



BYLAWS
of the
DENTURIST ASSOCIATION OF
BRITISH COLUMBIA

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PART 1 - GENERAL

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

- (a) **"Act"** means the *Societies Act* (British Columbia);
- (b) **"Board"** means the board of directors of the Society;
- (c) **"Board Resolution"** means:
 - (i) a resolution passed at a meeting of the Board by a simple majority of the votes by the directors voting and entitled to vote on that resolution; or
 - (ii) a resolution consented to in writing, after being sent to all of the directors, by all of the directors who would have been entitled to vote on that resolution at a meeting of the Board;

and a Board Resolution approved by any one of these methods is effective as though passed at a duly constituted meeting of the Board;
- (d) **"bylaws"** means these bylaws and any other bylaws of the Society as amended and which are, from time to time, in force and effect;
- (e) **"College"** means the British Columbia College of Oral Health Professionals or any successor thereto;
- (f) **"constitution"** means the constitution of the Society within the meaning of the Act;
- (g) **"directors"** means those persons who have become directors in accordance with these bylaws and have not ceased to be directors;
- (h) **"Electronic Means"** means any system or combination of systems, including telephonic, electronic, or web-based technology, that:
 - (i) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all participants were present at the same location; and
 - (ii) in relation to a vote or a written consent resolution, permits all eligible voters to cast a vote on or consent to the matter for determination in a manner that adequately discloses the intentions of the voters;
- (i) **"Eligible Party"** means a director or senior manager of the Society;
- (j) **"Eligible Proceeding"** means a legal proceeding or investigative action, whether current, threatened, pending, or completed, in which an Eligible Party, by reason of the Eligible Party being or having been a director or senior

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

- (i) is or may be joined as a party; or
 - (ii) is or may be liable for in respect of a penalty in, or expenses related to, the legal proceeding or investigative action;
- (k) **"general meeting"** means a general meeting of the members of the Society;
- (l) **"members"** means those persons who are, or who subsequently become, members of the Society in accordance with these bylaws and, in either case, have not ceased to be members of the Society;
- (m) **"officers"** means those persons who have become officers of the Society in accordance with these bylaws and have not ceased to be officers;
- (n) **"one-third"** means, when referring to a group of directors, a number equal to the number of directors divided by three, rounded up or down to the nearest whole number as is appropriate in the circumstances to maintain a staggered Board as provided in Section 5.4;
- (o) **"Ordinary Resolution"** means:
- (i) a resolution passed at a general meeting by a simple majority of the votes cast by the voting members; or
 - (ii) a resolution consented to in writing, after being sent to all of the voting members, by at least two-thirds of the voting members;
- and an Ordinary Resolution approved by any one of these methods is effective as though passed at a duly constituted general meeting;
- (p) **"Past President"** means the individual holding the office of past president of the Society in accordance with these bylaws.
- (q) **"President"** means the individual holding the office of president of the Society in accordance with these bylaws;
- (r) **"registered address"** of a member or director means the address of that person as recorded in the register of members or register of directors including, if provided by the member or director for that purpose, that member's or director's e-mail address;
- (s) **"registered office"** means the office of the Society established under section 12 or 19 of the Act;
- (t) **"Registrar"** has the same meaning as in the Act;
- (u) **"Representative"**, in relation to an Eligible Party, means an heir or personal or other legal representative of the Eligible Party;
- (v) **"Second Vice-President"** means the individual holding the office of second vice-president of the Society in accordance with these bylaws.

- (w) **"Secretary"** means the individual holding the office of secretary of the Society in accordance with these bylaws;
- (x) **"Society"** means Denturist Association of British Columbia;
- (y) **"Special Resolution"** means:
 - (i) a resolution passed at a general meeting by at least two-thirds of the votes cast by the voting members; or
 - (ii) a resolution consented to in writing by all of the voting members;
 and a Special Resolution approved by any one of these methods is effective as though passed at a duly constituted general meeting;
- (z) **"Treasurer"** means the individual holding the office of treasurer of the Society in accordance with these bylaws; and
- (aa) **"Vice-President"** means the individual holding the office of vice-president of the Society in accordance with these bylaws.

