

  
CAROL PREST

## Bylaws of

# The Spina Bifida & Hydrocephalus Association of British Columbia

---

### PART 1 - DEFINITIONS AND INTERPRETATION

#### Definitions

##### 1.1 In these bylaws:

- (a) “address of the Society” means the address of the Society as filed from time to time with the Registrar in the Notice of Address;
- (b) “Board” means the directors acting as authorized by the constitution and these bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
- (c) “Board resolution” means:
  - (i) a resolution passed at a meeting of the Board by a simple majority of the votes cast by those directors entitled to vote at such a meeting; or
  - (ii) a resolution that has been submitted to all of the directors and consented to in writing by a majority of the directors who would have been entitled to vote on it in person at a meeting of the Board;
  - (iii) a resolution passed by mail, email, text message, facsimile, or other means of communication by a simple majority of the votes cast by the directors in accordance with these bylaws and the Societies Act;
- (d) “bylaws” means the bylaws of the Society as filed in the office of the Registrar;
- (e) “Chair” means the person elected to preside over a meeting, committee, or the Board in accordance with these bylaws;
- (f) “constitution” means the constitution of the Society as filed in the office of Registrar;
- (g) “directors” means those persons who have been elected as directors or appointed as replacement directors in accordance with these bylaws and have not ceased to be directors, and a “director” means any one of them;
- (h) “Income Tax Act” means the *Income Tax Act* of Canada, as amended from time to time;
- (i) “members” means the members in good standing at the date these bylaws are adopted and those persons who have become members in accordance with these bylaws and have not ceased to be members, and a “member” means any one of them;

- (j) "other related condition" means a condition determined by the Board to be related to spina bifida and hydrocephalus;
- (k) "ordinary resolution" means:
  - (i) a resolution passed at a general meeting of the Society by a simple majority of the votes cast by those members entitled to vote at such meeting; or
  - (ii) a resolution that has been submitted to all of the members and consented to in writing by two-thirds (2/3) of the members who would have been entitled to vote on it in person at a general meeting of the Society;
  - (iii) a resolution passed by mail, email, text message, facsimile, or other means of communication by a simple majority of the votes cast by the members in accordance with these bylaws and the Societies Act;
- (l) "President" means a person elected to the office of President in accordance with these bylaws but such office holder may, with the approval of a Board resolution, use the title of "Chair" in substitution for, or in addition to, the title "President";
- (m) "registered address" of a member or director means the address of that person as recorded in the register of members or the register of directors;
- (n) "Registrar" means the Registrar of Companies of the Province of British Columbia;
- (o) "Regulations" means the regulations under the Societies Act;
- (p) "Society" means the British Columbia society known as **THE SPINA BIFIDA & HYDROCEPHALUS ASSOCIATION OF BRITISH COLUMBIA**;
- (q) "Societies Act" means the *Societies Act* of British Columbia as amended from time to time;
- (r) "special resolution" means:
  - (i) a resolution passed at a general meeting by a majority of not less than two-thirds (2/3) of the votes cast by the voting members in accordance with these bylaws and the Societies Act;
  - (ii) a resolution that has been submitted to all members and consented to in writing by every member who would have been entitled to vote in person at a general meeting of the Society;
  - (iii) a resolution passed by mail, email, text message, facsimile, or other means of communication by a majority of not less than two-thirds of the votes cast by the members in accordance with these bylaws and the Societies Act.

### **Plural and gender-specific words**

- 1.2** Words importing the singular include the plural and vice versa; and words importing a male person include a female person and vice versa.

### **Definitions in Act apply**

- 1.3** Except where they conflict with the definitions contained in these bylaws, the definitions in the Societies Act on the date these bylaws become effective apply to these bylaws and the constitution.

### **Conflict with Act or regulations**

- 1.4** If there is a conflict between these Bylaws and the Societies Act or the Regulations, the Societies Act or the Regulations, as the case may be, prevail.

## **PART 2 - MEMBERSHIP**

### **Membership at adoption of bylaws**

- 2.1** The members of the Society are the members in good standing as at the date these bylaws are adopted, and those persons who subsequently become members, in accordance with these bylaws and who, in either case, have not ceased to be members as provided for in these bylaws.

