



Pender Islands  
Health Care Society

**CONSTITUTION & BYLAWS**  
September 2021



PENDER ISLANDS HEALTH CARE SOCIETY  
CONSTITUTION

1. The name of the Society shall be the Pender Islands Health Care Society.
2. The purposes of the Society:
  - a. To promote the health, the prevention of illness, and the well-being of the Pender Islands Community, in response to expressed community needs. "Community" shall mean the Pender Islands, and any of the other Gulf Islands for which the Directors may, from time to time, by resolution, have the Society provide specific health care services;
  - b. To support the people and the community in identifying, defining and achieving their health goals;
  - c. To encourage broad based volunteer community participation in its programs and activities;
  - d. To develop, implement and evaluate programs and initiatives to make the most efficient use of existing resources;
  - e. To provide a range of primary health care programs and resources to meet the needs of the community;
  - f. To provide and maintain buildings and facilities for use as a health care centre;
  - g. To facilitate the provision of health care services for the community by other service providers; and
  - h. To encourage good health care communications through timely co-ordination of information and activities, and dissemination of such information.

**PENDER ISLANDS HEALTH CARE SOCIETY**

**BYLAWS**

**TABLE OF CONTENTS**

PART 1 - GENERAL.....3  
PART 2 - REGISTERED CHARITY PROVISIONS .....6  
PART 3 - MEMBERSHIP .....6  
PART 4 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE.....7  
PART 5 - MEETINGS OF THE MEMBERS.....9  
PART 6 - DIRECTORS.....12  
PART 7 - MEETINGS OF DIRECTORS.....14  
PART 8 - COMMITTEES .....16  
PART 9 - OFFICERS .....17  
PART 10 - INDEMNIFICATION .....19  
PART 11 - NOTICES .....21  
PART 12 - DOCUMENTS AND RECORDS .....21  
PART 13 - FINANCIAL AND ADMINISTRATIVE MATTERS .....23

## GENERAL

1.1 **Definitions and Interpretation.** In these bylaws, unless the context otherwise specifies or requires:

- (a) "**Act**" means the *Societies Act* (British Columbia), including the regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) "**Board**" means the board of directors of the Society;
- (c) "**Board Resolution**" means:
  - (i) a resolution passed at a meeting of the Board by a simple majority of the votes cast in respect of the resolution by the directors entitled to vote on such matter; or
  - (ii) a resolution that has been submitted to all directors and consented to in writing by not less than 75% 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 one of these methods is effective as though passed at a duly constituted meeting of the Board;
- (d) "**bylaws**" means these bylaws and any other bylaws of the Society as amended and which are, from time to time, in force and effect;
- (e) "**constitution**" means the original or restated constitution of incorporation or constitution of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Society;
- (f) "**directors**" means those persons who have become directors in accordance with these bylaws and have not ceased to be directors;
- (g) "**Electronic Means**" means any system or combination of systems, including but not limited to telephonic, electronic or web-based technology, 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 participants were present at 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;
- (h) "**Eligible Party**" means a director or senior manager of the Society;
- (i) "**Eligible Proceeding**" means a legal proceeding or investigative action, whether current, threatened, pending or completed, in which an Eligible Party, by reason of the Eligible Party being or having been a director or senior

manager of the Society, or holding or having held an equivalent position in a subsidiary of the Society:

- (i) is or may be joined as a party; or
  - (ii) is or may be liable for in respect of a penalty in, or expenses related to, the legal proceeding or investigative action;
- (j) "**Executive Committee**" means the standing executive committee of the Society;
- (k) "**Executive Director**" means the individual holding the office of executive director of the Society in accordance with these bylaws;
- (l) "**meeting of the members**" includes an annual meeting of the members or a special meeting of the members;
- (m) "**members**" means those persons who are, or who subsequently become, members of the Society in accordance with these bylaws and, in either case, have not ceased to be members of the Society;
- (n) "**officers**" means those persons who have become officers of the Society in accordance with these bylaws and have not ceased to be officers;
- (o) "**Ordinary Resolution**" means:
- (i) a resolution passed at a meeting of the members by a simple majority of the votes cast on that resolution by those members entitled to vote on the resolution; or
  - (ii) a resolution that has been submitted to the voting members and consented to in writing by not less than two-thirds of those members entitled to vote on the resolution;
- and an Ordinary Resolution approved by any one of these methods is effective as though passed at a duly constituted meeting of the members;
- (p) "**Pender Islands Community**" means the following islands located in British Columbia, Canada:
- (i) the North and South Pender Islands; and
  - (ii) such other islands forming part of the Gulf Islands as may be designated by the Board in its sole discretion, from time to time;
- (q) "**Pender Islands Community Member**" means an individual who is 19 years old or older and is an owner of real property or a resident (full-time or part-time) within the Pender Islands Community;
- (r) "**President**" means the individual holding the office of president of the Society in accordance with these bylaws;
- (s) "**registered address**" of a member or director means the address of that person as recorded in the register of members or register of directors;

- (t) "**registered office**" means the office of the Society established under section 12 or 19 of the Act;
- (u) "**Registrar**" has the same meaning as in the Act;
- (v) "**Representative**", in relation to an Eligible Party, means an heir or personal or other legal representative of the Eligible Party;
- (w) "**Secretary**" means the individual holding the office of secretary of the Society in accordance with these bylaws;
- (x) "**Society**" means Pender Islands Health Care Society;
- (y) "**special meeting of the members**" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of the members;
- (z) "**Special Resolution**" means:
  - (i) a resolution passed at a meeting of the members by not less than two-thirds of the votes cast on that resolution by those members entitled to vote on the resolution; or
  - (ii) a resolution that has been submitted to the voting members and consented to in writing by every member entitled to vote on the resolution;

and a Special Resolution approved by any one of these methods is effective as though passed at a duly constituted meeting of the members;

- (aa) "**Treasurer**" means the individual holding the office of treasurer of the Society in accordance with these bylaws; and
- (bb) "**Vice-President**" means the individual holding the office of vice-president of the Society in accordance with these bylaws.