1.2 **Interpretation.** For the purposes of these bylaws and except as otherwise expressly provided herein or unless there is something in the subject matter or context inconsistent therewith: (a) all references to a designated **"Part"**, **"Section"**, or other subdivision is to the designated part, section, or other subdivision of these bylaws; (b) the words **"herein"**, **"hereof"**, and **"hereunder"** and other words of similar import refer to these bylaws as a whole and not to any particular Part, Section, or other subdivision; (c) the singular of any term includes the plural and vice versa, and the use of any gendered term (whether masculine, feminine or neuter) is equally applicable to any other gender; (d) the word **"or"** is not exclusive and the word **"including"** is not limiting; (e) any reference to an agreement, instrument, or other document means such agreement, instrument, or other document as amended, supplemented, or modified from time to time; (f) any reference to a statute includes and is a reference to such statute and to the regulations made pursuant thereto with all amendments made thereto and in force from time to time, and to any statute or regulations that may be passed which have the effect of supplementing or superseding such statute or such regulations; and (g) the word **"person"** includes an individual, body corporate, or other legal entity. Other than as specified in Section 1.1 above, words and expressions defined in the Act have the same meanings when used in these bylaws. The headings used in these bylaws are inserted for reference purposes only and are not to be considered or taken into account in construing the provisions thereof or to be deemed in any way to clarify, modify, or explain the effect of any such provisions.

1.3 **Non-Profit.** The activities of the Society shall be carried on without purpose of gain for its members and any income, profits, or other accretions to the Society or assets of the Society shall be used in promoting the purposes of the Society. Notwithstanding anything to the contrary herein or in the constitution, no part of the income of the Society may be payable to or available for the personal benefit of any member.

PART 2 - MEMBERSHIP

- 2.1 **Availability of Membership.** Membership in the Society is restricted to:
- (a) those eligible persons who are currently members and who transition to a continuing class of membership under Section 2.2 of these bylaws; and
 - (b) those eligible persons whose subsequent application for admission as a member has been accepted in accordance with these bylaws.
- 2.2 **Transition of Membership.** On the date these bylaws come into force:
- (a) each person who is a member of the Society and who continues to be eligible for membership under these bylaws will continue as a member in the appropriate class until such person ceases to be a member pursuant to these bylaws; and
 - (b) each person who is a member of the Society who is not eligible for any class of membership under these bylaws ceases to be a member as of that date.
- 2.3 **Membership Classes.** There are four classes of membership in the Society, namely:
- (a) regular members;
 - (b) non-practising members;
 - (c) student members; and
 - (d) retired members.
- 2.4 **Regular Members – Voting.**
- (a) **Eligibility Requirements.** Regular membership is available only to those individuals who:
 - (i) are over 19 years old;
 - (ii) reside or have a place of business or employment within the province of British Columbia;
 - (iii) qualify to participate in and to be covered under the Society's insurance program for regular members, as determined by the Board or the applicable insurer at the relevant time;
 - (iv) either: (A) meet all of the conditions and requirements to become a full denturist registrant, a limited (grandparented) denturist registrant, or a temporary registrant for the purposes of practising denturism, in each case as set forth in the bylaws of the College; or (B) meet all of the conditions and requirements to become a full denturist registrant, a limited (grandparented) denturist registrant, or a temporary registrant for the purposes of practising denturism, in each case as set forth in the bylaws of the College, but for the condition and requirement to obtain

professional liability insurance coverage as set forth in the bylaws of the College;