### **Membership classes**

- 2.2** There shall be the following classes of membership:

- (a) master membership
- (b) associate membership

### **Requirements of master membership**

- 2.3** Each applicant seeking to become a master member of the Society shall:
- (a) be a person who is affected in any degree by spina bifida, hydrocephalus, or another related condition, or a person who is the natural or legal parent or guardian of any person affected in any degree by spina bifida, hydrocephalus or other related condition;
  - (b) reside in the Province of British Columbia;
  - (c) submit to the Secretary of the Society a written application in the form specified by the Society;
  - (d) pay any membership fees as determined by the Board;
  - (e) signify agreement with and endorsement of the basis and purposes of the Society set out in the constitution and bylaws of the Society; and
  - (f) satisfy such other requirements as determined by the directors from time to time.

### **Rights of master members**

**2.4** Master members shall be entitled to attend, speak at, and vote at any meeting of the members of the Society

### **Requirements of associate membership**

**2.5** Each applicant seeking to become an associate member of the Society shall:

- (a) be a person interested in the field of spina bifida, hydrocephalus and other related conditions;
- (b) submit to the Secretary of the Society a written application in the form specified by the Society;
- (c) pay any membership fees as determined by the Board;
- (d) signify agreement with and endorsement of the basis and purposes of the Society set out in the constitution and bylaws of the Society; and
- (e) satisfy such other requirements as determined by the directors from time to time.

### **Rights of associate members**

**2.6** Associate members shall be entitled to attend, speak at, and vote at any meeting of the members of the Society.

### **Application for membership**

**2.7** The Board shall possess the sole power to admit members to the Society. The Board may, at its discretion, delegate this power to a standing or special committee of one or more individuals. .

### **Age of members**

**2.8** An individual under the age of 19 years may not be admitted as a member of the Society.

### **Duties of members**

**2.9** Every member must uphold the constitution of the Society and must comply with these Bylaws.

### **Termination of membership**

**2.10** A person shall cease to be a member of the Society:

- (a) on the date which is the later of the date of delivering his or her resignation in writing to the Secretary of the Society or to the address of the Society and the effective date of the resignation stated therein;
- (b) on his or her death;
- (c) on being expelled pursuant to section 2.13; or
- (d) on having been a member not in good standing for 60 days.

### **Membership dues and fees**

**2.11** The amount of the membership dues for each fiscal year or part thereof or other fees payable by the members shall be determined by the directors from time to time.

### **Date fees are due**

**2.12** The Board shall determine the day in each year when the membership fees from each member shall be due and shall provide notice of such date to all members no less than 30 days prior to the date the fees are payable.

### **Discipline of members**

**2.13** The Board may, by 2/3 majority vote, expel, suspend or otherwise discipline a member for non-payment of membership fees or other fees payable pursuant to section 2.11 or for conduct, which in the discretion of the Board, is improper or unbecoming for a member of the Society, or is likely to endanger the interests, purposes or reputation of the Society or is in violation of the basis and principles set out in the constitution of the Society or is in breach of these bylaws.

### **Notice of discipline**

**2.14** A member may not be expelled, suspended or otherwise disciplined until the member has received a notice of the proposed expulsion, suspension or other disciplinary measures which shall set out the reasons therefore and until the member has been given an opportunity to be heard by the Board before the proposed expulsion, suspension or other disciplinary measures are put to vote.

### **Member not in good standing**

**2.15** All members are in good standing except a member who:

- (a) has failed to pay current annual membership fees by the due date specified by the directors or any other fee or debt due and owing by the member to the Society, and the member is not in good standing so long as the debt remains unpaid; or
- (b) is under suspension or discipline pursuant to section 2.13.

### **Member not in good standing may not vote**

**2.16** A voting member who is not in good standing

- (a) may not vote at a general meeting, and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

### **Rights on termination of membership**

**2.17** Any member who ceases to be a member of the Society forfeits all rights, claims, privileges or interest arising from membership in the Society.

### **Membership not transferable**

**2.18** The membership of a person in the Society is not transferable.

## **PART 3 – GENERAL MEETINGS OF MEMBERS**

### **Time and place of general meeting**

**3.1** General meetings, including annual general meetings, shall be held at such time and place, in accordance with the Societies Act, as the Board shall decide.

### **Requisition of general meeting**

**3.2** The Board shall convene a general meeting if so requested by 10% of the master members of the Society.

### **Annual general meeting**

**3.3** An annual general meeting shall be held during or as close to the month of April in each year as the Board may determine practicable, and shall be held at least once in every calendar year.

