

SOCIETIES ACT

BYLAWS OF THE WEST POINT GREY COMMUNITY CENTRE ASSOCIATION

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**BYLAWS
OF THE
WEST POINT GREY COMMUNITY CENTRE ASSOCIATION**

1. INTERPRETATION

1.1 Definitions

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

- (a) **“Act”** means the *Societies Act*, S.B.C. 2015, c. 18, as amended from time to time, and includes any successor legislation thereto;
- (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 acting as authorized by the Act, the Constitution and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
- (d) **“Board Resolution”** means:
 - (1) a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter in person at a duly constituted meeting of the Board; or
 - (2) a resolution that has been submitted to all Directors and consented to in writing by three-fourths (3/4) of the Directors who would have been entitled to vote on the resolution at a meeting of the Board,and a Board Resolution approved by any of these methods is effective as though passed at a meeting of the Board;
- (e) **“Bylaws”** means the bylaws of the Society as filed with the Registrar;
- (f) **“Constitution”** means the constitution of the Society as filed with the Registrar;
- (g) **“Directors”** means those Persons who are, or who subsequently become, directors of the Society in accordance with these Bylaws and have not ceased to be directors;
- (h) **“General Meeting”** means a meeting of the Members, and includes an annual general meeting and any special or extraordinary general meetings of the Society;
- (i) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- (j) **“Members”** means those Persons who are, or who/that subsequently become, members of the Society in accordance with these Bylaws and, in either case, have not ceased to be members;
- (k) **“mutatis mutandis”** means with the necessary changes having been made to ensure that the language makes sense in the context;

- (l) **“Non-Voting Members”** means those Persons that have been admitted as non-voting Members in accordance with these Bylaws and that have not ceased to be non-voting Members; and
- (m) **“Ordinary Resolution”** means a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote in person at a duly constituted General Meeting;
- (n) **“Person”** means a natural person;
- (o) **“President”** means the Person elected to the office of president of the Society in accordance with these Bylaws;
- (p) **“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;
- (q) **“Registrar”** means the Registrar of Companies of the Province of British Columbia;
- (r) **“Society”** means the “West Point Grey Community Centre Association”;
- (s) **“Special Resolution”** means, except where otherwise provided in these Bylaws, a resolution, of which the notice required by the Act and these Bylaws has been provided, passed by at least three-fourths (3/4) of the votes cast in respect of the resolution by those Members entitled to vote in person at a duly constituted General Meeting;
- (t) **“Treasurer”** means a Person elected to the office of treasurer of the Society in accordance with these Bylaws;
- (u) **“Vice-President”** means a Person elected to the office of vice-president of the Society in accordance with these Bylaws;
- (v) **“Voting Members”** means those Persons that have become voting Members in accordance with these Bylaws and that have not ceased to be voting Members; and
- (w) **“West Point Grey”** means the neighbourhood in the municipality of Vancouver, BC bordered by 16th Avenue to the south, Alma Street to the east, English Bay to the north, and Blanca Street to the west.

1.2 **Societies Act Definitions**

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

Except as otherwise provided, the use in these Bylaws of the phrase "in writing" and other similar words and expressions will include information or records in either paper form or electronic form, such as electronic mail. For greater clarity, notwithstanding the foregoing, a vote exercised in writing by a Member or Director in accordance with these Bylaws may only be carried out in paper form.

1.3 Plural and Singular Forms

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

1.4 Language

All correspondence of the Society will be written in the English language and all proceedings at General Meetings and meetings of the Board will be conducted (and recorded in the minutes thereof) in the English language.

2. MEMBERSHIP

2.1 Admission to Membership

Membership in the Society is restricted to:

- (a) those Persons who transition as Members in accordance with Bylaw 2.14(a); and
- (b) those Persons who are subsequently admitted as Members in accordance with these Bylaws.

2.2 Classes of Membership

There will be one (1) class of voting membership, called the Voting Members, and one (1) class of non-voting membership, called the Non-Voting Members.

2.3 Eligibility for Non-Voting Membership

A Person may be eligible to be accepted as a Non-Voting Member if he or she is interested in advancing the purposes and supporting the activities of the Society.