- (v) either: (A) are a “full denturist registrant”, a “limited (grandparented) denturist registrant”, or a “temporary registrant” for the purposes of practising denturism, in each case within the meaning of the bylaws of the College; or (B) have been conditionally accepted by the College as a “full denturist registrant”, a “limited (grandparented) denturist registrant”, or a “temporary registrant” for the purposes of practising denturism, in each case within the meaning of the bylaws of the College, pending receipt by the College of proof of professional liability insurance coverage as required by the bylaws of the College; and
 - (vi) are able to uphold: (A) the constitution, bylaws, written rules, regulations, guidelines, procedures, codes (including the code of conduct), policies, or other like publications of the Society; (B) the bylaws, rules, regulations, guidelines, procedures, codes, practice standards, policies, or other like publications of the College; and (C) the reputation of the Society and the denturist profession; in each case as determined by the Board in its sole discretion.
- (b) **Application and Acceptance.** To be admitted in the Society as a regular member, an individual must apply for regular membership in the manner prescribed by the Board and be accepted for regular membership in the Society in the sole discretion of the Board (or such other person or body as may be appointed by the Board) by a majority of the Board or in such other manner as may be determined by the Board, having regard to the applicable eligibility requirements, the purposes and interests of the Society and the profession of denturism, and such other relevant factors as may be determined by the Board (or such other person or body) in their sole discretion. If the Board (or such other person or body as may be appointed by the Board) elects to reject an application for regular membership, the Board shall provide the applicant with written reasons for the rejection.
- (c) **Conditions for Regular Membership.** A regular member must meet the following conditions throughout the term of the member’s regular membership:
- (i) reside or have a place of business or employment within the province of British Columbia;
 - (ii) qualify to participate in and to be covered under, and actually participate in and be covered under, the Society’s insurance program for regular members, as determined by the Board or the applicable insurer at the relevant time; and
 - (iii) maintain the member’s status as a “full denturist registrant”, a “limited (grandparented) denturist registrant”, or a “temporary registrant” for the purposes of practising denturism, in each case within the meaning of the bylaws of the College.

Notwithstanding the foregoing, the Board may, in its reasonable discretion, grant a regular member an exemption from any one or more the conditions set forth in this Section 2.4(c) for a limited and reasonable period of time.

- (d) **Rights of Regular Members.** In addition to such rights and subject to such restrictions as may be contained in the Act and these bylaws, a regular member is entitled to receive notice of, to attend, and provided such member is in good standing, to vote at all general meetings, and each such regular member is entitled to one vote at such meetings.

2.5 Non-Practising Members – Non-Voting.

- (a) **Eligibility Requirements.** Non-practising membership is available only to those individuals who:
- (i) are over 19 years old;
 - (ii) reside or have a place of business or employment within the province of British Columbia;
 - (iii) qualify to participate in and to be covered under the Society's insurance program for non-practising members, as determined by the Board or the applicable insurer at the relevant time;
 - (iv) are a "non-practising registrant" for the purposes of denturism within the meaning of the bylaws of the College; and
 - (v) are able to uphold: (A) the constitution, bylaws, written rules, regulations, guidelines, procedures, codes (including the code of conduct), policies, or other like publications of the Society; (B) the bylaws, rules, regulations, guidelines, procedures, codes, practice standards, policies, or other like publications of the College; and (C) the reputation of the Society and the denturist profession; in each case as determined by the Board in its sole discretion.
- (b) **Application and Acceptance.** To be admitted in the Society as a non-practising member, an individual must apply for non-practising membership in the manner prescribed by the Board and be accepted for non-practising membership in the Society in the sole discretion of the Board (or such other person or body as may be appointed by the Board) by a majority of the Board or in such other manner as may be determined by the Board, having regard to the applicable eligibility requirements, the purposes and interests of the Society and the profession of denturism, and such other relevant factors as may be determined by the Board (or such other person or body) in their sole discretion. If the Board (or such other person or body as may be appointed by the Board) elects to reject an application for non-practising membership, the Board shall provide the applicant with written reasons for the rejection.
- (c) **Conditions for Non-Practising Membership.** A non-practising member must meet the following conditions throughout the term of the member's non-practising membership:

- (i) reside or have a place of business or employment within the province of British Columbia;
 - (ii) qualify to participate in and to be covered under, and actually participate in and be covered under, the Society's insurance program for non-practising members, as determined by the Board or the applicable insurer at the relevant time; and
 - (iii) maintain the member's status as a "non-practising registrant" for the purposes of practising denturism within the meaning of the bylaws of the College.
- (d) **Rights of Non-Practising Members.** In addition to such rights and subject to such restrictions as may be contained in the Act and these bylaws, a non-practising member is entitled to receive notice of and to attend general meetings but is not entitled to vote at general meetings except as required under the Act.