### **Rules of order**

**3.4** The directors shall have full power to make such rules and regulations as they deem necessary provided that such rules and regulations are not inconsistent with these bylaws and the Societies Act, and in the absence of such a rule the rules contained in the most current edition of *Robert's Rules of Order Newly Revised* shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws and the Societies Act.

### **Chair of general meeting**

**3.5** The President, the Vice-President or in the absence of both, one of the other directors present, shall preside as Chair of a general meeting.

### **Alternate Chair of general meeting**

**3.6** If at a general meeting:

- (a) there is no President, Vice-President or other director present within 15 minutes after the time appointed for holding the meeting; or
  - (b) the President and all other directors present are unwilling to act as Chair,
- the members present shall choose one of their number to be Chair.

### **Virtual meetings allowed**

**3.7** A general meeting may also be held, or any member may participate in a general meeting, by conference call or similar communication equipment or device so long as all the persons participating in the meeting can hear and respond to one another. All such persons so participating shall be deemed to be present in person at the stated location of such meeting and,

notwithstanding the foregoing bylaws, shall be entitled to vote by a voice vote recorded by the secretary of such meeting.

#### **Quorum required**

**3.8** No business, other than the election of a person as Chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

#### **Quorum for general meetings**

**3.9** The quorum for the transaction of business at a general meeting is three (3) members in good standing or 10% of the members, whichever is greater.

#### **Quorum with absentee ballots**

**3.10** For the purposes of determining quorum at a general meeting, a member in good standing who has voted by mail or electronic ballot is deemed to be a member in good standing present at the meeting.

#### **Lack of quorum at commencement of meeting**

**3.11** If, within 30 minutes from the time set for holding a general meeting, a quorum of members is not present,

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members in good standing who are present constitute a quorum for that meeting.

#### **If quorum ceases to be present**

**3.12** If, at any time during a general meeting, there ceases to be a quorum of members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

#### **Adjournments by Chair**

**3.13** The Chair of a general meeting may, or, if so directed by the members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

#### **Resolutions must be seconded**

**3.14** All resolutions proposed at a general meeting must be seconded.

### **Chair may propose resolutions**

**3.15** The Chair of a meeting may move or propose a resolution.

### **Ordinary resolutions unless specified**

**3.16** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Societies Act or these Bylaws to be decided by special resolution.

### **Business conducted at an AGM**

**3.17** The business to be conducted at every annual general meeting, in addition to any other business that may be transacted, will include:

- (a) A report of the Board;
- (b) Presentation of the financial statements;
- (c) Presentation of the budget for the ensuing year; and
- (d) Election of directors to any vacancies on the Board.

## **PART 4 – NOTICE OF GENERAL MEETINGS**

### **Entitlement to notice**

**4.1** Notice of a general meeting shall be given only to:

- (a) every member shown on the register of members on the day notice is given, and
- (b) the auditor, if an auditor is appointed under these bylaws.

### **Length of notice**

**4.2** The Society shall give not less than 14 days' written notice of a general meeting to its members entitled to receive notice; but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.

### **Content of notice**

**4.3** Notice of a general meeting shall specify the place, the day and the hour of the meeting.

### **Method of notice**

**4.4** A notice may be given to a member either personally or by mail or by email or by facsimile to the member at the member's registered address or the member's email address or facsimile number, as recorded in the Society's records.

### **Mailed notice deemed given**

**4.5** A notice sent by mail shall be deemed to have been given on the third day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the



notice was properly addressed and put in a Canadian post office receptacle. A notice sent by either email or facsimile shall be deemed to have been given on the date of transmission.

#### **Published notice deemed given**

- 4.6** If the Society has more than 250 members, notice is deemed to have been given if a notice is sent by email to all members who have provided an email address and also:
- (a) published at least once in each of the three weeks immediately before the meeting in The Province newspaper; or
  - (b) posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Society and is accessible to all of the members of the Society.

#### **Accidental omission of notice**

- 4.7** The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate the proceedings at that meeting.

#### **Notice of special resolutions**

- 4.8** A notice of a general meeting must include the text of any special resolution to be submitted to the meeting.

#### **Notice of continuation of adjourned general meeting**

- 4.9** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for more than 14 days, notice of the continuation of the adjourned meeting must be given.

