

**SCHEDULE A**

**BYLAWS OF THE  
WESTERN INSTITUTE FOR THE DEAF AND HARD OF HEARING**

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**BYLAWS OF THE  
WESTERN INSTITUTE FOR THE DEAF AND HARD OF HEARING**

**1. INTERPRETATION**

**1.1 Definitions**

Without limiting Bylaw 1.2, in these Bylaws, unless the context otherwise requires:

- (a) **“Act”** means the *Societies Act*, S.B.C. 2015, c. 18, as amended, restated or replaced from time to time, and includes its regulations;
- (b) **“Address of the Society”** means the registered office address of the Society on record from time to time with the registrar;
- (c) **“Board”** means the directors of the Society;
- (d) **“Bylaws”** means these bylaws, as amended from time to time;
- (e) **“Chair”** means the individual, if any, elected to the office of chair of the Board in accordance with these Bylaws;
- (f) **“CEO”** means the chief executive officer appointed by the Board in accordance with Bylaw 13.1 with the duties set out in Bylaw 13.2;
- (g) **“Extraordinary General Meeting”** means every general meeting other than an annual general meeting;
- (h) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5<sup>th</sup> Supp.), c.1 as amended, restated or replaced from time to time, and includes its regulations;
- (i) **“Life Member”** means an individual who was a member of the “Life Member” class immediately prior to the coming into force of these Bylaws;
- (j) **“Non-Voting Member”** means an individual who has been admitted to the non-voting member class and who has not ceased to be a Non-Voting Member;
- (k) **“mutatis mutandis”** means with the necessary changes having been made to ensure that the language makes sense in the context;
- (l) **“Proxy Holder”** means a person designated in accordance with these Bylaws to attend a general meeting and to exercise voting rights on behalf of a member;
- (m) **“Registered Address”** of a member or director means the address of that individual as recorded in the register of members or the register of directors;
- (n) **“Regular Member”** means an individual who has been admitted to the regular member class in accordance with the bylaws and has not ceased to be a Regular Member;
- (o) **“Secretary”** means the individual, if any, elected to the office of secretary of the Board in accordance with these Bylaws;

- (p) **“Society”** means the Western Institute for the Deaf and Hard of Hearing;
- (q) **“Treasurer”** means the individual, if any, elected to the office of treasurer of the Board in accordance with these Bylaws; and
- (r) **“Vice-Chair”** means the individual, if any, elected to the office of vice-chair of the Board in accordance with these Bylaws.

## 1.2 Societies Act Definitions

The definitions in the Act apply to these Bylaws.

## 1.3 Plural and Singular Forms and Gender

In these Bylaws, a word defined in the plural form includes the singular and vice-versa. Words importing a specific gender include any other gender.

## 2. MEMBERSHIP

### 2.1 Admission to Membership

Membership in the Society is restricted to:

- (a) those individuals who are members at the time these Bylaws come into force; and
- (b) those individuals who subsequently become members in accordance with these Bylaws.

### 2.2 Classes of Membership

The Society shall have two (2) classes of members called:

- (a) “Regular Members”; and
- (b) “Non-voting Members”.

A person can only belong to one class of members at any given time.

### 2.3 Eligibility for Membership

- (a) An individual is eligible to be accepted as a Regular Member if they:
  - (1) are nineteen (19) years of age or older;
  - (2) are ordinarily resident in Canada;
  - (3) are not currently an employee or contractor of the Society and have not been an employee or contractor of the Society at any time during the last 24 months prior to their application for membership or renewal of membership;

- (4) are not the spouse or immediate family member of a individual referred to in Bylaw 2.3(a)(3);
  - (5) have not been expelled from the Society within the last year; and
  - (6) are interested in advancing the purposes and supporting the activities of the Society.
- (b) An individual is eligible to be accepted as a Non-Voting Member if they:
- (1) are nineteen (19) years of age or older;
  - (2) are ordinarily resident in Canada;
  - (3) are currently an employee or contractor of the Society or have been an employee or contractor of the Society at any time during the last 24 months prior to their application for membership or renewal of membership;
  - (4) have not been expelled from the Society within the last year; and
  - (5) are interested in advancing the purposes and supporting the activities of the Society.

#### 2.4 **Transitional**

- (a) A Regular Member or Life Members who is an employee or contractor of the Society at, or had been an employee or contractor of the Society at any time during the last 24 months prior to, the time these Bylaws come into effect, shall immediately and automatically become a Non-Voting Member, upon these Bylaws coming into effect.
- (b) A Life Member to whom Bylaw 2.4(a) does not apply, shall immediately and automatically become a Regular Member upon these Bylaws coming into effect.