2.4 Eligibility for Voting Membership

A Person may be eligible to become a Voting Member if he or she:

- (a) has been a Non-Voting Member for at least sixteen (16) consecutive days, provided that this eligibility criterion will be inapplicable if a Person can demonstrate, to the reasonable satisfaction of the membership coordinator (as defined below), that he or she was previously a Voting Member whose membership lapsed;
- (b) is eighteen (18) years of age or older;
- (c) is ordinarily resident in the municipality of Vancouver, British Columbia; and
- (d) is interested in advancing the purposes and supporting the activities of the Society.

2.5 Membership Coordinator

The Board may delegate the review and acceptance of new applications and re-applications for membership to a Person or committee, which Person 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.

2.6 Application for Membership

An eligible Person may apply to the Society to become a Member by:

- (a) either:
 - (1) registering for a program of the Society, unless he or she “opts-out” at the time of such registration; or
 - (2) submitting a completed application, in such form and manner as may be established by the Society, to the Address of the Society;
- (b) submitting payment for all applicable program or other fees, if any; and
- (c) submitting such information or documentation as the membership coordinator may require to confirm eligibility for membership.

All eligible Persons who apply for membership in the Society will be initially admitted as Non-Voting Members. If a Person remains a Non-Voting Member for fifteen (15) consecutive days, then on the sixteenth (16th) consecutive day of his or her membership:

- (d) if he or she is eligible in accordance with Bylaw 2.3, such Person will automatically cease to be a Non-Voting Member and will be deemed to be a Voting Member; and
- (e) if he or she is ineligible in accordance with Bylaw 2.3, such Person will remain a Non-Voting Member until he or she can demonstrate to the satisfaction of the membership coordinator that he or she is eligible to be a Voting Member.

For greater certainty, a Person is not required to become a Member in order to access services or programs of the Society or at the Society’s facility, however, a Person registering for programs must be offered membership, in accordance with such policies as may be established from time to time by 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, request the Person to provide further information or documentation in support of the application.

The membership coordinator may, by entering the Person’s information into the register of members, accept that Person as a Member in the appropriate class as determined in accordance with these Bylaws.

2.8 Reporting and Ratification of Membership

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

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

2.9 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, by Board Resolution, 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 Transfer and Re-designation of Membership

Membership is not transferable.

The membership coordinator may, on its own determination or on application by a Member, re-designate a Member to another eligible class of membership because of loss of eligibility or other change in circumstances.

2.11 Term of Membership

Once accepted as a Member, a Person continues as a Member until the conclusion of the then current membership year, which ends annually on the day that is three-hundred sixty-five (365) days from the date that applicant becomes a member, unless renewed in accordance with Bylaw 2.12.

2.12 Renewal and Re-application of Membership

A Member who continues to be eligible may renew his or her membership prior to its expiry in such manner as may be determined by the Board from time to time.

A Person whose membership has expired or otherwise ceased other than by expulsion and who remains eligible may re-apply for membership after its expiry in accordance with Bylaw 2.6.

A Person expelled from membership may, unless prohibited by the terms of the expulsion resolution, re-apply for membership in accordance with the terms of the expulsion resolution, provided that if the expulsion resolution does not restrict re-application, the Person 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.

2.13 Cessation of Membership

A Person will immediately cease to be a Member:

- (a) upon the date which is the later of:
 - (1) the date of delivering his or her resignation in writing to the Address of the Society; and
 - (2) the effective date of the resignation stated thereon;

- (b) upon the expiry of his or her term of membership;
- (c) upon his or her expulsion; or
- (d) upon his or her death.

2.14 Transition of Membership

On the date these Bylaws come into force:

- (a) each Person who is a member of the Society in good standing and who is eligible for membership under these Bylaws will continue as a Member in the appropriate class as determined by the Board until the conclusion of the current term of membership, unless he or she otherwise ceases to be a Member in accordance with these Bylaws; and
- (b) each Person who is a member of the Society that is:
 - (1) not in good standing; or
 - (2) ineligible for membership under these Bylaws,
 will be deemed to have resigned from membership effective that date.