## **PART 5 – VOTING PROCEDURES AT GENERAL MEETINGS**

#### **Permitted methods of voting**

- 5.1** At a general meeting, voting must be by a show of hands, an oral vote, or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, two (2) or more voting members request a confidential ballot or a confidential ballot is directed by the Chair of the meeting, voting must be by ballot.

#### **Proxy voting permitted**

- 5.2** Voting by proxy is permitted provided that the proxy has previously been appointed in writing by the member appointing the proxy and the proxy has been submitted to the Secretary of the Society. A permanent proxy or a proxy entitling a member to vote at other than one meeting and at any adjournment of that meeting is void.

### **Qualifications of proxy holder**

**5.3** A proxy holder must be a member of the Society.

### **Rights of proxy holders**

**5.4** Unless limited in the written appointment of the proxy, a proxy holder stands in the place of the voting member appointing the proxy holder and can do anything that member can do, including propose and second resolutions, participate in the discussion, and vote.

### **Voting method determined by Board**

**5.5** The Board may determine that an issue to be decided by the members shall be decided by confidential ballot by mail, email, hand delivery or other means of communication, provided that the Society has a system that enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Society without it being possible for the Society to identify how each member voted.

### **Method of voting by absentee ballots**

**5.6** If the Board determines that an issue shall be decided by confidential ballot, the Board may determine the rules respecting how that voting is to occur. In the absence of such determination, the process described in bylaw 5.7 and 5.8 will apply.

### **Contents of distributed ballot package**

**5.7** The Board shall send by mail, email, or other method to every member shown on the register of members on the day the ballots are issued:

- (a) a fillable ballot together with full instructions for completing and returning the ballot by the required date; and
- (b) if the ballot is returnable by mail,
  - i. an inner return envelope with a space for the member's signature placed on its face; and
  - ii. a recognizable, self-addressed return envelope with the name and address of the Secretary of the Society or other person designated by the Board to receive the marked ballots.

### **Teller responsibilities**

**5.8** The Board shall designate tellers and at the meeting of the tellers where the votes are to be counted, the tellers shall:

- (a) if the ballots were collected by mail,
  - i. check the signature on the inner return envelope against the list of members qualified to vote, if applicable;
  - ii. remove the folded ballot and place it, still folded, into the ballot receptacle;

- (b) indicate on a list of members that the member has voted;
- (c) count the votes, or, if the ballots were collected by mail, count the votes only once all of the inner envelopes have been processed and all votes placed in the receptacle .

#### **Alternate voting methods**

- 5.9** Votes decided by other means of communication shall be tailored to comply with the above requirements.

#### **Written ordinary resolutions**

- 5.10** A resolution in writing which is identified as an ordinary resolution and has been submitted to all the members and signed by a minimum of two-thirds of the members who would have been entitled to vote on it in person at a general meeting of the Society is as valid and effectual as an ordinary resolution as if it had been passed at a meeting of members duly called and constituted and shall be deemed to be an ordinary resolution in writing. Such ordinary resolution shall be filed with minutes of the proceedings of the members and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

#### **Written special resolution**

- 5.11** A resolution in writing which is identified as a special resolution and has been signed by all the members who would have been entitled to vote on it in person at a general meeting of the Society is as valid and effectual as a special resolution as if it had been passed at a meeting of members duly called and constituted and shall be deemed to be a special resolution. Such a resolution may be in two or more counterparts which together shall be deemed to constitute one special resolution in writing. Such special resolution shall be filed with the minutes of the proceedings of the members and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

#### **Resolution by mail**

- 5.12** Where a resolution is to be determined by mail, the Secretary must mail ballots to all members in good standing at least 14 days prior to the date that the ballots are due. The ballots must set out the matter or matters to be voted on and must state the address to which the completed ballots may be mailed or delivered. Only those ballots that are properly completed and signed by members in good standing and are received by the Secretary by mail or by delivery by the due date will be counted.

### **Resolution by electronic communications**

**5.13** Where a resolution is to be determined by electronic communication, the Secretary must inform all members in good standing at least 14 days prior to the date that all ballots are due of the process for electronic voting and the time period during which voting may take place. The matter or matters to be voted on must be clearly articulated within the voting process. Only those votes made in compliance with the stated process and received by the designated time will be counted.

### **One vote per member**

**5.14** A member in good standing present at a meeting of members is entitled to one vote.

### **Chair may vote**

**5.15** The Chair of a general meeting may vote but, if he or she does so and the result is a tie, shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.