1.2 **Interpretation.** In the interpretation of these bylaws, words in the singular include the plural and vice-versa, words in one gender include all genders, and "**person**" includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified in Section 1.1 above, words and expressions defined in the Act have the same meanings when used in these bylaws. The headings used in these bylaws are inserted for reference purposes only and are not to be considered or taken into account in construing the provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such provisions.

## PART 2 - REGISTERED CHARITY PROVISIONS

- 2.1 **Non-Profit.** The activities of the Society shall be carried on without purpose of gain for its members and any income, profits or other accretions to the Society or assets of the Society shall be used in promoting the purposes of the Society.
- 2.2 **Remuneration of Directors.** No director shall, whether directly or indirectly, be paid any remuneration for services rendered to the Society as director or receive any profit from the director's position as a director, but a director may be reimbursed for reasonable expenses necessarily incurred in performing the director's duties as director.
- 2.3 **Dissolution.** Upon the dissolution of the Society and after payment of all debts and liabilities of the Society, the remaining property of the Society shall be distributed to or disposed of to qualified donees as described in section 149.1(1) of the *Income Tax Act* (Canada).

## PART 3 - MEMBERSHIP

- 3.1 **Availability of Membership.** Membership in the Society is restricted to:
- (a) those eligible persons who are currently members and who continue as members under Section 3.2 of these bylaws; and
  - (b) those eligible persons whose subsequent application for admission as a member has been accepted in accordance with Section 3.3 of these bylaws.
- 3.2 **Transition of Membership.** On the date these bylaws come into force:
- (a) each person who is a member of the Society and who continues to qualify for membership under these bylaws will continue as a member until such person ceases to be a member pursuant to these bylaws; and
  - (b) each person who is a member of the Society who is not eligible for membership under these bylaws ceases to be a member as of that date.
- 3.3 **Membership Conditions.** Membership is available only to those Pender Islands Community Members who:
- (a) meet the membership qualifications, if any, set out in these bylaws;
  - (b) are not tenants or licensees of the Society with respect to real property owned, leased or licensed by or to the Society, and are at arm's length to the tenants and licensees of the Society; and
  - (c) have applied and been accepted for membership in the Society by the Executive Committee or in such other manner as may be determined by the Board.

- 3.4 **Membership Rights.** Each member is entitled to receive notice of, to attend and, provided such member is in good standing, to vote at all meetings of the members, and each such member is entitled to one vote at such meetings.
- 3.5 **Term of Membership.** A member's term of membership commences on the date the member is accepted into membership and ceases upon the close of the following annual meeting of the members unless sooner terminated pursuant to Part 4 of these bylaws.
- 3.6 **Non-Transferable.** Membership in the Society is non-transferable.

#### **PART 4 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE**

- 4.1 **Membership Dues.** Membership dues, if any, may be determined by the Board from time to time. Once the amount of annual membership dues has been so determined, that amount is deemed to be the amount of annual membership dues in each succeeding year until the Board determines otherwise. In the absence of any such determination, it is deemed that there are no annual membership dues. Members shall be notified in writing of any membership dues at any time payable by them and, if such dues are not paid by the applicable payment due date, the member will no longer be in good standing and will not be in good standing for so long as such amounts remain unpaid.
- 4.2 **Standing; Voting Restriction.** Each member is deemed to be in good standing unless the member has failed to pay membership dues by the applicable due date or the member has been suspended from membership in accordance with Sections 4.4 and 4.5 of these bylaws. A member that has failed to pay membership dues by the applicable due date will be restored to good standing on the date the member pays the outstanding membership dues, unless the member ceases to be a member prior to such date. A member that has been suspended from membership in accordance with Sections 4.4 and 4.5 of these bylaws will be restored to good standing at the expiry of the member's suspension, unless the member ceases to be a member prior to such date. A voting member who is not in good standing will not be entitled to vote as a member for so long as the member is not in good standing.
- 4.3 **Termination of Membership.** A membership in the Society is terminated when:
- (a) any specified term of membership expires;
  - (b) the member fails to maintain any qualifications for membership specified in these bylaws;
  - (c) the member is not in good standing for a period of three consecutive months;
  - (d) the member resigns by delivering a written resignation to the Secretary or to the registered office of the Society, in which case such resignation is effective on the date specified in the resignation or, if no date is specified, on the date such resignation is delivered to the Secretary or to the registered office of the Society;
  - (e) the member dies;



- (f) the member is expelled in accordance with Sections 4.4 and 4.5 of these bylaws;
- (g) the Society is liquidated or dissolved under the Act; or
- (h) the member's membership is otherwise terminated in accordance with the these bylaws.

Subject to these bylaws, upon any termination of membership, the rights of the member, including any rights in the property of the Society, automatically cease to exist.