#### 2.5 **Application for Membership**

An eligible individual may apply to the Society to become a Regular Member or Non-Voting Member by:

- (a) submitting a written application for membership in such form as may be established by the Society to the Address of the Society or to an authorized representative of the Society;
- (b) submitting payment for all applicable membership fees and dues owing on application; and
- (c) submitting such information or documentation as the membership coordinator may require to confirm eligibility for membership.

## **2.6 Membership Coordinator**

The Board may delegate the review and acceptance of new applications and re-applications for membership to an individual or committee, which individual or committee will be referred to for the purposes of these Bylaws as the membership coordinator.

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

## **2.7 Reviewing and Acceptance of Application**

The membership coordinator, if any, will review all applications for membership in the Society and may, if necessary to determine eligibility for membership in accordance with these Bylaws, request the individual to provide further information or documentation in support of the application.

The membership coordinator may, in their sole and absolute discretion, by entering the individual's information into the register of members, accept that individual as a member of the respective member class for which the individual may be eligible, as determined in accordance with these Bylaws, provided that no application for membership as a Regular Member will be accepted in the 30-day period immediately prior to an annual general meeting.

## **2.8 Reporting and Ratification of Membership**

The membership coordinator, will regularly report to the Board regarding applications for membership received and approved.

## **2.9 Referral of Application to Board**

The membership coordinator, may at any time refer an application for membership to the Board for further consideration and, if so referred, the Board may in its sole and absolute discretion accept, postpone or refuse such application for membership.

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

## **2.10 Membership not Transferable**

Membership is not transferable.

## **2.11 Term of Membership**

Once accepted as a Regular Member or Non-Voting Member, an individual continues as a Regular Member or Non-Voting Member until thirty-first (31<sup>st</sup>) day following the conclusion of the next annual general meeting, unless renewed in accordance with Bylaw 2.12.

## **2.12 Renewal and Re-application of Membership**

A Regular Member or a Non-Voting Member may renew their membership prior to its expiry, in such manner as may be determined by the Board from time to time.

An individual whose membership has expired, or otherwise ceased other than by expulsion, may re-apply for membership after its expiry in accordance with Bylaw 2.5.

An individual expelled from membership may re-apply for membership after one (1) year from the date of expulsion.

Re-applications for membership are subject to acceptance by the Board or its delegates in its or their sole and absolute discretion.

### 2.13 Cessation of Membership

An individual will immediately cease to be a member upon:

- (a) cease to be eligible, pursuant to Bylaw 2.3, to be a member of the member class to which they belong;
- (b) the date which is the later of:
  - (1) the date of delivering their resignation in writing to the Secretary, if any, or to the Address of the Society; and
  - (2) the effective date of the resignation stated thereon;
- (c) the expiry of their term, if any;
- (d) their expulsion; or
- (e) their death.

All rights of membership, including any claims or interest arising from or association with membership in the Society, immediately cease on any of the foregoing.

## 3. MEMBERSHIP RIGHTS AND OBLIGATIONS

### 3.1 Rights of Membership

### 3.2 Member Rights

In addition to any rights conferred by the Act:

- (a) Each member is entitled to receive notice of general meetings.
- (b) Each Regular Member in good standing is:
  - (1) Entitled to requisition, attend and vote at all general meetings.
  - (2) Entitled to make or second motions at a general meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted.
  - (3) Eligible to become a director if qualified in accordance with the Act and these Bylaws.
  - (4) Eligible to serve on committees of the Society, as invited.

- (5) Eligible to participate in the programs and initiatives of the Society, in accordance with such criteria as may be determined by the Board from time to time.
- (c) Each Non-Voting member is:
  - (1) Not entitled to attend, requisition, or to vote at, general meetings.
  - (2) Not eligible to become a director of the Society.
  - (3) Not eligible to serve on committees of the Society.
  - (4) Eligible to participate in the programs and initiatives of the Society, in accordance with such criteria as may be determined by the Board from time to time.

### **3.3 Member not in Good Standing**

A member who is not in good standing has the right to receive notice of all general meetings, but is suspended from all of the other rights and privileges of the particular member class as described in Bylaw 3.1 for so long as they remain not in good standing.

### **3.4 Dues and Fees**

The Board will determine the dues or fees payable by members from time to time, provided that the annual dues for Regular Members and Non-Voting Members must not be less than \$10. Once determined, dues are deemed to continue each year until altered by the Board. The Board may determine that annual dues may be pro-rated, reduced or waived in cases of hardship or other appropriate circumstances. Dues and fees are non-refundable.

### **3.5 Standing of Members**

All members are deemed to be in good standing except:

- (a) a member who has failed to pay dues, fees or any other indebtedness to the Society, if any, when due and owing is not in good standing for so long as such indebtedness remains unpaid; and
- (b) a member who has been suspended by the Society.

### **3.6 Compliance with Constitution, Bylaws and Policies**

Every member will, at all times, uphold the constitution of the Society and comply with these Bylaws, the regulations and the policies of the Society in effect from time to time.