2.6 Student Members – Non-Voting.

- (a) **Eligibility Requirements.** Student membership is available only to those individuals who:
- (i) are over 19 years old;
 - (ii) reside or have a place of business or employment within the province of British Columbia;
 - (iii) are enrolled in, or were at any time during the six months prior to application enrolled in, a recognized denturist education program as set forth in the bylaws of the College; and
 - (iv) are able to uphold: (A) the constitution, bylaws, written rules, regulations, guidelines, procedures, codes (including the code of conduct), policies, or other like publications of the Society; (B) the bylaws, rules, regulations, guidelines, procedures, codes, practice standards, policies, or other like publications of the College; and (C) the reputation of the Society and the denturist profession; in each case as determined by the Board in its sole discretion.
- (b) **Application and Acceptance.** To be admitted in the Society as a student member, an individual must apply for student membership in the manner prescribed by the Board and be accepted for student membership in the Society in the sole discretion of the Board (or such other person or body as may be appointed by the Board) by a majority of the Board or in such other manner as may be determined by the Board, having regard to the applicable eligibility requirements, the purposes and interests of the Society and the profession of denturism, and such other relevant factors as may be determined by the Board (or such other person or body) in their sole discretion. If the Board (or such other person or body as may be appointed by the Board) elects to reject an application for student membership, the Board shall provide the applicant with written reasons for the rejection.

- (c) **Conditions for Student Membership.** A student member must meet the following conditions throughout the term of the member's student membership:
 - (i) reside or have a place of business or employment within the province of British Columbia; and
 - (ii) be enrolled in a recognized denturist education program as set forth in the bylaws of the College, provided that enrolment may lapse for a period not exceeding six months or such greater period as may be determined by the Board in its reasonable discretion.
- (d) **Rights of Student Members.** In addition to such rights and subject to such restrictions as may be contained in the Act and these bylaws, a student member is entitled to receive notice of and to attend general meetings but is not entitled to vote at general meetings except as required under the Act.

2.7 Retired Members – Non-Voting.

- (a) **Eligibility Requirements.** Retired membership is only available to those individuals who:
 - (i) are over 19 years old;
 - (ii) have been members of the Society for at least 10 years;
 - (iii) do not practise denturism;
 - (iv) qualify to participate in and to be covered under the Society's insurance program for retired members as determined by the applicable insurer at the relevant time; and
 - (v) are able to uphold: (A) the constitution, bylaws, written rules, regulations, guidelines, procedures, codes (including the code of conduct), policies, or other like publications of the Society; (B) the bylaws, rules, regulations, guidelines, procedures, codes, practice standards, policies, or other like publications of the College; and (C) the reputation of the Society and the denturist profession; in each case as determined by the Board in its sole discretion.
- (b) **Application and Acceptance.** To be admitted in the Society as a retired member, an individual must apply for retired membership in the manner prescribed by the Board and be accepted for retired membership in the Society in the sole discretion of the Board (or such other person or body as may be appointed by the Board) by a majority of the Board or in such other manner as may be determined by the Board, having regard to the applicable eligibility requirements, the purposes and interests of the Society and the profession of denturism, and such other relevant factors as may be determined by the Board (or such other person or body) in their sole discretion. If the Board (or such other person or body as may be appointed by the Board) elects to reject an application for retired membership, the Board shall provide the applicant with written reasons for the rejection.