4.4 **Discipline of Members.** The Board may, by Board Resolution, discipline a member, or suspend or expel any member from the Society on any one or more of the following grounds:

- (a) violating any provision of the constitution, these bylaws, or the written policies of the Society;
- (b) carrying out any conduct which may be detrimental to the Society, as determined by the Board; or
- (c) for any other reason that the Board considers to be reasonable, having regard to the purposes of the Society.

For greater certainty, the members may not discipline any member, or suspend or expel any member from the Society.

4.5 **Procedure for Discipline, Suspension or Expulsion.** In the event the Board proposes to discipline a member or to suspend or expel a member from membership in the Society by Board Resolution, the President, or such other director or officer as may be designated by the Board, shall provide to the member not less than 20 days' prior written notice of the proposed discipline, suspension, or expulsion, as applicable, and shall, in the written notice, provide reasons for the proposed discipline, suspension or expulsion. The member may, within five days of receiving such notice, make written submissions to the Board in response to the notice. The President or such other director or officer as may be designated by the Board shall notify the member concerning the result of any such Board Resolution. The Board's decision is final and binding on the member without any further right of appeal.

4.6 **Delivery of Society Property.** In the event a member is disciplined, suspended, expelled, or otherwise terminated from membership in the Society, the member shall, prior to the commencement of their sanction, suspension, or expulsion, deliver to the Society any and all property of the Society in the member's possession, including but not limited to, records, keys, and access codes. The member agrees that failure to deliver said property prior to the commencement of the sanction, suspension, or expulsion constitutes irreparable harm to the Society and is appropriate cause for immediate judicial relief, including an injunction with no undertaking as to damages.

## PART 5 - MEETINGS OF THE MEMBERS

- 5.1 **Annual Meeting.** The annual meeting of the members shall be held at least once every calendar year on such date and at such time as may be determined by the Board.
- 5.2 **Deemed Annual Meeting.** The Society may hold its annual meeting of the members by way of a written consent resolution. Notwithstanding anything to the contrary herein, such resolution shall be consented to by all voting members in writing, which includes by Electronic Means, and shall contain any other matter required to be dealt with at an annual meeting of the members under the bylaws and the Act, including presentation of the annual financial statements and an auditor's report, if applicable.
- 5.3 **Special General Meeting.** The Board may, if the Board deems appropriate, convene a special meeting of the members on such date and at such time as may be determined by the Board.
- 5.4 **Location of General Meeting.** A meeting of the members must be held at a location in British Columbia as determined by the Board, provided that a meeting of the members may be held at a location outside British Columbia as determined by the Board if, prior to the meeting, all voting members agree to hold the meeting at that location.
- 5.5 **Requisition of General Meeting.** Members may requisition the directors to call a meeting of the members by following the procedure set out in the Act.
- 5.6 **Persons Entitled to be Present.** The only persons entitled to be present at a meeting of the members are the members, the directors, and the auditor (if any) of the Society, and such other persons who are entitled or required to be present at the meeting under any provision of the Act, the constitution or these bylaws. Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution.
- 5.7 **Chair of the Meeting.** The President shall preside as chairperson at all meetings of the members, provided that if at any meeting the President is not present within 15 minutes after the time appointed for the meeting or the President is otherwise unable to chair that meeting, the Vice-President shall preside as chairperson of that meeting. If the President and the Vice-President are not present within 15 minutes after the time appointed for the meeting or are otherwise unable to preside as chairperson of that meeting, the other directors then present shall choose one of their number to preside as chairperson of that meeting. If all the directors are not present within 15 minutes after the time appointed for the meeting or are otherwise unable to chair that meeting, the members then present shall choose one of their number to preside as chairperson of that meeting. In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a meeting of the members, the person presiding as chairperson has the authority to interpret and apply such rules of order as the meeting has adopted and determine matters in accordance with those rules, the Act and these bylaws.

**5.8 Notice of Meeting of Members.**

- (a) Notice of a meeting of the members shall be given to the auditor, if any is appointed, to each director, and to each member, at the auditor's and each such director's and member's registered address, in writing, by mail, by e-mail provided for that purpose, or by courier or personal delivery at least 14 and no more than 60 days before the meeting. Subject to the Act, no other person is entitled to notice of a meeting of the members.
- (b) Notwithstanding Section 5.8(a), if the Society has more than the threshold number of members set forth in section 77(2) of the Act, notice is deemed to be sent if:
  - (i) notice of the date, time and location of the meeting has been sent to every member of the Society who has provided an email address to the society for the purpose of such notice, by email to that email address; and
  - (ii) notice of the date, time and location of the meeting is posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on the Society's website.
- (c) Notice of a meeting of the members shall specify the date, time and place of the meeting, the Electronic Means that are authorized to be used for the meeting (if any), and if such meeting is not an annual meeting of the members, the purpose of the meeting.
- (d) Notice of a meeting of the members is not necessary if all of the members entitled to notice are present and none objects to the holding of the meeting of the members, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting of the members.

**5.9 Waiver of Notice.** A member may send or deliver to the Society a written waiver of notice of any meeting of the members, which may be by mail, by e-mail provided for that purpose, or by courier or personal delivery. A member may withdraw such waiver at any time, and until such waiver is withdrawn:

- (a) no notice of any meeting of the members shall be sent to that member; and
- (b) any and all meetings of the members, notice of which has not been given to that member, shall, if a quorum of members is present, be valid and effective.