### **3.7 Suspension or Expulsion of Member**

Following an appropriate investigation or review of a member's conduct or actions, the Board may expel or suspend a member for conduct which, in the reasonable opinion of the Board:

- (a) is improper or unbecoming for a member;

- (b) is contrary to Bylaw 3.6; or
- (c) is likely to endanger the reputation or hinder the interests of the Society.

The Board must provide notice of a proposed expulsion or suspension to the member in question, accompanied by a brief statement of the reasons for the disciplinary action.

A member who is the subject of the proposed expulsion or suspension will be provided a reasonable opportunity to respond to the proposed discipline before the Board determines whether to expel or suspend such member.

### **3.8 No Distribution of Income to Members**

The Society must not distribute any of its money or other property other than:

- (a) for full and valuable consideration,
- (b) in furtherance of the purposes of the Society,
- (c) to a qualified recipient, or
- (d) for a distribution required or authorized by the Act, or otherwise required by law.

### **3.9 Continuing Liability**

Notwithstanding resignation, suspension or expulsion of a member for any reason, a member shall remain liable for all indebtedness of such member to the Society. For purposes of this Bylaw 3.9, "indebtedness" includes, without limitation, all fees and dues levied by the Society prior to the date the individual ceased to be a member including, without limitation, all fees and dues levied by the Society during any suspension period.

## **4. MEETINGS OF MEMBERS**

### **4.1 Time and Place of General Meetings**

The general meetings of the Society will be held at such date, time and place in British Columbia (except in the case of a fully electronic meeting), in accordance with the Act, as the Board decides. A general meeting may be held at a location outside British Columbia agreed on by every Regular Member in good standing before the meeting.

### **4.2 Annual General Meetings**

Unless the holding of an annual general meeting is deferred in accordance with the Act, an annual general meeting will be held at least once in every calendar year and in accordance with the Act.

### **4.3 Calling of Extraordinary General Meeting**

The Society will convene an Extraordinary General Meeting by providing notice in accordance with the Act and these Bylaws in any of the following circumstances:

- (a) at the call of the Chair, if any;

- (b) when resolved by the Board; or
- (c) when such a meeting is requisitioned by the members in accordance with the Act.

#### 4.4 Notice of General Meeting

At any time at which the Society has less than 100 members (or such other number set by the Act), it will, in accordance with Bylaw 17.1, send notice of every general meeting to:

- (a) each member shown on the register of members on the date the notice is sent; and
- (b) the auditor of the Society, if any is appointed,

not less than fourteen (14) days and not more than sixty (60) days prior to the date of the general meeting.

No other person is entitled to be given notice of a general meeting.

At any time at which the Society has 100 members (or such other number set by the Act) or more, the Society may provide notice of every general meeting to each member as follows:

- (c) by e-mail sent to the address provided by each member who has provided the Society with an e-mail address not less than fourteen (14) days and not more than sixty (60) days prior to the date of the general meeting; and
- (d) by posting notice of the general meeting on the Society's website for members, for at least twenty-one (21) days immediately prior to the date of the general meeting.

If necessary in the Board's discretion, the Society may send notice of a general meeting to one or more members in accordance with Bylaw 17.1.

#### 4.5 Contents of Notice

Notice of a general meeting will specify the date time and, if applicable, the place of the meeting and will include the text of every special resolution to be proposed or considered at that meeting.

If a general meeting is held as an electronic meeting in accordance with Bylaw 5.3, the notice of that meeting must also contain instructions for attending and participating in the general meeting by telephone or other communications medium, including, if applicable, instructions for voting at the general meeting.

#### 4.6 Omission of Notice

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

### 5. PROCEEDINGS AT GENERAL MEETINGS

#### 5.1 Business Required at Annual General Meeting

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

- (a) the adoption of an agenda;
- (b) the approval of the minutes of previous general meetings;
- (c) consideration of the financial statements and the report of the auditor thereon, if any;
- (d) consideration of any members' proposals submitted in accordance with the Act;
- (e) the election or appointment of directors; and
- (f) such other business, if any, required by the Act or at law to be considered at an annual general meeting.

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

## **5.2 Attendance at General Meetings**

In addition to members, directors and the Society's auditor, if any, the Board may also invite any other individual or individuals to attend a general meeting as observers and guests. All observers and guests may only address the general meeting assembly at the invitation of chair of the meeting, or by ordinary resolution.

## **5.3 Participation by Telephone or other Communications Medium**

Subject to the Act, the Board may decide, in its discretion, to hold any general meeting as a fully or partially electronic meeting. If the Board decides to hold a general meeting as a fully or partially electronic meetings, the Board shall make arrangements for members to participate in, and, if applicable, to vote at such general meeting by telephone or other communications medium. A member or other person participating in such general meeting by telephone or other communications medium shall be deemed to be in attendance at the general meeting. A member entitled to vote at the general meeting and participating by telephone or other communications medium shall be counted in the quorum therefor and be entitled to speak and vote at the general meeting.