### **Announcement of result**

**5.16** The Chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

## **PART 6 – THE BOARD**

### **Purpose of Board**

**6.1** The property and affairs of the Society shall be managed by the Board.

### **Authority of Board**

**6.2** The Board may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the members in general meeting, and subject to the provisions of:

- (a) all laws affecting the Society;
- (b) these bylaws; and
- (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general meetings.

### **Affirmation of Board's prior acts**

**6.3** No rule made by the Society in a general meeting invalidates a prior act of the Board that would have been valid if that rule had not been made.

### **Hiring employees**

**6.4** The Board may, at its discretion, select and employ employees for a fixed or indefinite term, and set the terms of the employee's duties, responsibilities and employment.

## **PART 7 – DIRECTORS**

### **Number of directors on Board**

**7.1** The number of directors of the Society shall be no less than five (5) and no more than thirteen (13) as determined by the directors from time to time.

### **Director qualifications**

**7.2** Only members of the Society in good standing are eligible to act as directors of the Society.

### **Election or appointment of directors**

**7.3** Directors shall normally be elected by confidential ballot at a general meeting by an ordinary resolution of the eligible members entitled to vote at such meeting.

### **Voting procedure of director election**

**7.4** The name of each duly nominated candidate shall appear individually on the voting ballot and the candidates that receive the most votes shall be deemed to be elected.

### **Cannot vote for more directors than positions**

**7.5** No member shall vote for more directors than the number of vacant positions for directors. Any ballot on which more names are voted for than there are vacant positions shall be deemed to be void.

### **Term of office**

**7.6** Directors are normally elected for two-year terms. Directors normally take office commencing at the close of the meeting at which they were elected, designated, or appointed and their term of office expires at the close of the second annual general meeting after designation, election or appointment.

### **If no or too few directors**

**7.7** If no successor directors are elected or the number of directors of the Society would fall below three (3), the persons previously elected as directors shall continue to hold office until such time as successor directors are elected.

### **Consecutive terms**

**7.8** Directors may be elected for consecutive terms.

### **Termination of office**

**7.9** A person shall cease to be a director of the Society:

- (a) on expiry of their term of office;
- (b) on the date which is the later of delivery of written resignation to the Secretary or the address of the Society and the effective date of resignation stated in the resignation;

- (c) on his or her death or incapacity;
- (d) on ceasing to be a member of the Society; or
- (e) on being removed or suspended as per bylaw 7.10 or 7.11.

#### **Directors' removal or suspension of director**

**7.10** A director may be removed or suspended by a two-third (2/3) resolution of the remaining directors before the expiration of his or her term of office where the remaining directors reasonably believe the director has committed a criminal, civil, or regulatory offense, has breached his or her fiduciary duty to the Society, or has otherwise acted inappropriately, but no director shall be removed or suspended until he or she has been given notice of the proposed action and has had an opportunity to be heard at the meeting or submit a written response to the Board.

#### **Members' removal or suspension of director**

**7.11** The members may, by special resolution at a general meeting, remove or suspend a director before the expiration of his or her term of office upon the recommendation of a majority of directors and may elect a successor to hold office until the next annual general meeting or until the reinstatement of the suspended director by the Board, but no director shall be removed or suspended until he or she has been given notice of the proposed action and an opportunity to be heard by the members at the general meeting.

#### **Directors may fill casual vacancy**

**7.12** If a director ceases to hold office during his or her term for any reason, the Board may, at any time, appoint a person as a director to fill the vacancy that arises on the Board as a result.

#### **Term of appointment of director filling casual vacancy**

**7.13** A director appointed by the Board to fill a vacancy as per bylaw 7.12 ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

## **PART 8 – OFFICERS**

#### **Election of officers**

**8.1** The directors, at the first meeting of the Board held following the annual general meeting, shall elect from amongst themselves individuals in the following Board positions:

- (a) President;
- (b) Vice-President;
- (c) Secretary;
- (d) Treasurer.

A director, other than the President, may hold more than one position.

### **Directors at large**

**8.1** Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

### **Term of office**

**8.2** Once elected, officers shall hold their positions as officers of the Board of the Society until the close of the first meeting of the Board held after the next following annual general meeting.