**5.10 Notice of Special Resolution.** If a Special Resolution is to be voted on at a meeting of the members, the full text of the Special Resolution shall be included in the notice of the meeting.

**5.11 Quorum.** Subject to the Act, a quorum at any meeting of the members is 12 voting members. For greater certainty, the members present at a meeting of the members include those attending by Electronic Means.

- 5.12 **Lack of Quorum.** If a quorum is not present within 30 minutes after the time appointed for any meeting of the members or at any time during a meeting of the members, a quorum ceases to be present, all business, other than business relating to the adjournment or termination of the meeting or the election of a person to preside as chair of that meeting, shall be suspended until there is a quorum present or until the meeting is adjourned or terminated in accordance with section 5.13 by the members then present, or failing that, by any two directors.
- 5.13 **Adjournment and Termination.** In the event a quorum is not present within 30 minutes after the time appointed for any meeting of the members or if the members present at a meeting of the members, or failing that, any two directors determine that such meeting cannot continue due to the lack of a quorum as provided in Section 5.12:
- (a) if such meeting is a meeting convened by a requisition of the members, the meeting shall be terminated; and
  - (b) in any other case, such meeting shall be adjourned to such time and date and at such location as the directors then present, or failing that, any two directors may determine.

Notice of an adjourned meeting of the members or of the business to be transacted at the adjourned meeting is not required to be given, provided that if a meeting of the members is adjourned for 14 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. No business shall be transacted at an adjourned meeting of the members, other than the business left unfinished at the original meeting.

- 5.14 **Votes to Govern.** At any meeting of the members, every question shall be determined by Ordinary Resolution, unless otherwise required by the constitution, these bylaws or by the Act. In case of an equality of votes, the chair of the meeting shall not have a second or casting vote, and the proposed resolution is deemed to have failed.
- 5.15 **Method of Voting.** At a meeting of the members, voting shall be by a show of hands or oral vote, or by other means of communication for those present by Electronic Means, unless, before or after such a vote, the voting members then present require a secret ballot, in which case voting shall be by secret ballot.
- 5.16 **Rules of Procedure.** Robert's Rules of Order govern the proceedings and conduct of all meetings of the members, unless the Act or these bylaws provide otherwise.
- 5.17 **Meetings by Electronic Means.** The Board may determine, in its discretion, to hold any meeting of the members in whole or in part by Electronic Means, so as to allow some or all members to participate in the meeting remotely. Where a meeting of the members is to be conducted using Electronic Means, the Board shall:
- (a) arrange for suitable Electronic Means;
  - (b) inform members that participation by Electronic Means will be available and how the same can be utilized; and
  - (c) 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 at a meeting of the members by permitted Electronic Means are deemed to be present at the meeting.

- 5.18 **Proxies.** Voting by proxy at a meeting of the members is not permitted.
- 5.19 **Business at Annual General Meeting.** At an annual meeting of the members, the following business is ordinary business:
- (a) adoption of rules of order;
  - (b) presentation and consideration of the Society's financial statements, prepared in compliance with the Act;
  - (c) consideration of the reports, if any, of the directors or auditor;
  - (d) election or appointment of directors;
  - (e) appointment of auditor, if any; and
  - (f) business arising out of a report of the directors not requiring the passing of a Special Resolution;

and all other business is special business.

- 5.20 **Annual Report.** Within 30 days after an annual meeting of the members, the Society shall file with the Registrar an annual report that includes the date on which the meeting was held, subject to any exceptions or extensions in the Act.

## PART 6 - DIRECTORS

- 6.1 **General Duties and Powers.** The property and affairs of the Society shall be managed by the Board. The Board may exercise all the powers and do all acts and things that the Society may exercise and do, subject to these bylaws and all laws affecting the Society.
- 6.2 **Composition of Board.** The Board shall be composed of not fewer than 10 and not more than 15 directors, with the actual number being determined by Ordinary Resolution from time to time.
- 6.3 **Election and Term.** The members shall elect the directors at each annual meeting of the members at which an election of directors is required. Subject to Sections 6.5 and 6.6, the directors shall be elected to hold office for a term of two years, commencing at the close of such meeting and ending at the close of the annual meeting of members taking place in the year in which the director's term expires. The term of any director may be renewed by Ordinary Resolution. A director may be elected to three consecutive terms, after which time such director shall cease to be a director for a period of at least two years before being eligible for re-election. Notwithstanding the foregoing, a director may be elected to more than three consecutive terms by Special Resolution.

6.4 **Qualifications.** A director must be a member of the Society, and shall hold such qualifications as are required by the Act.

6.5 **Disqualification.** An individual is not qualified to be a director if the individual:

- (a) is not qualified to be a director under the Act or these bylaws;
- (b) is a tenant or licensee of the Society with respect to real property owned, leased or licensed by or to the Society, is not at arm's length to all tenants and licensees of the Society; or
- (c) is an employee of the Society.

6.6 **Removal of Director.** A director may be removed before the expiration of the director's term of office by:

- (a) Special Resolution, provided the director is entitled to be heard prior to the time when the Special Resolution is to be considered; or
- (b) Board Resolution, provided that the director is entitled to not less than seven days' advance notice in writing of the proposed Board Resolution and to address the Board at or prior to the vote on the resolution.