## **5.4 Requirement of Quorum**

No business, other than the election of an individual to chair the meeting and the adjournment or termination of the meeting, will be conducted at a general meeting at a time when a quorum is not in attendance.

## **5.5 Quorum**

A quorum at a general meeting is five percent (5%) of the Regular Members in good standing on the date of the meeting, in attendance personally or represented by proxy.

## **5.6 Lack of Quorum**

If, within 30 minutes from the time set for holding a general meeting, a quorum of Regular Members in good standing, in attendance personally or by proxy, is not present:

- (a) in the case of a general meeting convened by 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 (if any), 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 Regular Members who are in attendance personally or by proxy.

### **5.7 Loss of Quorum**

If at any time during a general meeting there ceases to be a quorum in attendance, business then in progress will be suspended until there is a quorum in attendance or until the meeting is adjourned or terminated.

### **5.8 Chair at General Meetings**

The Chair, if any, (or, in the absence or inability of the Chair, the Vice-Chair, if any) will, subject to the Board appointing another individual, chair all general meetings.

If at any general meeting the Chair, Vice-Chair or such alternate individual appointed by the Board, if any, is not in attendance within fifteen (15) minutes after the time appointed for the meeting, the directors in attendance may select one of their number to chair that meeting.

### **5.9 Alternate Chair**

If the chair of the general meeting wishes to step down as chair for all or part of that meeting, they may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the members in attendance at such meeting, they may chair the meeting.

### **5.10 Chair to Determine Procedure**

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

### **5.11 Adjournment**

A general meeting may be adjourned from time to time and from place to place (if any), but no business will be transacted at an adjourned meeting other than the business left unfinished at the adjourned meeting.

### **5.12 Notice of Adjournment**

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

### 5.13 Minutes of General Meetings

The Secretary, if elected, or such other individual designated by the Board will ensure that minutes are taken for all general meetings.

## 6. VOTING BY MEMBERS

### 6.1 Ordinary Resolution Sufficient

Unless the Act, these Bylaws or adopted rules of order provide otherwise, every issue for determination by a vote of the Regular Members will be decided by an ordinary resolution.

### 6.2 Entitlement to Vote

Each Regular Member in good standing is entitled to one (1) vote on matters for determination by the members. No other person is entitled to vote on a matter for determination by the members, whether at a general meeting or otherwise.

### 6.3 Voting Other than at General Meeting

The Board may, in its sole discretion, conduct a vote of the Regular Members other than at a general meeting, provided in each case that the Society provides each member in good standing with notice of:

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

### 6.4 Voting Methods

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

- (a) by show of hands or voting cards;
- (b) by written ballot; or
- (c) if a meeting is held in accordance with Bylaw 5.3, in the manner determined by the directors.

Where a vote is to be conducted by show of hands or voting cards, and prior to the question being put to a vote, a number of members equal to not less than ten percent (10%) of the votes in attendance may request a secret ballot, and where so requested the vote in question will then be conducted by written ballot or other means whereby the tallied votes can be presented anonymously in such a way that it is impossible for the assembly to discern how a given member voted.

## 6.5 Voting by Chair

If the chair of the meeting is a member, then the chair may, in their sole discretion, cast a vote on any motion or resolution under consideration at the same time as voting occurs by all members. If the chair of the meeting is not a member, the chair has no vote.

The chair of the meeting does not have a second or a casting vote in the event of a tie and a motion or resolution that is tied is defeated.

## 6.6 Voting by Proxy

Proxy voting is permitted subject to these Bylaws and in accordance with the following rules:

- (a) For a general meeting, that is not a fully electronic meeting, a Regular Member may, by form of proxy appoint another Regular Member to attend in person (by being physically present) and act at a specified general meeting on their behalf.
- (b) For an electronic meeting, a Regular Member may, by form of proxy, appoint the Chair or any other person designated by the Board in such form of proxy, to be their Proxy Holder and to attend by telephone or other communications medium and act at a specified general meeting on their behalf.
- (c) A form of proxy appointing a Proxy Holder must:
  - (1) be in a form approved by the Board; and
  - (2) be signed and dated by the Regular Member;
 or it is void and of no effect.
- (d) A form of proxy must state the specific meeting at which the Proxy Holder is authorized to act on behalf of the Regular Member, provided that if a form of proxy does not state the general meeting at which it is to have effect, the authority of the Proxy Holder is deemed to be for the next general meeting held on or after the date indicated on the form of proxy.
- (e) A Proxy Holder may vote a proxy held by such Proxy Holder for any vote taken at the specific meeting for which such proxy is valid, notwithstanding the voting method determined by the Board in accordance with Bylaw 6.4.