3. MEMBERSHIP RIGHTS AND OBLIGATIONS

3.1 Rights of Membership

In addition to any rights conferred by the Act, a Member in good standing has the following rights and privileges of membership, by class:

Voting Membership

- (a) to receive notice of, and to attend, all General Meetings;
- (b) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (c) to exercise a vote on matters for determination at General Meetings; and
- (d) may 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.

Non-Voting Membership

- (e) to receive notice of, and to attend, all General Meetings;
- (f) 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; and
- (g) may 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.

At all times, the Society shall strive to have a membership that consists of more Voting Members than Non-Voting Members.

3.2 Member not in Good Standing

A Member who is not in good standing has the right to receive notice of, and to attend, all General Meetings, but is suspended from all of the other rights and privileges described in Bylaw 3.1 for so long as he or she remains not in good standing.

3.3 Membership Dues

The Board will, by Board Resolution, determine the annual dues or program fees, as applicable, payable by Members from time to time.

The Board may determine that dues may be pro-rated, reduced or waived in cases or hardship of other appropriate circumstances. Once determined, dues are deemed to continue each year until altered by Board Resolution.

3.4 Standing of Members

All Members are deemed to be in good standing except:

- (a) a Member who has failed to pay such annual dues or program fees as are determined by the Board, if any, when due and owing and such Member is not in good standing so long as such amount remains unpaid; and
- (b) a Member who has been suspended by the Society in accordance with Bylaw 3.6.

3.5 Compliance with Constitution, Bylaws and Policies

Every Member will, at all times:

- (a) uphold the Constitution and comply with these Bylaws, the regulations and the policies of the Society in effect from time to time;
- (b) abide by such codes of conduct and ethics adopted by the Society; and
- (c) further and not hinder the purposes, aims and objects of the Society.

3.6 Expulsion or Suspension of Member

Following an appropriate investigation or review of a Member's conduct or actions, the Board may, by Board Resolution, 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 3.5; 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 of a Member 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 at or before the Board Resolution for expulsion or suspension is considered by the Board.

3.7 No Distribution of Income to Members

No part of the income of the Society will be payable to, or otherwise available for the personal benefit of, any Member and any income, profits or other accretions to the Society will be used in promoting the purposes of the Society.

4. MEETINGS OF MEMBERS

4.1 Time and Place of General Meetings

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

4.2 Annual General Meetings

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

4.3 Extraordinary General Meeting

Every General Meeting other than an annual general meeting is an extraordinary general meeting.

4.4 Calling of Extraordinary General Meeting

The Society will convene an extraordinary general meeting by providing notice in accordance with the Act and these Bylaws in any of the following circumstances:

- (a) at the call of the President;
- (b) when resolved by Board Resolution; or
- (c) when such a meeting is requisitioned by the Members in accordance with the Act.

4.5 Notice of General Meeting

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

- (a) 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
- (b) posting notice of the General Meeting:
 - (1) on the Society's website for Members, for at least twenty-one (21) days immediately prior to the date of the General Meeting; and
 - (2) in and around the Society's community centre facilities on or before 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.

4.6 Contents of Notice

Notice of a General Meeting will specify the place, the day and the time of the meeting and will include the text of every Special Resolution to be proposed or considered at that meeting.

4.7 Omission of Notice

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

5. PROCEEDINGS AT GENERAL MEETINGS

5.1 Business Required at Annual General Meeting

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

- (a) the adoption of an agenda;
- (b) the approval of the minutes of the previous annual general meeting and any extraordinary general meetings held since the previous annual general meeting;
- (c) consideration of the financial statements and the report of the auditor thereon;
- (d) consideration of any Members' proposals submitted in accordance with the Act;
- (e) the election 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, the Board may also invite any other Person or Persons to attend a General Meeting as observers and guests. All observers and guests may only address the General Meeting assembly at the invitation of the Person presiding as chairperson, or by Ordinary Resolution. General Meetings may not be held, either in whole or in part, by any electronic communication medium

5.3 No Electronic Participation in General Meetings

Participation in a General Meeting must be conducted in person. For greater certainty, this means that no Person who is otherwise entitled to participate in a General Meeting may do so by telephone or any other communication medium.