### **Termination of officer**

**8.3** A person shall cease to be an officer of the Society:

- (a) on expiry of their term of office;
- (b) on the date which is the later of delivery of written resignation to the Secretary or the address of the Society and the effective date of resignation stated in the resignation;
- (c) on his or her death or incapacity;
- (d) on ceasing to be a director of the Society; or
- (e) on being removed by a resolution passed at a duly constituted meeting of the Board by a two-thirds (2/3) majority vote.

### **Removed officer remains a director**

**8.4** An officer removed from office as per bylaw 8.3 remains a director of the Society.

### **Removal of officers**

**8.5** An officer may resign from a position or the Board may remove an officer by a resolution passed at a duly constituted meeting of the Board by a two-thirds (2/3) majority vote.

### **Filling a vacancy in office**

**8.6** The Board shall fill any vacancy occurring in the office of an officer for the unexpired term.

### **Role of President**

**8.7** The President is Chair of the Board and is responsible for supervising the other directors in the execution of their duties.

### **Role of Vice-President**

**8.8** The Vice-President is the Vice-Chair of the Board and, in the absence of the President, is responsible for carrying out all duties of the President and shall have such other duties and powers as the Board may specify.

### **Role of Secretary**

**8.9** The Secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;

- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Societies Act;
- (d) conducting the correspondence of the Board;
- (e) custody of the common seal of the Society, if any;
- (f) filing the annual report of the Society and making any other filings with the Registrar under the Societies Act.

#### **Absence of Secretary from meeting**

**8.10** In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

#### **Role of Treasurer**

**8.11** The Treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings as necessary to comply with the Societies Act and the Income Tax Act.

## **PART 9 – DIRECTORS' MEETINGS**

#### **Calling of directors' meeting**

**9.1** A directors' meeting may be called by the President or by any two (2) other directors.

#### **Notice of directors' meeting**

**9.2** A meeting of the Board may be held at any time and place determined by the Board, provided that two (2) days' written notice of such meeting shall be given to each director. However, no formal notice shall be necessary if all directors were present at a preceding meeting when the time and place of the meeting was determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary of the Society. No notice of a meeting of the Board shall be required, when the meeting is regularly scheduled.

#### **Proceedings valid despite omission to give notice**

**9.3** The accidental omission to give notice of a directors' meeting to a director, or the nonreceipt of a notice by a director, does not invalidate proceedings at the meeting.

#### **Proceedings valid when inadequate officers**

**9.4** No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of directors in office.



### **Board meeting after director appointment**

- 9.5 For the purposes of the first meeting of the Board held immediately following the election of a director or directors at an annual or other general meeting, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be properly constituted.

### **Conduct of directors' meetings**

- 9.6 The directors may regulate their meetings and proceedings as they think fit.

### **Virtual meetings allowed**

- 9.7 A Board meeting may also be held, or any Director may participate in a Board meeting, by conference call or similar communication equipment or device so long as all the persons participating in the meeting can hear and respond to one another. All such persons so participating shall be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing bylaws, shall be entitled to vote by a voice vote recorded by the secretary of such meeting.

### **Quorum of directors**

- 9.8 The quorum for the transaction of business at a directors' meeting is three (3) directors.

### **Chair**

- 9.9 The President shall be Chair at all meetings of the Board, but if at any Board meeting the President is not present within 15 minutes after the time appointed for the meeting, the Vice-President shall act as Chair; but if neither is present the directors present may choose one of their number as Chair of that meeting.

### **Alternate Chair**

- 9.10 If the person presiding as Chair of a Board meeting wants to step down as Chair for all or part of that meeting, he or she may designate an alternate Chair of such meeting or portion thereof, and upon such designated alternative receiving the consent of a majority of the directors present at such meeting, he or she may preside as Chair.

### **Resolutions must be seconded**

- 9.11 Resolutions proposed at a meeting of the Board must be seconded and the Chair of the meeting may move or propose a resolution.

### **Chair may vote**

- 9.12 The Chair of a meeting may vote but, if he or she does so and the result is a tie, he or she shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.

### **Method of voting**

**9.13** Voting may be by any method determined by the Board from time to time, so long as the method adequately discloses the intention of the voting members.

### **Written resolution**

**9.14** A Board resolution in writing is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such Board resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with minutes of the proceedings of the Board and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

## **PART 10 – COMMITTEES**

### **Delegation**

**10.1** The Board may, at its discretion, delegate any, but not all, of its powers to committees which may be in whole or in part composed of directors.

