraw, alter or vary all or any of the duties, functions and powers of the officer; and
- (d) remove the officer or otherwise terminate the appointment of the officer at any time.

## **9.3 Remuneration, Expenses, Indemnification and Insurance**

- (a) Subject, if applicable, to the provisions of the *Societies Act* and the regulations thereunder, the officers of the Society will be entitled to such remuneration for acting as officers, if any, as the directors may from time to time determine or approve. Except as otherwise determined or approved by the directors, no officer will be remunerated for being or acting as an officer. In the discretion of the directors, officers will be reimbursed for all reasonable expenses necessarily incurred by the officer in performing his or her duties as an officer.
- (b) To the extent permitted, and not prohibited, under the *Societies Act*, the Society may indemnify an individual who is or was a senior manager (and, if permitted under the *Societies Act*, other officers) or who holds or held an equivalent position in a subsidiary of the Society, and his or her representatives, and must indemnify individuals that are or who were senior managers (and if applicable, other officers) or who hold or held an equivalent position in a subsidiary of the Society, and their representatives as required under the *Societies Act*, against penalties to which he or she is or may be liable and expenses actually and reasonably incurred by them by reason of the senior manager (or, if applicable,

other officer), or other eligible party, being or having been a senior manager (or, if applicable, other officer), or holding or having held and equivalent position in a subsidiary of the Society.

- (c) The Society may purchase and maintain insurance, for the benefit of senior managers or former senior managers, and individuals who hold or held an equivalent position in a subsidiary of the Society, and their representatives, against liability that may be incurred by reason of the senior manager (or, if applicable, other officer), or other eligible party, being or having been a senior manager (or, if applicable, other officer), or holding or having held an equivalent position in a subsidiary of the Society.

## **PART 10 – CONFLICTS OF INTEREST**

### **10.1 Disclosure of Interest of Directors**

- (a) If at any time any director of the Society has a direct or indirect material interest in
  - (i) a contract or transaction, or a proposed contract or transaction, of the Society, or
  - (ii) a matter that is or is to be the subject of consideration by the directors, if that interest could result in the creation of a duty or interest that materially conflicts with that director's duty or interest as a director of the Society,such director must disclose fully and promptly to the other directors the nature and extent of the director's interest.
- (b) If at any time any senior manager or other officer of the Society has a direct or indirect material interest in
  - (i) a contract or transaction, or a proposed contract or transaction, of the Society, or
  - (ii) a matter that is or is to be the subject of consideration by the directors, if that interest could result in the creation of a duty or interest that materially conflicts with the senior manager or officer's duty or interest as a senior manager or officer of the Society,he or she must disclose fully and promptly to the directors the nature and extent of his or her interest.
- (c) As and to the extent required under, and subject to the exceptions and exclusions contained in, the *Societies Act*, a director to whom this section applies must:

- (i) abstain from voting on a directors' resolution or consenting to a consent resolution in respect of the contract or transaction or matter in which the director has an interest as contemplated in this section;
  - (ii) leave the directors' meeting, if any,
    - A. when the contract, transaction or matter is discussed, unless asked by the other directors to be present and provide information, and
    - B. when the other directors vote on the contract, transaction or matter; and
  - (iii) refrain from any action intended to influence the discussion or vote.
- (d) As and to the extent required under, and, if applicable, subject to any exceptions and exclusions contained in, the *Societies Act*, a senior manager of the Society to whom this section applies must:
- (i) if the contract, transaction or other matter in which the senior manager has an interest as contemplated in this section is to be discussed at a directors' meeting at which the senior manager is present, leave the directors' meeting, if any,
    - A. when the contract, transaction or matter is discussed, unless asked by the directors to be present and provide information, and
    - B. when the directors vote on the contract, transaction or matter; and
  - (ii) refrain from any action intended to influence the discussion or vote.
- (e) A director that has an interest in a contract or transaction to be considered at a meeting of the directors will be counted in a quorum for the meeting notwithstanding such director's interest.

## **PART 11 – SEAL**

### **11.1 Seal**

The Society may have and use a seal which bears the name of the Society and which may be reproduced by a rubber stamp, an impression seal or other convenient means.