- (c) **Conditions for Retired Membership.** A retired member must, throughout the term of the member's retired membership and as a condition of membership, not practise denturism.
 - (d) **Rights of Retired Members.** In addition to such rights and subject to such restrictions as may be contained in the Act and these bylaws, a retired member is entitled to receive notice of and to attend general meetings but is not entitled to vote at general meetings except as required under the Act.
- 2.8 **Transfer of Membership.** Membership in the Society is non-transferable from one person to another person. A member may apply to transfer the member's existing class of membership to another class of membership (e.g., regular membership to non-practising membership or retired membership) by applying for such transfer in the manner prescribed by the Board. Notwithstanding Section 2.4(b), 2.5(b), 2.6(b), or 2.7(b), as applicable, the transfer will be effective if and when the applicant is accepted for the new class of membership in the sole discretion of the Board (or such other person or body as may be appointed by the Board) by a majority of the Board or in such other manner as may be determined by the Board, having regard to the applicable eligibility requirements, the purposes and interests of the Society and the profession of denturism, and such other relevant factors as may be determined by the Board (or such other person or body) in their sole discretion. If the Board (or such other person or body as may be appointed by the Board) elects to reject a transfer application, the Board shall provide the applicant with written reasons for the rejection. For greater certainty, a member may belong to only one class of membership at any given time.
- 2.9 **Probation Period.** Notwithstanding anything to the contrary herein, the Board (or such other person or body as may be appointed by the Board) may, in their sole discretion having regard to the applicable eligibility requirements, the purposes and interests of the Society and the profession of denturism, and such other relevant factors as may be determined by the Board (or such other person or body):
- (a) admit an individual as a member for a probation period not exceeding six months; and
 - (b) revoke the membership of that individual during that probationary period.
- 2.10 **Term of Membership.** A member's term of membership commences on the date the member is accepted into membership in the Society and ceases on the date the member's membership terminates pursuant to Part 3.
- 2.11 **Compliance.** All members shall uphold the constitution of the Society and comply with these bylaws, the bylaws of the College, applicable law, and the rules, regulations, guidelines, procedures, codes, practice standards, guidelines, policies, or other like publications of the Society and the College. Each member that participates in or is covered under any one or more of the Society's insurance programs shall comply with the terms and conditions of that insurance program and of the applicable insurer.
- 2.12 **Reporting Obligation.** Each member shall immediately advise the Secretary and, if the member participates in any one or more of the Society's insurance programs, the applicable insurer, in writing, of any action, omission, or circumstance in respect of the

member which may constitute professional misconduct or professional negligence. Each regular member or non-practising member shall immediately advise the Secretary, in writing, if the member's registration as a full dentist registrant, a limited (grandparented) dentist registrant, a temporary registrant (for the purposes of practising denturism), or a non-practising registrant (for the purposes of denturism) of the College, as applicable, is suspended, cancelled, or no longer "in good standing" within the meaning of the bylaws of the College for any reason.

PART 3 - MEMBERSHIP DUES, TERMINATION, AND DISCIPLINE

- 3.1 **Membership Dues, Fees, and Assessments.** Membership dues, fees, and special assessments, if any, may be determined by Board Resolution from time to time in respect of any one or more classes of membership, or any one or more members or types of members within any class of membership. Once the amount of annual membership dues and fees has been so determined in respect of any one or more classes of membership, or any one or more members or types of members within any class of membership, that amount is deemed to be the amount of annual membership dues and fees in each succeeding year in respect of the applicable class of membership, members, or types of members until the Board determines otherwise. In the absence of any such determination, it is deemed that there are no annual membership dues or fees. For greater certainty and notwithstanding anything to the contrary, the Board may establish different rates of membership dues, fees, or special assessments for different classes of membership, and different members or types of members within any class of membership.
- 3.2 **Payment.** Members shall be notified in writing of any membership dues, fees, or special assessments at any time payable by them and, if such dues are not paid by the applicable payment due date, the member will no longer be in good standing and will not be in good standing for so long as such amounts remain unpaid.
- 3.3 **Standing; Voting Restriction.** Each member is deemed to be in good standing unless the member has failed to pay membership dues, fees, or special assessments by the applicable due date or the member has been suspended from membership in accordance with Sections 3.5 and 3.6. A member that has failed to pay membership dues, fees, or special assessments by the applicable due date will be restored to good standing on the date the member pays the outstanding amounts, unless the member ceases to be a member prior to such date. A member that has been suspended from membership in accordance with Sections 3.5 and 3.6 of these bylaws will be restored to good standing at the expiry of the member's suspension, unless the member ceases to be a member prior to such date. A voting member who is not in good standing will not be entitled to vote as a member for so long as the member is not in good standing.
- 3.4 **Termination of Membership.** A member's membership in the Society is terminated when:
- (a) any specified term of membership expires;