5.4 Requirement of Quorum

No business, other than the election of a Person to chair the meeting and the adjournment or termination of the meeting, will be conducted at a General Meeting at a time when a quorum is not present.

5.5 Quorum

A quorum at a General Meeting is thirty (30) Voting Members in good standing on the date of the meeting.

5.6 Lack of Quorum

If within thirty (30) minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, will be terminated, but in any other case it will stand adjourned to the next day, at the same time and place, and if at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Members present will constitute a quorum and the meeting may proceed.

5.7 Loss of Quorum

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

5.8 Chairperson at General Meetings

The President (or, in the absence or inability of the President, the Vice-President) will, subject to a Board Resolution appointing another Person, preside as chairperson at all General Meetings.

If at any General Meeting the President, Vice-President or such alternate Person appointed by a Board Resolution, if any, is not present within fifteen (15) minutes after the time appointed for the meeting, the Directors present may select one of their number to preside as chairperson at that meeting.

5.9 Alternate Chairperson

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

5.10 Adjournment

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

5.11 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.

5.12 Minutes of General Meetings

A Person designated by the Board will ensure that minutes are taken for all General Meetings.

6. VOTING BY MEMBERS

6.1 Ordinary Resolution Sufficient

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

6.2 Entitlement to Vote

Each Voting 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 Methods

Voting by Voting 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; or
- (b) by written ballot which, for greater clarity, must be in paper form and excludes any electronic medium.

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 Voting Members in good standing equal to not less than ten percent (10%) of the votes present may request a secret ballot, and where so requested the vote in question will then be conducted by written ballot which, for greater clarity, must be in paper form and excludes any electronic medium, whereby the tallied votes can be presented anonymously in such a way that it is impossible for the assembly to discern how a given Voting Member in good standing voted.

6.4 Voting by Chairperson

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

The Person presiding as chairperson of a General Meeting does not have a second or a casting vote in the event of a tie and a motion or resolution that is tied is defeated.

6.5 Voting by Proxy

Voting by proxy is not permitted.

7. DIRECTORS

7.1 Management of Property and Affairs

The Board will have the authority and responsibility to manage, or supervise the management of, the property and the affairs of the Society.

7.2 Qualifications of Directors

Pursuant to the Act, a Person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if he or she:

- (a) is less than eighteen (18) years of age;
- (b) has been found by any court, in Canada or elsewhere, to be incapable of managing his or her own affairs;
- (c) is an undischarged bankrupt;
- (d) has been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, in accordance with the Act; or
- (e) is an “ineligible individual” as defined by section 149.1(1) of the *Income Tax Act*.

In addition to the foregoing:

- (f) a Person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if he or she is not a Voting Member in good standing, save and except a Director appointed in accordance with Bylaw 7.5; and
- (g) a Person appointed as a Director in accordance with Bylaw 7.5 must be ordinarily resident in the municipality of Vancouver, British Columbia, provided that the Board may, by Board Resolution, exempt such a Director from this residency qualification if such Person possesses certain expertise, skills or knowledge that, the determination of the Board, is beneficial to the Board or to the Society.

7.3 Composition of Board

The Board will be composed of a minimum of fifteen (15) and a maximum of eighteen (18) Directors, as follows:

- (a) no less than fifteen (15) and no more than eighteen (18) Persons elected by the Members as Directors in accordance with Part 8 of these Bylaws; and
- (b) within the maximum board composition of eighteen (18) Directors, up to two (2) Persons may be appointed as Directors by the Board in accordance with Bylaw 7.5.

To the extent possible, the Society will strive to have a Board composition predominantly consisting of Directors that ordinarily reside in West Point Grey.

7.4 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.

7.5 Appointment of Directors

The Board may, from time to time by Board Resolution, appoint as Director(s) up to two (2) Persons qualified in accordance with Bylaw 7.2 that possess expertise, skills or knowledge that is beneficial to the Board or to the Society (as determined by the Board).