### **Standing and special committees**

**10.2** The Board may create such standing and special committees, ad hoc committees or task forces as may from time to time be required.

### **Proceedings of committees**

**10.3** The members of a committee may meet and adjourn as they think proper and meetings of committees shall be governed, with any necessary changes, by the rules set out in these bylaws governing proceedings of the Board and by any rules that may from time to time be imposed on it by the Board.

### **Committee reports**

**10.4** A committee shall report every act or thing done in exercise of its powers at the next meeting of the Board held after the action or thing has been done, or at such other time or times as the Board may decide.

### **Limited power of committees**

**10.5** A committee shall limit its activities to the purpose or purposes for which it is appointed, and shall have no powers except those specifically conferred by a Board resolution.

### **Term of special committees**

- 10.6** Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only and upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee shall automatically be dissolved.

## **PART 11 – ACCESS TO RECORDS**

### **Copy of constitution and bylaws provided**

- 11.1** On being admitted to membership, each member is entitled to, and upon request the Society shall provide, a copy of the constitution and bylaws of the Society.

### **Inspection of records by directors**

- 11.2** A director may, without charge, inspect any record required by the Societies Act to be kept by the Society.

### **Inspection of records by members**

- 11.3** A member who is not a director may, without charge, inspect any record required by the Societies Act to be kept by the Society, except for the minutes of meetings of the Board, copies of consent resolutions of directors and the individual consents to those resolutions, and the Society's accounting records.

### **Restricted inspection of records by members**

- 11.4** Subject to the Societies Act, the directors may from time to time in their discretion determine whether and to what extent and at what times and places and under what conditions or regulations the documents excluded from members' inspection under bylaw 11.3 shall be open to the inspection of a member who is not a director.

### **Restrictions on member inspection**

- 11.5** If a member who is not a director wishes to inspect a record he or she is permitted to inspect under these bylaws, the Board may impose a reasonable period of notice before which, and reasonable restrictions on the time during which, the member may inspect the record.

### **Free copies for directors**

- 11.6** A director may, without charge, receive a copy of a record the director is entitled to inspect under bylaw 11.2.

### **Free copies for members**

- 11.7** A member may, without charge, receive a copy of the Society's current constitution, bylaws and the Society's most recent financial statements.

### **Records with copy fee**

**11.8** Upon payment of the relevant fee, a member may request and receive a copy of any other record the member is entitled to inspect under bylaw 11.3.

### **Public access to records**

**11.9** A person, other than a member or director of the Society, may not inspect or receive a copy of a record of the Society.

## **PART 12 – FINANCIAL**

### **Fiscal Year**

**12.1** The fiscal year of the Society shall begin on the 1<sup>st</sup> day of April, and shall end on the 31<sup>st</sup> day of March.

### **Borrowing and raising capital**

**12.2** In order to carry out the purposes of the Society the Board may, on behalf of and in the name of the Society, borrow, raise or secure the payment or repayment of money in any manner it decides including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

### **Director may be employed**

**12.3** Nothing herein contained shall be construed to preclude any director from serving the Society as an employee or in any other capacity with compensation, provided that a majority of directors are not entitled to remuneration as employees or contractors of the Society.

## **PART 13 – SEAL AND EXECUTION OF INSTRUMENTS**

### **Seal**

**13.1** The Board may provide a common seal for the Society, with the Society's name in legible characters on the seal, and it shall have power from time to time to destroy a seal and substitute a new seal in its place.

### **Use of common seal**

**13.2** The common seal shall be affixed only when authorized by a resolution of the Board, and then only in the presence of the persons prescribed in the resolution or, if no persons are prescribed, in the presence of any two directors.

### **Signing authority**

**13.3** Contracts not under seal and in the ordinary course of the Society's operations may be entered into on behalf of the Society by the Board or by any person authorized by the Board. The Board may at any time direct the manner in which, and the person or persons by whom, any particular

instrument, contract or obligation of the Society may or shall be executed. In the absence of express authorization by the Board, an instrument, contract or obligation may be signed by:

- (a) the President and one other director;
- (b) in the absence of the President, the Vice-President and one other director; or
- (c) in the absence of the President and Vice-President, any two directors.
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

#### **Cheques**

**13.4** The Board may, from time to time by Board resolution, authorize directors to act as signing officers who shall have the authority to sign cheques and all banking documents on behalf of the Society.