### **11.2 Who May Use the Seal**

The seal of the Society may be affirmed or impressed or reproduced on any agreement, contract, instrument or other document or record (herein referred to as a "record") where such record, or the signing or execution thereof, have been authorized or approved by any resolution of the directors or, failing such authorization or approval, may be affixed or impressed or reproduced upon any record as may be authorized or approved by any director or by the



President of the Society, if any (where the signing by any director or, if applicable, the President of the Society, of any record on which this seal has been affixed or impressed or reproduced will be conclusive evidence of such authorization or approval). In addition, the seal of the Society may be affixed or impressed or reproduced on any record, or copy of a record, including any resolutions consented to in writing by the directors (or any committee thereof) or the text of any resolution passed at a meeting of the directors (or any committee thereof) or members, for the purpose of authentication or certification by or on behalf of the Society of any record or true copy of any resolution or other record.

## **PART 12 – FINANCES**

### **12.1 Borrowing Powers**

The directors may, on behalf of and in the name of the Society:

- (a) borrow money;
- (b) issue bonds, debentures, notes or other evidences of debt obligations or indebtedness:
  - (i) at any time;
  - (ii) to any person; and
  - (iii) for any consideration;
- (c) give security for borrowed money or to secure money obligations;
- (d) otherwise borrow, raise or secure the payment or repayment of money;
- (e) otherwise raise and borrow money in any manner and amounts, on such security or without security, from any sources or persons and upon any terms and conditions;
- (f) guarantee the repayment of money by any person or the performance of any obligation and upon any terms and conditions;
- (g) incur, evidence, or secure the payment or repayment of, or performance of, any indebtedness or obligation of the Society in any manner and upon any terms and conditions, including, without limiting the generality of the foregoing, by the issuance of notes, bonds, debentures or any mortgage, charge or other security, whether specific, fixed or floating, on the undertaking or on the whole or any part of the assets (both present and future) of the Society;

as the directors may from time to time determine or approve.

In addition, without limiting the generality of any other provision of these bylaws, the directors may, on behalf of and in the name of the Society, obtain goods and services on account with

suppliers for such amounts as may be reasonably incurred in providing goods or services to the Society, and make payment of such accounts.

## **12.2 Investment of Society Funds**

The Society may invest its funds in any investments which the directors, in their discretion, consider to be prudent and in the best interests of the Society or in any investment in which a prudent investor might invest.

# **PART 13 – AUDITOR**

## **13.1 Auditor**

The directors may determine that the Society should have an auditor. If the directors make such a determination, they may pass a resolution of the directors, which resolution will specifically record the determination by the directors that the Society should appoint an auditor. Unless the directors pass such a resolution, the Society will not have an auditor but the directors may from time to time choose to engage or retain the services of an auditor for specific purposes, including to audit one or more financial statements of the Society and to make a report in respect of such financial statements, but, unless the directors, by resolution, specifically determine that the Society should appoint an auditor, any such engagement or retention and provision by the auditor of such services will not constitute the appointment of an auditor of the Society and any such auditor so engaged or retained will not be the auditor of the Society.

## **13.2 Appointment or Election**

- (a) If the directors determine that the Society should have an auditor, the directors may appoint, or may propose that the members of the Society by ordinary resolution appoint, an auditor as the auditor of the Society, in each case, to hold office until the close of the next annual general meeting.
- (b) If an auditor is appointed as contemplated in section 13.2(a), subject to section 13.2(c), at each annual general meeting after such appointment the voting members, by ordinary resolution, will appoint an auditor to hold office until the close of the next annual general meeting.
- (c) After an auditor has been appointed as contemplated in section 13.2(a), the directors, by resolution of the directors, may determine that the Society will no longer have an auditor, commencing at the close of the next annual general meeting. In such event, at the next annual general meeting following that determination, unless the director otherwise determine prior to such meeting, no resolution will be passed appointing an auditor, and an auditor will not be appointed, and the auditor in office prior to the close of such annual general meeting will not continue as auditor following the close of such annual general meeting and the Society will cease to have an auditor. The determination that the Society will no longer have an auditor will not constitute removal of the auditor.

- (d) If the Society has an auditor, but there is a vacancy in the office of the auditor created by resignation, death or otherwise, other than a removal under section 13.3, the directors may appoint an auditor to fill any vacancy in the office of the auditor to hold office until the close of the next annual general meeting.
- (e) If an auditor is appointed as contemplated in section 13.2(a) and thereafter the Society ceases to have an auditor as contemplated in section 13.2(c), thereafter the directors may determine, by resolution of the directors, that the Society should again have an auditor. If the directors make such a determination, the directors may again appoint, or may propose that the members of the Society by ordinary resolution again appoint, an auditor pursuant to section 13.2(a) to hold office until the close of the next annual general meeting.
- (f) The directors may set the remuneration of any auditor of the Society, provided that, if the directors so decide or determine, the remuneration of the auditor may be determined by the members of the Society, by ordinary resolution.
- (g) No director, officer, or employee of the Society may be the auditor.