To the greatest extent possible, the Board will strive to appoint Persons in accordance with this Bylaw 7.5 that are Voting Members in good standing.

7.6 Transition of Directors' Terms

Each Person who is a Director on the date these Bylaws come into force will continue as a Director for the remaining term to which he or she was elected, unless he or she otherwise ceases 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.

7.7 Term of Appointed Directors

The term of office of Directors appointed pursuant to Bylaw 7.5 will be one (1) year. Each Person so appointed will take office immediately upon the passing of such Board Resolution confirming his or her appointment and he or she will continue as a Director until the earlier of:

- (a) the expiry of such Director's term;
- (b) such appointment being revoked or altered by the Board Resolution; and
- (c) the conclusion of the next annual general meeting of the Society.

7.8 Term of Elected Directors

The term of office of Directors elected pursuant to Part 8 of these Bylaws will normally be two (2) years. However, the Board may by Board Resolution determine that some or all vacant Directors' positions will have a term of less than two (2) years, the length of such term to be determined by the Directors in their discretion.

For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the annual general meeting at which such Director was elected. If, however, the Director was elected at an extraordinary general meeting his or her term of office will be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting.

7.9 Consecutive Terms and Term Limits

Directors may be elected or appointed for up to eight (8) consecutive years, by any combination of terms. A Person who has served as a Director for eight (8) consecutive years may not be re-elected or re-appointed for at least one (1) year following the expiry of his or her latest term.

7.10 Extension of Term to Maintain Minimum Number of Directors

Every elected Director serving a term of office will retire from office at the close of the annual general meeting in the year in which his or her term expires, provided that if insufficient successors are elected and the result is that the number of Directors would fall below nine (9), the Person or Persons previously elected as Directors may, if they consent, continue to hold office, and the term of such Director or Directors is deemed to be extended, until such time as successor Directors are elected.

7.11 Appointment to fill Vacancy

If an elected Director ceases to hold office before the expiry of his or her term, the Board, by Board Resolution, may appoint a Voting Member in good standing qualified in accordance with Bylaw 7.2 to fill the resulting vacancy.

The position occupied by an appointed replacement Director will become available for election at the next annual general meeting and each such appointed replacement Director will continue in office until the conclusion of the next annual general meeting unless he or she otherwise ceases to be a Director in accordance with these Bylaws. The appointed replacement Director may run for the vacant position.

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

7.12 Removal of Director

The Voting Members in good standing may remove a Director before the expiration of such Director's term of office by Special Resolution passed by at least two-thirds (2/3) of the votes cast in respect of the resolution by those Voting Members entitled to vote and may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term.

7.13 Ceasing to be a Director

A Person will immediately cease to be a Director:

- (a) upon the date which is the later of:
 - (1) the date of delivering his or her resignation in writing to the President or to the Address of the Society; and
 - (2) the effective date of the resignation stated therein;
- (b) upon the expiry of his or her term;

- (c) in the case of a Director appointed in accordance with Bylaw 7.5, upon the earlier of:
 - (1) his or her appointment being revoked or altered in accordance with Bylaw 7.7(b); or
 - (2) the conclusion of the next annual general meeting of the Society;
- (d) upon the date such Person is no longer qualified pursuant to Bylaw 7.2;
- (e) upon his or her removal; or
- (f) upon his or her death.

8. NOMINATION AND ELECTION OF DIRECTORS

8.1 Nomination of Elected Directors

Nominations for election as a Director must be made in accordance with the Constitution, 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) a nomination must be made in writing, in a form established by the Society;
- (b) a nominee must be a Voting Member in good standing to be nominated and must remain in good standing in order to stand for election;
- (c) a Voting Member in good standing may nominate him or herself, and the nomination must be signed by the Voting Member nominated and one (1) other Voting Member in good standing;
- (d) a Voting Member in good standing may not nominate more than two (2) candidates 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 7.5, will be elected by acclamation or by vote of the Members, in accordance with the applicable provisions of these Bylaws and such election policies and procedures as are established by the Board from time to time.

To the extent possible, approximately half (1/2) of the total number of Director positions will be elected each year.