If a director has been removed in accordance with this Section 6.6, the members may elect a replacement director by Ordinary Resolution to serve for the balance of the removed director's term of office. For greater certainty, if the Board proposes to remove a director by Board Resolution, the director proposed for removal has a conflict of interest and may not vote on the Board Resolution.

6.7 **Ceasing to be a Director.** A person automatically ceases to be a director when:

- (a) the director's term as director expires, provided that if no successor is elected or appointed to replace the incumbent director and the result is that the number of directors would fall below the minimum number set out in Section 6.2, the incumbent director shall continue to hold office until such time as the director's successor is elected or appointed, or the director otherwise ceases to hold office in accordance with this Section 6.7;
- (b) the director is no longer qualified to be a director pursuant to these bylaws;
- (c) the director resigns as a director by delivering a written resignation to the Secretary or to the registered office of the Society, in which case such resignation is effective on the date specified in the resignation or, if no date is specified, on the date such resignation is delivered to the Secretary or to the registered office of the Society;
- (d) the director ceases to be a member;
- (e) the director is removed as a director; or
- (f) the director dies.

6.8 **Casual Vacancies.** If a director ceases to be a director prior to the expiry of his or her term or there is otherwise a vacancy on the Board for any reason and, in the case

of a director removed pursuant to Section 6.6, a replacement director is not concurrently elected or appointed by Ordinary Resolution, the remaining directors may, by Board Resolution, appoint a replacement director who otherwise meets the qualifications for directors set out herein to serve for the balance of such director's term.

- 6.9 **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.

## **PART 7 - MEETINGS OF DIRECTORS**

- 7.1 **Board Meetings.** Meetings of the Board may be held on such date and at such time and place within or outside Canada as the Board may determine from time to time.
- 7.2 **Calling of Meetings.** A director may at any time, and the Secretary, on the request of a director shall, convene a meeting of the Board.
- 7.3 **Regular Meetings.** The Board may appoint a day or days in any month or months for regular meetings of the Board at a location, place, date and time to be named. A copy of any Board Resolution fixing the place and time of such regular meetings of the Board shall be sent to each director forthwith after being passed, but no other notice is required for any such regular meeting.
- 7.4 **Persons Entitled to be Present.** The only persons entitled to be present at a meeting of the Board are the directors and such other persons who are entitled or required to be present at the meeting under any provision of the Act, the constitution or these bylaws. Any other person may be admitted only on the invitation of the chair of the meeting or by Board Resolution.
- 7.5 **Notice of Meeting.** Subject to Section 7.3, notice of the time, date and place for the holding of a meeting of the Board shall be given in the manner provided in Section 11.1 of these bylaws to every director of the Society not fewer than two days before the time when the meeting is to be held, provided that notice of a meeting is not necessary if all of the directors are present and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Unless these bylaws or the Act otherwise provide, no notice of meeting need specify the purpose or the business to be transacted at the meeting.
- 7.6 **Quorum.** The directors may from time to time fix the quorum necessary to transact business, and unless so fixed, a majority of the number of directors then in office constitutes a quorum. Despite any vacancy among the directors, a quorum of directors may exercise all of the powers of the directors.
- 7.7 **Lack of Quorum.** If a quorum is not present within 30 minutes after the time appointed for any meeting of the Board or at any time during a meeting of the Board, a quorum ceases to be present, all business, other than business relating to the election of the chair of the meeting and the adjournment or termination of the meeting, shall be suspended until there is a quorum present or until the meeting is adjourned in accordance with Section 7.8.

- 7.8 **Adjournment and Termination.** In the event a quorum is not present within 30 minutes after the time appointed for any meeting of the Board or the directors then present at a meeting of the Board, or failing that, any two directors, determine that such meeting cannot continue due to the lack of a quorum as provided in Section 7.7, such meeting of the Board shall be adjourned to such time and date and at such location as the directors then present, or failing that, any two directors may determine. Notice of an adjourned meeting of the Board or of the business to be transacted at the adjourned meeting is not required to be given if the time and place of the adjourned meeting is announced at the original meeting, provided that if a meeting of the Board is adjourned for 14 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. If there is no quorum present at the adjourned meeting, the original meeting is deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
- 7.9 **Chair of the Meeting.** The President shall preside as chairperson at all meetings of the Board, provided that if at any meeting the President is not present within 15 minutes after the time appointed for the meeting or the President is otherwise unable to chair that meeting, the Vice-President shall preside as chairperson of that meeting. If the President and the Vice-President are not present within 15 minutes after the time appointed for the meeting or are otherwise unable to preside as chairperson of that meeting, the other directors then present shall choose one of their number to preside as chairperson of that meeting. 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 chairperson has 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 Act and these bylaws.
- 7.10 **Votes to Govern.** Each director is authorized to exercise one vote in respect of a Board Resolution. At all meetings of the Board, every question shall be decided by Board Resolution, unless otherwise required by the constitution, these bylaws or the Act. Any question or matter concerning the Society which is not required by the Act or these bylaws to be determined by Ordinary Resolution or Special Resolution shall be determined by Board Resolution. In case of an equality of votes, the chair of the meeting shall not have a second or casting vote, and the proposed resolution is deemed to have failed.
- 7.11 **Method of Voting.** At all meetings of the Board, voting shall be by a show of hands or oral vote, or by other means of communication for those present by Electronic Means, unless, before or after such a vote, the directors then present require a secret ballot, in which case voting shall proceed by way of secret ballot.
- 7.12 **Meetings by Electronic Means.** The Board may determine, in its discretion, to hold any 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 shall take reasonable steps to ensure that all participants are able to communicate and participate in the meeting.