### **13.3 Removal of Auditor**

If an auditor is appointed as contemplated in section 13.2, the Society may, by ordinary resolution passed at a general meeting called for the purpose (which may include an annual general meeting), remove an auditor before the expiration of the auditor's term of office, and must, by ordinary resolution passed at that meeting, appoint a person as auditor for the remainder of the term of office of the auditor who was removed. If so removed, an auditor must be promptly informed in writing of his or her removal.

## **PART 14 – RECORDS**

### **14.1 Place of Records**

The directors will ensure that all records of the Society required by the *Societies Act* to be kept at the Society's registered office are kept at the registered office of the Society, as required under the *Societies Act*, provided that, subject to compliance with the *Societies Act*, the directors may by resolution of the directors permit some of the records or classes of records, including its financial records, to be kept at a location or locations in British Columbia other than the registered office of the Society. The directors will oversee preparation of minutes of meetings of the members, directors and any committee of the directors and the custody thereof, which minutes will be kept in such form as the directors may approve (which may, but need not, include electronic form) at the registered office of the Society or such other place in British Columbia as may be determined by resolution of the directors.

### **14.2 Inspection of Documents**

- (a) The records, including the accounting records of the Society, required to be kept by the Society pursuant to the *Societies Act* will be open for inspection and

examination by any director (but, for greater certainty, unless the directors may otherwise determine, not any agent or representative of a director that is not themselves a director) at the place where such records are kept.

- (b) Subject to section 14.2(c), the records required to be kept by the Society pursuant to the *Societies Act* will be open for inspection and examination by any member (but, for greater certainty, unless the directors may otherwise determine, not any agent or representative of a member that is not themselves a member) at any time during normal business hours at the place where such records are kept, provided that:
  - (i) the directors may, subject to provisions of the *Societies Act*, by resolution of the directors, approve or impose restrictions on members' rights to inspect the Society's register of members if the directors are of the opinion that the inspection would be harmful to the Society or to the interests of one or more of its members; and
  - (ii) the Society may impose a reasonable period of notice before which, and reasonable restrictions on the times during which, a member may inspect a record, including the Society's register of members, as may be determined or approved by the directors from time to time; and
  - (iii) where any agent may be retained by the Society to keep or maintain any records of the Society, subject to any restrictions referred to in clauses (i) or (ii), the records kept or maintained by such agent will be open for inspection during such periods of time as may be determined by such agent, or, failing such determination, during normal business hours at the place where such records are kept, provided that, in each case, unless the directors otherwise determine, the records will be open for inspection and examination by any member during at least two consecutive normal business hours in each business day.
- (c) Unless the directors, by resolution of the directors, otherwise determine or approve, a member of the Society will only be entitled to inspect records of the Society that the *Societies Act* requires the Society to keep and expressly permits members of a society to inspect, and, without limiting the generality of the foregoing, will not (unless the member is a director and acting in that capacity in connection with exercising the powers and performing the functions of a director of the Society), be entitled to inspect:
  - (i) minutes of meetings of directors, or committees thereof, including resolutions or the text of resolutions passed at such meetings;
  - (ii) copies of consent resolutions of directors and consents to such resolutions; or

- (iii) accounting records of the Society (other than the financial statements of the Society and an auditor's report, if any, on those financial statements)

required pursuant to the *Societies Act* to be kept at the Society's registered office, other than such portions of those records that the Society is required to keep pursuant to the *Societies Act* that evidences a disclosure by a director or senior manager required to be evidenced in such reports, to the extent members are permitted to inspect such portion of such records under the *Societies Act*.