## 7. DIRECTORS

### 7.1 Qualifications of Directors

An individual is not qualified as a director if they are:

- (a) less than nineteen (19) years of age;
- (b) found by any court, in Canada or elsewhere, to be incapable of managing their own affairs, unless a court, in Canada or elsewhere, subsequently finds otherwise;

- (c) a person in respect of whom a certificate of incapability is issued under the *Adult Guardianship Act* (British Columbia), unless the certificate is subsequently cancelled under section 37(4) of that Act;
- (d) an undischarged bankrupt;
- (e) convicted in British Columbia or elsewhere of an offence in connection with the promotion, formation or management of a society or unincorporated entity, or of an offence involving fraud, unless:
  - (1) the court orders otherwise;
  - (2) 5 years have elapsed since the last to occur of:
    - (A) the expiration of the period set for suspension of the passing of sentence without a sentence having been passed;
    - (B) the imposition of a fine;
    - (C) the conclusion of the term of any imprisonment; and
    - (D) the conclusion of the term of any probation imposed; or
  - (3) a pardon was granted or issued, or a record suspension was ordered, under the *Criminal Records Act* (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect; or
- (f) is an “ineligible individual” as defined by section 149.1(1) of the *Income Tax Act*.

In addition to the foregoing, an individual may not be nominated, elected or appointed to serve (or continue to serve) as a director if they are:

- (g) not a Regular Member; or
- (h) even if a Regular Member, the spouse or immediate family member of a current director or nominee for election as a director.

## 7.2 Composition of Board

The Board will be composed of not less than five (5) and not more than eleven (11) directors, as follows:

- (a) no less than five (5) and no more than eight (8) individuals, as set by the Board, elected by the Regular Members as directors in accordance with Part 8; and
- (b) up to three (3) individuals appointed as directors by the Board in accordance with Bylaw 7.4.

To the extent possible, the Board will include a number of qualified individuals who are deaf or hard of hearing, and the Board will strive to identify and recruit qualified deaf or hard of hearing individuals who are willing to serve as directors.

### 7.3 **Invalidation of Acts**

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

### 7.4 **Appointment of Directors**

Subject to the maximum number of directors set forth in Bylaw 7.2, the Board may, from time to time, appoint as a director up to three (3) qualified individuals who, in the determination of the Board, have expertise, skills or knowledge that is beneficial to the Board or to the Society.

### 7.5 **Transition of Directors' Terms**

Each individual who is a director on the date these Bylaws come into force will continue as a director for the remaining term to which they were elected, unless they otherwise cease to be a director in accordance with these Bylaws.

Any previous terms served by directors prior to these Bylaws coming into force will be counted towards the term limits set out below.

### 7.6 **Term of Directors**

The term of office of directors will normally be two (2) years. However, the Board may determine that some or all vacant directors' positions will have a term of less than two (2) years, the length of such term to be determined by the directors in their discretion.

For purposes of calculating the duration of a director's term of office, the term will be deemed to commence at the close of the annual general meeting at which such director was elected. If, however, the director was elected at an Extraordinary General Meeting their term of office will be deemed to have commenced at the close of the annual general meeting next following such Extraordinary General Meeting.

### 7.7 **Consecutive Terms and Term Limits**

Directors may be elected for up to ten (10) consecutive years, by any combination of terms. An individual who has served as a director for ten (10) consecutive years may not be re-elected for at least one (1) year following the expiry of their latest term.

### 7.8 **Extension of Term to Maintain Minimum Number of Directors**

Every director serving a term of office will retire from office at the close of the annual general meeting in the year in which their term expires, provided that if insufficient successors are elected and the result is that the number of directors would fall below five (5), the individual or individuals previously elected as directors may, if they consent, continue to hold office, and the term of such director or directors is deemed to be extended, until such time as successor directors are elected.

### 7.9 **Appointment to Fill Vacancy**

If a director ceases to hold office before the expiry of their term, the Board may appoint a Regular Member qualified in accordance with Bylaw 7.1 to fill the resulting vacancy for the remainder of such term.

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

#### 7.10 Removal of Director

- (a) A director may be removed before the expiry of their term either:
  - (1) by special resolution; or
  - (2) by the Board, in which case the director proposed to be removed is entitled to not less than seven (7) days' advance notice in writing of the proposed removal and to address the Board prior to the vote on the resolution.
- (b) A director proposed for removal has a conflict of interest and may not vote on any Board resolution in connection with such proposed removal.
- (c) If a director is removed from office:
  - (1) by special resolution, the Regular Members may elect a Regular Member qualified in accordance with Bylaw 7.1 to fill the resulting vacancy for the remainder of the removed director's term, or
  - (2) by the Board, the Board may appoint a replacement pursuant to Bylaw 7.9.