8.3 Election at Annual General Meeting

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

8.4 Election by Acclamation

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

8.5 Election by Secret Ballot

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

- (a) the secret ballot will be conducted by written ballot at the annual general meeting. For greater clarity, a written ballot must be in paper form and excludes any electronic medium;
- (b) ballots will be made accessible to all Voting Members in good standing at a General Meeting;
- (c) each ballot will include the name of each eligible nominee and the number of vacancies to be filled;
- (d) no Voting 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. Each eligible nominee may appoint one (1) scrutineer to supplement those 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 President 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 Members following the counting of the ballots.

9. POWERS AND RESPONSIBILITIES OF THE BOARD

9.1 Powers of Directors

The Board may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Members in General Meeting, but nevertheless subject to the provisions of:

- (a) all laws affecting the Society; and

- (b) these Bylaws and the Constitution.

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

9.2 Duties of Directors

Pursuant to the Act, every Director will:

- (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) to 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 is not entitled to any remuneration for acting as a Director. However, a Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society, provided that all claims for reimbursement are in accordance with established policies.

9.5 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 at any time and place determined by the Board.

10.2 Regular Meetings

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

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

10.3 Ad Hoc Meetings

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

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

10.4 Notice of Board Meetings

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

However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting was decided or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the President.

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.

10.5 Attendance at Board Meetings

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

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

10.6 No Electronic Participation in Board Meetings

Participation in a meeting of the Board must be conducted in person. For greater certainty, this means that no Person who is otherwise entitled to participate in a meeting of the Board may do so by telephone or any other communication medium.

10.7 Quorum

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

10.8 Director Conflict of Interest

A Director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Society, or a matter for consideration by the Directors:

- (a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
- (b) will disclose fully and promptly the nature and extent of his or her interest in the contract, transaction or matter;
- (c) is not entitled to vote on the contract, transaction or matter;
- (d) will absent himself or herself from the meeting or portion thereof:
 - (1) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
 - (2) in any case, during the vote on the contract, transaction or matter; and
- (e) refrain from any action intended to influence the discussion or vote.

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

10.9 Chairperson at Board Meetings

The President (or, in the absence or inability of the President, the Vice-President) will, subject to a Board Resolution appointing another Person, preside as chairperson at all meetings of the Board.

If at any meeting of the Board the President, Vice-President or such alternate Person appointed by a Board Resolution, if any, is not present within fifteen (15) minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Directors present may choose one of their number to preside as chairperson at that meeting.

10.10 Alternate Chairperson

If the Person presiding as chairperson of a meeting of the Board wishes to step down as chairperson for all or part of that meeting, he or she may designate an alternate to chair such

meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Directors present at such meeting, he or she may preside as chairperson.

10.11 Minutes of Board Meetings

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 Board Resolution.

11.2 Resolution in Writing

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

11.3 Entitlement to Vote

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

11.4 Procedure for Voting

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

- (a) by show of hands;
- (b) by written ballot which, for greater clarity, must be in paper form and excludes any electronic medium; or
- (c) by roll-call vote or poll.

On the request of any one (1) or more Directors, a vote will be conducted by written ballot which, for greater clarity, must be in paper form and excludes any electronic medium, whereby the tallied votes can be presented anonymously, in such a way that it is impossible for the assembly to discern how a given Director voted.

12. OFFICERS

12.1 Officers

The officers of the Society are the President, Vice-President and Treasurer, together with such other officers, if any, as the Board, in its discretion, may create. All officers must be Directors.

The Board may, by Board Resolution, create and remove such other officers of the Society as it deems necessary and determine the duties and responsibilities of all officers.

12.2 Election of Officers

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

12.3 Term of Officer

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

A Person may be removed as an officer by Board Resolution.

12.5 Replacement

Should the President or any other officer for any reason be unable to complete his or her term, the Board will remove such officer from his or her office and will elect a replacement without delay.

12.6 Duties of President

The President will supervise the other officers in the execution of their duties and will preside at all meetings of the Society and of the Board.