- 7.13 **Board Resolution by Consent.** For greater certainty, the Board may pass a Board Resolution without holding a meeting of the Board if the resolution has been submitted to all directors and has been consented to in writing by not less than 75% of the directors who would have been entitled to vote on the resolution at a meeting of the Board.
- 7.14 **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 Board:
- (a) shall be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
  - (b) shall disclose fully and promptly the nature and extent of his or her interest in the contract, transaction or matter;
  - (c) is not entitled to vote on the contract, transaction or matter;
  - (d) shall 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) shall refrain from any action intended to influence the discussion or vote.

The Board may establish further policies governing conflicts of interest of directors and others, provided that such policies must not contradict the Act or these bylaws. Notwithstanding anything to the contrary and for greater certainty, the Board may determine that a director 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 Board, and if the Board so determines, this Section 7.14 shall apply to the subject director.

## PART 8 - COMMITTEES

- 8.1 **Appointment.** The Board may, from time to time by Board resolution, appoint such standing and special committees, consisting of such persons (whom may or may not be members, directors or officers) as the Board thinks fit. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time only and upon completion of the earlier of the specified time period or the task for which the special committee was so appointed, a special committee is automatically dissolved.
- 8.2 **Powers.** The Board may delegate to a committee any of the Board's powers, except the power to change the committee's membership or purpose, the power to fill vacancies in a committee, and the power to appoint or remove officers. The Board may, from time to time by Board Resolution, impose conditions or other restrictions on a committee and such committee shall comply with any such conditions or restrictions.

- 8.3 **Authority of the Board to Revoke.** The Board may, at any time by Board Resolution, remove or override any authority given to or acts to be done by any committee, terminate the appointment of or change the membership of any committee, or fill a vacancy in any committee.
- 8.4 **Delegation.** No delegation of authority by the directors to any committee or person precludes the directors from exercising the authority required to meet their responsibilities for the conduct of the affairs of the Society.
- 8.5 **Rules and Reporting.** A committee shall:
- (a) conform to any rules that may from time to time be imposed on such committee by the Board; and
  - (b) report every act or thing done in the exercise of its powers to the Board at the earliest meeting of the Board to be held after such act or thing has been done, or at such other time as the Board may direct.
- 8.6 **Quorum and Calling of Meetings.** Unless otherwise provided by the Board or these bylaws, a majority of the number of members in any committee constitutes a quorum thereof, and the committee shall meet at the call of its chair or any two committee members thereof.
- 8.7 **Votes to Govern.** Each member of a committee is entitled to exercise one vote in respect of all resolutions or questions to be determined by the committee. Questions arising at any meeting of a committee shall be determined by the majority of votes of the members of the committee then present. In case of an equality of votes, the chair of the committee shall not have a second or casting vote, and the proposed resolution is deemed to have failed.
- 8.8 **Committee Resolution by Consent.** A committee may pass a resolution without holding a meeting of the committee if all of the members of the committee consent to the resolution in writing, including by Electronic Means. Such consent resolution is valid and effectual as if it had been passed at a meeting of such committee duly called and constituted.

## PART 9 - OFFICERS

- 9.1 **Mandatory Officers.** At each meeting of the Board first following each annual meeting of the members, the directors shall appoint, from among their number, individuals to fill the following officer positions for a term of one year (commencing at the close of the meeting and expiring at the close of the first meeting of the Board immediately following the next annual meeting of the members), and a director, other than the President, may hold more than one position:

- (a) **President.** The President is responsible for doing, or making the necessary arrangements for, the following (in addition to such other duties as may be assigned by the Board):
  - (i) generally supervising the business and affairs of the Society;
  - (ii) supervising the other directors in the execution of their duties; and
  - (iii) presiding as chairperson at all meetings of the members and meetings of the Board.
- (b) **Vice-President.** The Vice-President is responsible for carrying out the duties of the President if the President is unable to act (in addition to such other duties as may be assigned by the Board).
- (c) **Secretary.** The Secretary is responsible for doing, or making the necessary arrangements for, the following (in addition to such other duties as may be assigned by the Board):
  - (i) conducting the correspondence of the Society;
  - (ii) issuing notices of meetings of the members and meetings of the Board;
  - (iii) keeping minutes of meetings of the members and meetings of the Board;
  - (iv) having custody of all records and documents of the Society, except those required to be kept by the Treasurer;
  - (v) having custody of the common seal of the Society, if any; and
  - (vi) maintaining the register of members.
- (d) **Treasurer.** The Treasurer is responsible for doing, or making the necessary arrangements for, the following (in addition to such other duties as may be assigned by the Board):
  - (i) keeping the financial records, including the books of account, necessary to comply with the Act; and
  - (ii) rendering financial statements to the Board and the members when required.
- (e) **Executive Director.** The Executive Director is responsible for doing, or making the necessary arrangements for, the following (in addition to such other duties as may be assigned by the Board):
  - (i) acting as the chief administrative officer of the Society;
  - (ii) coordinating the conduct of the business of the Society;
  - (iii) administering the affairs of the Society in accordance with policies enacted by the Board, the Act and these bylaws; and
  - (iv) executing and implementing matters resolved by the Board.