#### 7.11 Ceasing to be a Director

An individual will immediately cease to be a director upon:

- (a) the date which is the later of:
  - (1) the date of delivering their resignation in writing to the Chair, if any, or to the Address of the Society; and
  - (2) the effective date of the resignation stated therein;
- (b) the expiry of their term of office;
- (c) the date such individual is no longer qualified pursuant to Bylaw 7.1;
- (d) their removal; or
- (e) their death.

### 8. NOMINATION AND ELECTION OF DIRECTORS

#### 8.1 Nomination of Directors

Nominations for election as a director must be made in accordance with these Bylaws and such policies and procedures as are established by the Board from time to time.

All nominations are subject to the following rules:

- (a) nominations must be made in writing, in a form established by the Board;
- (b) a nominee must be a Regular Member in good standing to be nominated and must remain in good standing in order to stand for election;
- (c) a Regular Member may nominate themselves, and all nominations must be signed by the Regular Member nominated and one (1) other Regular Member in good standing;
- (d) a Regular Member may not nominate more nominees than the number of director positions available for election;
- (e) nominations must be submitted in advance of an election, in accordance with such deadlines as may be established by the Board; and
- (f) nominations will not be permitted from the floor at a general meeting.

## 8.2 Elections Generally

Directors, other than those appointed in accordance with Bylaw 7.4, will be elected by acclamation or by vote of the Regular Members in good standing, in accordance with the applicable provisions of these Bylaws and such election policies and procedures as are established by the Board from time to time.

## 8.3 Election at Annual General Meeting

The election of directors will normally occur at, or prior to, the annual general meeting in accordance with the applicable provisions of these Bylaws and such election policies and procedures as are established by the Board from time to time and directors so elected will take office commencing at the close of such meeting.

## 8.4 Election by Acclamation

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

## 8.5 Election by Secret Ballot

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

- (a) the secret ballot, either at or prior to the annual general meeting, all at the discretion of the Board;
- (b) ballots will be sent or otherwise made accessible to all Regular Members in good standing in attendance at the election;
- (c) each ballot will include the name of each eligible nominee and the number of vacancies to be filled;

- (d) no Regular Member will vote for more directors than the number of vacant positions. Any ballot will be deemed to be void if it records votes for more nominees than there are vacant positions;
- (e) ballots will be counted following the close of the election period by scrutineers appointed by the Board;
- (f) nominees will be deemed to be elected in order of those nominees receiving the most votes;
- (g) in the event of a tie between two (2) or more eligible nominees for the final vacant position, the scrutineers will place one (1) ballot marked for each tied nominee into a suitable container and the chair of the meeting will draw one (1) ballot from the container at random, and the selected nominee will be elected to the final vacant position; and
- (h) the results of an election by secret ballot will be announced to all Regular Members following the counting of the ballots.

## **8.6 Nomination and Election Policies**

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

## **9. POWERS AND RESPONSIBILITIES OF THE BOARD**

### **9.1 Management of Activities and Affairs**

Subject to the Act and these Bylaws, the Board must manage, or supervise the management of, the activities and internal affairs of the Society.

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

### **9.2 Duties of Directors**

Pursuant to the Act, every director must, when exercising the powers and performing the functions of a director of the Society:

- (a) act honestly and in good faith with a view to the best interests of the Society;
- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- (c) act in accordance with the Act and the regulations thereunder; and
- (d) subject to Bylaws 9.2(a) through 9.2(c), act in accordance with these Bylaws.

Without limiting Bylaws 9.2(a) to 9.2(d), a director, when exercising the powers and performing the functions of a director, must act with a view to the purposes of the Society.

### **9.3 Policies and Procedures**

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

### **9.4 Remuneration of Directors and Officers and Reimbursement of Expenses**

A director shall not receive any remuneration for acting as a director and must not receive or be entitled to receive remuneration from the Society under a contract of employment or contract for services. However, a director may be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the Society, provided that all claims for reimbursement are in accordance with established policies.

### **9.5 Investment of Property and Standard of Care**

If the Board is required to invest funds on behalf of the Society, the Board may invest the property of the Society in any form of property or security in which a prudent investor might invest. The standard of care required of the directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Society. The Board may establish further policies related to the investment of the Society's funds and property, provided that such policies are not contrary to the Act or these Bylaws.

### **9.6 Investment Advice**

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

### **9.7 Delegation of Investment Authority to Agent**

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

## **10. PROCEEDINGS OF THE BOARD**

### **10.1 Board Meetings**

Meetings of the Board may be held in the manner (including by electronic meeting), at any time and place (if any) determined by the Board.