12.7 Duties of Vice-President

The Vice-President will assist the President in the performance of his or her duties and will, in the absence of the President, perform those duties. The Vice-President will also perform such additional duties as may be assigned by the Board.

12.8 Duties of Treasurer

The Treasurer will be responsible for making the necessary arrangements for:

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

13. INDEMNIFICATION

13.1 Indemnification of Directors and Eligible Parties

To the extent permitted by the Act, each Director and eligible party (as defined by the Act) will be indemnified by the Society against all costs, charges and expenses, including legal and other

fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Person by reason of his or her holding or having held authority within the Society:

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

13.2 Purchase of Insurance

The Society may purchase and maintain insurance for the benefit of any or all Directors, officers, employees or agents against personal liability incurred by any such Person as a Director, officer, employee or agent.

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. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by Board Resolution.

The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors as it thinks fit.

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 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.

14.5 Dissolution

The Board may dissolve a committee by Board Resolution.

15. EXECUTION OF INSTRUMENTS

15.1 Seal

The Society will not have a corporate seal.

15.2 Execution of Instruments

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

- (a) by the President, together with one (1) other Director, or
- (b) in the event that the President is unavailable, 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 by Board Resolution to appoint any officer or officers, or any Person or Persons, on behalf of the Society to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

16. FINANCIAL MATTERS

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, provided that the Voting Members in good standing must first approve such actions by the Board by Special Resolution.

16.3 Audit Required

The Society is required to be audited and will annually appoint an auditor with the qualifications required by the Act.

16.4 Appointment of Auditor at Annual General Meeting

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.

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 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 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 present at a General Meeting at which the financial statements are considered must answer questions concerning those financial statements, the auditor's report and any other matter relating to the auditor's duties or function.

17. NOTICE GENERALLY

17.1 Method of Giving Notice

Except as otherwise provided in these Bylaws, a notice may be given to a Member or a Director either personally, by delivery, courier or by mail posted to such Person's Registered Address, or, where 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, 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 Societies Act Transitional Requirements

The operations of the Society are to be chiefly carried on in or near the City of Vancouver, in the Province of British Columbia.

The following clauses were each previously unalterable:

- (a) No member of the Society shall be entitled to any of the property or assets of the Society and in the event that the Society shall be wound up or dissolved, any surplus assets remaining after such winding up or dissolution shall be distributed to such charity or charities as the directors in their sole discretion may determine.
- (b) In furtherance to Provision 4, upon dissolution of the Society, and after payment of all debts and liabilities, any remaining property shall be distributed or disposed of only to a qualified donee as described in subsection 149.1(1) of the *Income Tax Act* (Canada).

18.3 Inspection of Documents and Records

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

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

- (a) the Constitution and these Bylaws, and any amendments thereto;
- (b) the statement of directors and registered office of the Society;

- (c) minutes of any General Meeting, including the text of each resolution passed at the meeting;
- (d) resolutions of the Members in writing, if any;
- (e) annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;
- (f) the register of Directors;
- (g) the Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;
- (h) copies of orders made by a court, tribunal or government body in respect of the Society;
- (i) the written consents of Directors to act as such and the written resignations of Directors; and
- (j) the disclosure of a Director or of a senior manager regarding a conflict of interest.

Except as expressly provided by statute or at law, a Member will not be entitled or have the right to inspect any other document or record of the Society. However, subject to such policies as the Board may establish, a Member in good standing may request, in writing delivered to the Address of the Society, to inspect any other document or record of the Society and the Board may allow the Member to inspect the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

Copies of documents which a Member is allowed to inspect may be provided on request by the Member for a fee to be determined by the Board, provided such fee does not exceed the limits prescribed in the Act.

19. BYLAWS

19.1 Entitlement of Members to copy of Constitution and Bylaws

On being admitted to membership, each Member is entitled to, and upon request the Society will provide him or her with, access to a copy of the Constitution and these Bylaws.

19.2 Special Resolution required to Alter Bylaws

These Bylaws will not be altered except by Special Resolution.

19.3 Effective Date of Alteration

Any alteration to the Bylaws or Constitution will take effect on the date the alteration application is filed with the Registrar in accordance with the Act.