- 9.2 **Other Officers.** The Board may, in its sole discretion by Board Resolution, appoint other officers with such titles, designations, terms of office, remuneration, duties and authority as the Board may determine from time to time.
- 9.3 **Removal of Officer.** In the absence of a written agreement to the contrary, the Board may, by Board Resolution, remove, whether for cause or without cause, any officer prior to the expiry of his or her term.
- 9.4 **Cessation.** A person automatically ceases to be an officer when:
- (a) the officer's term expires, provided that if no successor is appointed to replace the incumbent officer, the incumbent officer shall continue to hold office until such time as the officer's successor is appointed, or the officer otherwise ceases to hold office in accordance with this Section 9.3;
  - (b) the officer ceases to be qualified pursuant to the Act or these bylaws;
  - (c) the officer resigns by delivering a written resignation to the Secretary or to the registered office of the Society, in which case such resignation is effective on the date specified in the resignation or, if no date is specified, on the date such resignation is delivered to the Secretary or to the registered office of the Society;
  - (d) in the case of an officer appointed pursuant to Section 9.1, the officer ceases to be a director;
  - (e) the officer is removed as an officer; or
  - (f) the officer dies.
- 9.5 **Casual Vacancies.** If an officer ceases to hold office prior to the expiry of the officer's term, the directors may, by Board Resolution, appoint a replacement officer who otherwise meets the qualifications for officers set out herein to serve for the balance of such officer's term of office.

## PART 10 - INDEMNIFICATION

- 10.1 **Optional Indemnification of an Eligible Party.** Subject to Sections 10.2 and 10.5 and the provisions of the Act, the Society may, in its sole discretion (as determined by the Board), do any one or both of the following:
- (a) indemnify an Eligible Party or a Representative of the Eligible Party against all judgments, penalties, or fines awarded or imposed in, or amounts paid in settlement of, an Eligible Proceeding; or
  - (b) after the final disposition of an Eligible Proceeding, pay the costs, charges and expenses (including legal and other fees, but not including judgments, penalties or fines awarded or imposed in, or amounts paid in settlement of, an Eligible Proceeding) actually and reasonably incurred by an Eligible Party or a Representative of the Eligible Party in respect of the Eligible Proceeding.

- 10.2 **Mandatory Indemnification of Eligible Party.** Subject to Sections 10.3 and 10.5, the Society shall, after the final disposition of an Eligible Proceeding, pay the amounts set forth in Section 10.1(b) if:
- (a) neither the Eligible Party nor the Representative has been reimbursed for such amounts; and
  - (b) the Eligible Party was not 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 the Eligible party ought to have done.
- 10.3 **Subsidiary.** The Society may, in its discretion (as determined by the Board), elect not to pay the amounts set forth in Section 10.2 if the Eligible Party or the Representative is liable for or in respect of those amounts by reason of the Eligible Party or the Representative holding or having held a position in a subsidiary of the Society, which position is equivalent to the position of a director or senior manager of a society.
- 10.4 **Advancement of Expenses.** To the extent permitted by the Act and subject to Section 10.5, the Society may in its sole discretion (as determined by the Board) pay, as they are incurred in advance of the final disposition of an Eligible Proceeding, the costs, charges and expenses (including legal and other fees, but not including judgments, penalties or fines awarded or imposed in, or amounts paid in settlement of, an Eligible Proceeding) actually and reasonably incurred by an Eligible Party or a Representative of the Eligible Party in respect of the Eligible Proceeding, if and only if the Board has received from the Eligible Party or the Representative of the Eligible Party (as applicable) a written undertaking that, if it is ultimately determined that the payment of such amounts is prohibited by section 65 of the Act, the Eligible Party or the Representative (as applicable) will repay the amounts advanced.
- 10.5 **Indemnification prohibited.** Notwithstanding anything to the contrary herein, the Society shall not indemnify or pay the costs, charges and expenses (including legal and other fees, but not including judgments, penalties or fines awarded or imposed in, or amounts paid in settlement of, an Eligible Proceeding) of an Eligible Party or a Representative of the Eligible Party in respect of an Eligible Proceeding:
- (a) if, in relation to the subject matter of the Eligible Proceeding, the Eligible Party did not act honestly and in good faith with a view to the best interests of the Society or the subsidiary of the Society, as the case may be;
  - (b) in the case of an Eligible Proceeding other than a civil proceeding, if the Eligible Party did not have reasonable grounds for believing that the Eligible Party's conduct, in respect of which the Eligible Proceeding was brought, was lawful; or
  - (c) in the case of an Eligible Proceeding brought by or on behalf of the Society, or a subsidiary of the Society, unless the court, on the application of the Society, approves the indemnification or payment.
- 10.6 **Insurance.** The Society may purchase and maintain insurance, for the benefit of an Eligible Party or a Representative of an Eligible Party, against any liability that may be incurred by reason of such person being or having been a director or senior manager of the Society or holding or having held an equivalent position in a subsidiary of the Society.

## PART 11 - NOTICES

- 11.1 **Method of Giving Notices.** Unless otherwise specified in the constitution, these bylaws or the Act, any notice (which term includes any communication or document) to be given, sent, delivered or served to a member, director, senior manager, officer or member of a committee of the Board or to the auditor is sufficiently given, if:
- (a) delivered personally to the person to whom it is to be given or if delivered to such person's registered address;
  - (b) mailed to such person at such person's registered address by prepaid ordinary or air mail; or
  - (c) sent to such person in writing by telephonic, electronic or other communication facility at such person's registered address for that purpose.