### **10.2 Meetings by Telephone or Other Communications Medium**

A director may participate in a meeting of the Board or of any committee of the Board in person or by telephone or other communications medium if all directors participating in the meeting, whether in person or by telephone or other communications medium, are able to communicate

with each other. A director who participates in a meeting in a manner contemplated by this Bylaw 10.2 is deemed for all purposes of the Act and these Bylaws to be in attendance at the meeting and to have agreed to participate in that manner.

### 10.3 Regular Meetings

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

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

### 10.4 Ad Hoc Meetings

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

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

### 10.5 Notice of Board Meetings

At least two (2) days' notice will be sent to each director of a Board meeting.

However, no formal notice will be necessary if all directors were in attendance at the preceding meeting when the time and place (if any) of the meeting was decided or are in attendance at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary, if any, or to the individual designated by the Board pursuant to Bylaw 10.11.

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

If a meeting of the Board will be an electronic meeting, the notice of that meeting must contain instructions for attending and participating in the meeting by telephone or other communications medium, including, if applicable, instructions for voting at the meeting.

### 10.6 Attendance at Board Meetings

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

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

### 10.7 Quorum

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

### **10.8 Chair at Board Meetings**

The Chair, if any, (or, in the absence or inability of the Chair, the Vice-Chair, if any) will, subject to the Board appointing another individual, chair all meetings of the Board.

If at any meeting of the Board the Chair, Vice-Chair or such alternate individual appointed by the Board, if any, is not in attendance within fifteen (15) minutes after the time appointed for the meeting or requests that they not chair that meeting, the directors in attendance may choose one of their number to chair that meeting.

### **10.9 Alternate Chair**

If the chair of a meeting of the Board wishes to step down as chair for all or part of that meeting, they may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the directors in attendance at such meeting, they may chair such meeting.

### **10.10 Chair to Determine Procedure**

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

### **10.11 Minutes of Board Meetings**

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

## **11. DECISION MAKING AT BOARD MEETINGS**

### **11.1 Passing Resolutions and Motions**

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

### **11.2 Resolution in Writing**

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

### **11.3 Entitlement to Vote**

Except as otherwise required by law, each director is entitled to one (1) vote on all matters at a meeting of Board. No other person is entitled to a vote at a meeting of the Board.

#### 11.4 Procedure for Voting

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

- (a) by show of hands;
- (b) by written ballot;
- (c) by roll-call vote or poll; or
- (d) by mail or another means of communication, including by fax, email or other electronic means.

On the request of any one (1) or more directors, a vote will be conducted by written ballot or other means whereby the tallied votes can be presented anonymously, in such a way that it is impossible for the assembly to discern how a given director voted.

### 12. BOARD OFFICERS

#### 12.1 Officers

The Board may, in its discretion, elect such officers of the Board as it deems necessary and determine the duties and responsibilities of all officers. All officers must be directors.

#### 12.2 Election of Officers

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

#### 12.3 Term of Officer

The term of office for each officer will be one (1) year, commencing on the date the director is elected as an officer in accordance with Bylaw 12.2 and continuing until the first meeting of the Board held after the next following annual general meeting. A director may be elected as an officer for consecutive terms.

#### 12.4 Removal of Officers

An individual may be removed as an officer by the Board.

#### 12.5 Duties of Chair

The Chair, if elected, shall oversee the other officers and the directors in the execution of their duties and will chair all meetings of the Society and of the Board.

The Chair, if elected, shall be an ex-officio member of all committees of the Board, save and except the nominations committee, if any.

## 12.6 Duties of Vice-Chair

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

## 12.7 Duties of Secretary

The Secretary, if elected, will be responsible for making the necessary arrangements for:

- (a) the issuance of notices of meetings of the Society and the Board;
- (b) the keeping of minutes of all meetings of the Society and the Board;
- (c) the custody of all records and documents of the Society, except those required to be kept by the Treasurer, if any;
- (d) the maintenance of the register of members; and
- (e) the conduct of the correspondence of the Society.

## 12.8 Duties of Treasurer

The Treasurer, if elected, will be responsible for making the necessary arrangements for:

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

## 12.9 Absence of Secretary at Meeting

If the Secretary is absent from any general meeting or meeting of the Board or if no Secretary is elected, the directors in attendance will appoint another individual to act as secretary at that meeting.

## 12.10 Combination of Offices of Secretary and Treasurer

The offices of Secretary and Treasurer, if filled, may be held by one individual who will be known as the Secretary-Treasurer.

# 13. SENIOR MANAGERS

## 13.1 Appointment of Senior Managers

The Board will appoint the CEO, who shall be a senior manager.

The Board is responsible to supervise the CEO in the performance of their duties.

### 13.2 Duties of CEO

The CEO, if any is appointed, will manage the affairs of the Society and shall be responsible for the administration of the Society. The CEO will direct and manage the Society's office and personnel. The CEO will have such other duties and responsibilities as determined by the Board.