- (d) Unless the directors, by resolution of the directors, otherwise determine or approve, a person other than a director or member of the Society may not inspect a record the Society is required to keep under the *Societies Act*. Except to the extent otherwise expressly provided under the *Societies Act*, or otherwise required by law, no person other than a member or director may inspect the Society's register of members. If the directors determine to approve a person other than a director or member of the Society having any right to inspect any records the Society is required to keep under the *Societies Act*, or other record kept or maintained by the Society, the directors may determine or approve which records any such person may inspect and the Society may impose a reasonable period of notice before which, and reasonable restrictions on the times during which, any such person may inspect a record, and may charge a reasonable fee, not to exceed the fee, if any, specified in or calculated in accordance with the regulations under the *Societies Act*, for any such inspection, as may be determined or approved by the directors from time to time.
- (e) The Society will provide a copy of financial statements of the Society required under the *Societies Act* to directors, members and other persons as required under the *Societies Act*.
- (f) If the Society appoints an auditor as contemplated in section 13.2, the auditor will have a right to access the Society's records as required under the *Societies Act*.
- (g) The Society will provide to directors or members of the Society, as required under the *Societies Act*, a copy of any record of the Society which the Society is required under the *Societies Act* to provide to such director or members.
- (h) Except as otherwise provided in this section 14.2, no records of the Society (including minutes of any meeting of directors of the Society or any committee thereof or other committee contemplated in these bylaws or resolutions consented to in writing by directors, or any committees, and the register of members and the register of directors kept by or on behalf of the Society) will be open for inspection by any person except to such extent, at such time and upon such conditions as the directors may from time to time determine.
- (i) Without limiting the generality of the preceding provisions of this section 14.2, the directors may impose reasonable restrictions and conditions regarding any

inspection or examination referred to in section 14.2(h), which restrictions or conditions may be imposed either before or after the Society receives a request from a person for inspection or examination of any records, and may include restrictions and conditions provided that the person making the examination or inspection will not be entitled to a copy of any record inspected or examined, or only entitled to a copy of any record on payment of a reasonable charge (which, unless the directors otherwise determine, is not anticipated to exceed \$0.50 for each page copied).

## **PART 15 – NOTICES**

### **15.1 Method**

A notice may be given to a member personally, by mail to the address of the member as recorded in the register of members of the Society or to the address of the member provided by the member in the member's application form referred to in section 2.2, or such other address as the member may have informed the Society as contemplated in section 2.3(b), or to the email address provided by the member in the member's application form referred to in section 2.2, or such other email address as the member may have informed the Society as contemplated in section 2.3(b) (and the member by providing such email address will be deemed to have consented to providing notice by electronic means to such email address).

### **15.2 Deemed Receipt**

A notice given to a member:

- (a) sent by mail is deemed to have been given when the notice was properly addressed and put in a Canadian post office receptacle and is deemed to have been received by the person to whom it was mailed on the business day following the date of mailing;
- (b) sent by email is deemed to have been given on the day it was emailed and deemed to have been received by the person to whom it was emailed on the day following the day on which it was emailed.

### **15.3 Persons Entitled to Notice**

- (a) Subject to the provisions of the *Societies Act* regarding requisitions for general meetings, waiver of notice and accidental omission to send a notice or non-receipt of a notice, the Society will give notice of a general meeting to:
  - (i) every member shown on the register of members of the Society; and
  - (ii) the auditor, if an auditor of the Society has been appointed pursuant to section 13.2.
- (b) No other person is entitled to receive a notice of a General Meeting.

## PART 16 – BYLAWS

### 16.1 Copies of Constitution and Bylaws

On becoming a member, each member will be entitled to receive, on request and without charge, a copy of the constitution and bylaws of the Society. Prior to any member requesting a copy of these documents, as determined by the directors, the Society may send a copy of these documents to any member following such member becoming a member, or may make such documents available to members on the Society's website.

### 16.2 Change of Bylaws

These bylaws must not be altered unless the alteration has been authorized by special resolution.

## PART 17– MISCELLANEOUS

### 17.1 Purpose

The purposes of the Society shall be carried out without purpose of gain for its members and any income, profits or other accretions to the Society shall be used for promoting its purposes. For clarity, the Society will operate within the limits of political activities set down by the Income Tax Act, by the common law, and by the Charities Directorate policy. **This provision was previously unalterable.**

### 17.2 Winding-up or Dissolution

In the event of the winding-up or dissolution of the Society, all funds and assets of the Society which remain after the payment of all costs, charges and expenses properly incurred in such winding-up or dissolution, and the satisfaction of all debts and liabilities of the Society shall be distributed to one or more qualified donees as defined in section 149.1 of the *Income Tax Act* (Canada) as the members of the Society may determine. **This provision was previously unalterable.**