A notice so delivered is deemed to have been given when it is delivered personally or to the registered address as aforesaid. A notice so mailed is deemed to have been given when deposited in a post office or public letter box. A notice so sent by any means of transmitted or recorded communication is deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, director, senior manager, officer, auditor or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this bylaw is sufficient and conclusive evidence of the giving of such notice. The signature of any director, officer or senior manager of the Society to any notice or other document to be given by the Society may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

- 11.2 **Omissions and Errors.** The accidental omission to give any notice to any member, director, senior manager, officer, member of a committee of the Board or auditor, or the non-receipt of any notice by any such person where the Society has provided notice in accordance with the bylaws or any error in any notice not affecting its substance does not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice. Attendance at a meeting in which notice was accidentally omitted is acceptance of adequate notice.

## PART 12 - DOCUMENTS AND RECORDS

- 12.1 **Execution of Documents.** Instruments in writing requiring execution by the Society may be signed in such a manner as the Board may from time to time determine by Board Resolution. All instruments in writing so signed are binding upon the Society without any further authorization or formality. The Board has the power from time to time by Board Resolution to appoint any person or persons on behalf of the Society either to sign instruments in writing generally or to sign specific instruments and, in the absence of such appointment, any director or officer may sign any such instruments. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing director or officer may certify a copy of any instrument, resolution, bylaw or other document of the Society to be a true copy thereof.

## 12.2 Access to Records.

- (a) The documents of the Society, including the financial and accounting records, and the minutes of meetings of the members, committee meetings and meetings of the Board, shall be open to the inspection of any director at reasonable times.
- (b) A member in good standing is entitled, subject to any Board Resolution under section 25 of the Act, upon providing not less than 14 days' notice to the Society, to examine any of the following documents and records of the Society at the registered office of the Society during the Society's normal business hours:
  - (i) the constitution and these bylaws, and any amendments thereto;
  - (ii) the statement of directors and registered office of the Society;
  - (iii) minutes of any meeting of the members, including the text of each resolution passed at the meeting;
  - (iv) resolutions of the members in writing, if any;
  - (v) annual financial statements relating to a past fiscal year that have been received by the members in a meeting of the members;
  - (vi) the register of directors;
  - (vii) the register of members;
  - (viii) the Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;
  - (ix) copies of orders made by a court, tribunal or government body in respect of the Society;
  - (x) the written consents of directors to act as such; and
  - (xi) the disclosure of a director or senior manager regarding a conflict of interest.
- (c) Except as expressly provided by statute or at law, a member is not entitled 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 registered office 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.
- (d) 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.

- 12.3 **Inspection by Non-Members.** A non-member may only inspect the records of the Society with permission of the Board. A non-member may not inspect the register of members.
- 12.4 **Use of Members and Directors Register.** A person shall not use contact information that the person obtains from an inspection of the Society's register of members or directors except in connection with matters related to the activities or internal affairs of the Society and in compliance with the Act.

### **PART 13 - FINANCIAL AND ADMINISTRATIVE MATTERS**

- 13.1 **Financial Year End.** The financial year-end of the Society shall be determined by the Board from time to time.
- 13.2 **Investment.** The Board may, without authorization of the members, invest in any investment in which a prudent investor might invest.
- 13.3 **Contracts and General Expenditures.** Subject to the Act and these bylaws, the Board may, without authorization of the members:
- (a) make or cause to be made for the Society, in its name, any kind of contract which the Society may lawfully enter into; and
  - (b) authorize expenditures on behalf of the Society.
- 13.4 **Borrowing.** The Board may, without authorization of the members and on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner the Board decides, including, without limitation, by engaging in the following activities:
- (a) borrow money on the credit of the Society;
  - (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Society;
  - (c) give a guarantee on behalf of the Society to secure performance of an obligation of any person; and
  - (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Society owned or subsequently acquired, to secure any obligation of the Society.
- 13.5 **Banking Arrangements.** The banking business of the Society shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by Board Resolution. The banking business of the Society or any part of it shall be transacted by a director or officer of the Society or other persons as the Board may by Board Resolution from time to time designate, direct or authorize.
- 13.6 **Annual Financial Statements.** The Society may, instead of sending copies of the annual financial statements, the report of the auditor (if any), and any further information respecting the financial position of the Society and the results of its operations as required by the Act, bylaws or other agreements, provide such items to the members by the following means:



- (a) publishing a notice to its members stating that the annual financial statements and such other documents described above are available at the registered office of the Society and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail; or
  - (b) by posting the annual financial statements and such other documents described above on the Society's website, provided that the Society publishes a notice to its members stating that the financial information with respect to the Society is available on its website.
- 13.7 **Auditor.** The Society may have an auditor, appointed by the members by Ordinary Resolution, to hold office for the term set out in the Act and perform the duties as set out in the Act. The Board shall cause the auditor or accountant of the Society to conduct either a review or audit of the Society's financial statements, as may be determined by the Board.
- 13.8 **Corporate Seal.** The Society may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Board shall make provisions for the custody of the corporate seal. The Board shall also have power from time to time to destroy a seal and substitute a new seal in its place. The seal of the Society shall not generally be used in the execution of documents or instruments, and shall be affixed only when authorized by the Board, and then only in the presence of the person or persons prescribed by the Board, or, if no person or persons are prescribed, in the presence of any two directors.