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

### 13.3 Removal of Senior Manager

An individual may be removed as a senior manager by the Board.

## 14. COMMITTEES

### 14.1 Creation and Delegation to Committees

The Board may create such standing and special committees, working groups or task forces as may from time to time be required, which may be in whole or in part composed of directors. Any such committee, working group or task force will limit its activities to the purpose or purposes for which it is created and will have no powers except those specifically conferred by the Board. The Board may delegate any, but not all of its powers to committees, working groups or task forces, other than the power to fill vacancies among the directors.

### 14.2 Standing and Special Committees

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

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

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

### 14.3 Terms of Reference

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

### 14.4 Nomination Committee

The Board shall establish a nomination committee and shall establish terms of reference for the nomination committee, which shall implement the nomination policies and procedures established by the Board.

#### 14.5 Meetings

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

### 15. EXECUTION OF INSTRUMENTS

#### 15.1 Seal

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

#### 15.2 Execution of Instruments

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

- (a) by the Chair, if any, together with one (1) other director, or
- (b) in the event that the Chair is unavailable or no Chair is elected, by any two (2) directors,

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

The Board will have power from time to time to appoint any officer or officers, or any individual or individuals, on behalf of the Society to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

#### 15.3 Signing Officers

The Board will, from time to time, appoint signing officers who are authorized to sign cheques and all banking documents on behalf of the Society.

### 16. FINANCIAL MATTERS AND REPORTING

#### 16.1 Accounting Records

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

#### 16.2 Borrowing Powers

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

### 16.3 **When Audit Required**

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

- (a) the Board determines to conduct an audit or review engagement; or
- (b) the Regular Members in good standing require the appointment of an auditor by ordinary resolution,

in which case the Society will appoint an auditor qualified in accordance with Part 9 of the Act and these Bylaws.

### 16.4 **Appointment of Auditor at Annual General Meeting**

If the Society determines to conduct an audit, an auditor will be appointed at an annual general meeting to hold office until such auditor is reappointed at a subsequent annual general meeting or a successor is appointed in accordance with the procedures set out in the Act or until the Society no longer wishes to appoint an auditor.

### 16.5 **Vacancy in Auditor**

Except as provided in Bylaw 16.6, the Board will fill any vacancy occurring in the office of auditor and an auditor so appointed will hold office until the next annual general meeting.

### 16.6 **Removal of Auditor**

An auditor may be removed and replaced by ordinary resolution in accordance with the procedures set out in the Act.

### 16.7 **Notice of Appointment**

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

### 16.8 **Auditor's Report**

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

### 16.9 **Participation in General Meetings**

The auditor, if any, is entitled in respect of a general meeting to:

- (a) receive every notice relating to a meeting to which a member is entitled;
- (b) attend the meeting; and
- (c) be heard at the meeting on any part of the business of the meeting that deals with the auditor's duties or function.

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

#### **16.10 Purchase of Insurance**

The Society may purchase and maintain insurance for the benefit of any or all directors, officers, senior managers, employees or agents against personal liability incurred by any such individual as a director, officer, senior manager, employee or agent.

### **17. NOTICE GENERALLY**

#### **17.1 Method of Giving Notice**

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

#### **17.2 When Notice Deemed to have been Received**

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

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

#### **17.3 Days to be Counted in Notice**

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

### **18. MISCELLANEOUS**

#### **18.1 Dissolution**

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

## 18.2 Location of Operations

The operations of the Society are to be chiefly carried out in Canada.

## 18.3 Inspection of Documents and Records

- (a) The documents and records of the Society, including the financial and accounting records and the minutes of general meetings, committee meetings and meetings of the Board, will be open to the inspection of any director at reasonable times and on reasonable notice.
- (b) A member who is not a director is not entitled to inspect, or receive copies of, the minutes of Board or committee meetings, Board or committee consent resolutions (including in camera meeting minutes, if any) and the accounting records of the Society (other than the financial statements), with the exception of those portions of any of the above records that evidence a disclosure of a director's or senior manager's interest in the Board minutes or consent resolutions in accordance with the Act.
- (c) With respect to any records or documents of the Society other than those that are required to be kept by the Act:
  - (1) a member in good standing may, in writing delivered to the Address of the Society, make a request to the Board to inspect any such record or document; and
  - (2) the Board may, in its sole discretion, grant such request in whole or in part, subject to such fees, limitations and conditions as the Board may determine.

## 18.4 Right to become Member of other Society

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

## 19. BYLAWS

### 19.1 Entitlement of Members to copy of Constitution and Bylaws

Each member is entitled to, and upon request the Society will provide them with, access to a copy of the current constitution and these Bylaws.

### 19.2 Special Resolution required to Alter Bylaws

These Bylaws will not be altered except by special resolution.