#### **Dual Signatures required**

**13.5** All cheques of the Society shall require two signatures.

### **PART 14 – AUDITOR**

#### **Auditor is optional**

**14.1** This Part applies only where the Society is required or has resolved to have an auditor.

#### **Appointment**

**14.2** The first auditor shall be appointed by the Board which shall also fill any vacancy occurring in the office of auditor.

#### **Appointment**

**14.3** At each annual general meeting, the Society shall appoint an auditor to hold office until he or she is reappointed or his or her successor is appointed at the next following annual general meeting in accordance with the procedures set out in the Societies Act.

#### **Removal**

**14.4** An auditor may be removed by ordinary resolution in accordance with the procedures set out in the Societies Act.

#### **Notice of Appointment**

**14.5** An auditor shall be promptly informed in writing of appointment or removal.

#### **Prohibition**

**14.6** No director, member or employee of the Society shall be auditor.

#### **Meetings**

**14.7** The auditor, if any, may attend general meetings.

## PART 15 – INDEMNITIES

### General indemnity

**15.1** Subject to the provisions of the Societies Act, every member of the Board or officer who has properly undertaken or is about to undertake any liability on behalf of the Society or any society controlled by it and their heirs, executors, administrators or personal representatives respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Society, from and against:

- (a) all costs, charges, and expenses whatsoever which such member of the Board or officer actually and reasonably sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; and
- (b) all other costs, charges, and expenses which he actually and reasonably sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by his own willful neglect or default provided that:
  - i. the member of the Board or officer acted honestly and in good faith with a view to the best interests of the Society; and
  - ii. in the case of criminal or administrative proceedings, the member of the Board or officer had reasonable grounds for believing that their conduct was lawful.

### Directors and officers insurance

**15.2** The Society shall purchase and maintain insurance for the benefit of any or all directors or officers against personal liability incurred by any such person as a director or officer.

## PART 16 - DISPUTE RESOLUTION

### Dispute resolution

**16.1** Should the Society and a member or director of the Society not be able to resolve a claim or controversy arising out of these bylaws, or in respect of any legal relationship associated with it or from it, through consultation and negotiation in the spirit of mutual friendship and cooperation, any party may initiate mediated negotiation. All disputes remaining unsettled after mediation shall be referred to and finally resolved by arbitration in accordance with the *Arbitration Act*, RSBC 1995, c 55.

### Location

**16.2** The place of mediation and arbitration shall be mutually agreed by the Society and the member or director. In the absence of agreement regarding the place of mediation and arbitration, the place of mediation and arbitration shall be Vancouver, British Columbia. All parties shall share the fee of the mediator and arbitrator equally.

### **Option for injunction**

- 16.3** The Society and the members and directors of the Society shall use their best efforts to conduct any dispute resolution procedures herein as efficiently and cost-effectively as possible. Notwithstanding this provision, any party may obtain a temporary injunction to enforce or preserve its rights or restrain any further violation or threatened violation of any restrictions or agreements contained herein for which monetary damages are not an adequate remedy until such rights can be pursued through arbitration.

## **PART 17 – FORMER CONSTITUTIONAL PROVISIONS**

### **Former unalterable provisions**

- 17.1** The following provisions were formerly included in the constitution of the Society and, as they were previously designated as unalterable, shall not be altered except by special resolution passed at a general meeting.
- 17.2** The society shall be carried on without purpose of gain for its members, and any profits or other accretions to the society shall be used in promoting its objectives.
- 17.3** The directors shall serve as such without remuneration, and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties.
- 17.4** Upon the dissolution of the society, and after the payment of all debts, liabilities, etc., the remaining property of the society shall be distributed to recognized charitable organizations in Canada, or to charitable organizations in Canada the objects of which are beneficial to the community; PROVIDED THAT, in any case, no member of the society shall derive any benefit from the society in the form of distribution of the assets of the society or otherwise upon the dissolution of the society.

## **PART 18 – MISCELLANEOUS**

### **Right to membership and association**

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

### **Alteration of bylaws**

- 18.2** These bylaws shall not be altered or added to except by special resolution passed at a general meeting.

**Location**

**18.3** The operations of the society are chiefly carried on in the Province of British Columbia.

Dated effective the 31<sup>st</sup> day of May, 2017.