- (b) in the case of a member subject to a probation period pursuant to Section 2.9, the member's membership is revoked during the probation period pursuant to Section 2.9;
- (c) in the case of a regular member, the member fails to maintain the conditions for regular membership specified in Section 2.4(c);
- (d) in the case of a non-practising member, the member fails to maintain the conditions for non-practising membership specified in Section 2.5(c);
- (e) in the case of a student member, the member fails to maintain the conditions for student membership specified in Section 2.6(c);
- (f) in the case of a retired member, the member fails to maintain the conditions for retired membership specified in Section 2.7(c);
- (g) in the case of a regular member, the member's registration as a full denturist registrant, a limited (grandparented) denturist registrant, or a temporary registrant (for the purposes of practising denturism) of the College is suspended or cancelled; provided that, notwithstanding anything to the contrary, this Section 3.4(g) does not apply to cancellation resulting only from a regular member transitioning from one type of the aforementioned categories of registrants to another;
- (h) in the case of a non-practising member, the member's registration as a non-practising registrant (for the purposes of denturism) of the College is suspended or cancelled;
- (i) the member is not in good standing for more than 90 days;
- (j) the member resigns by delivering a written resignation to the Secretary or to the registered office of the Society, in which case such resignation is effective on the date that is the later of: (i) the date specified in the resignation; and (ii) the date that is 14 days following the date such resignation is delivered to the Secretary or to the registered office of the Society;
- (k) the member dies;
- (l) the member is expelled in accordance with Sections 3.5 and 3.6;
- (m) the Society is liquidated or dissolved under the Act; or
- (n) the member's membership is otherwise terminated in accordance with these bylaws.

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

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

- (a) violating any provision of the constitution, these bylaws, or the written rules, regulations, guidelines, procedures, codes (including the code of conduct), policies, or other like publications of the Society, as determined by the Board in its sole discretion;
- (b) violating any provision of the *Health Professions Act* (British Columbia), including the regulations made pursuant to the Act such as the *Denturists Regulation* (British Columbia), as determined by the Board in its sole discretion;
- (c) violating any provision of the bylaws, rules, regulations, guidelines, procedures, codes, practice standards, policies, or other like publications of the College;
- (d) becoming the subject of any investigation, proceeding, citation, or disciplinary action undertaken, issued, or administered by the College;
- (e) ceasing to be “in good standing” within the meaning of the bylaws of the College;
- (f) carrying out any conduct or otherwise behaving in any manner which is or which may be detrimental to the Society, the reputation of the Society, or the denturist profession, as determined by the Board in its sole discretion; or
- (g) for any other reason that the Board considers to be reasonable, in its sole discretion, having regard to the purposes and interests of the Society and the profession of denturism.

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

3.6 Procedure for Discipline, Suspension or Expulsion. In the event the Board proposes to discipline a member or to suspend or expel a member from membership in the Society by Board Resolution, the President, or such other director or officer as may be designated by the Board, shall give the member not less than 30 days’ prior written notice of the proposed discipline, suspension, or expulsion, as applicable, and shall, in the written notice, provide reasons for the proposed discipline, suspension, or expulsion. The member may, within 14 days of receiving such notice, make submissions to the Board in response to the notice, whether in writing or in person at a meeting of the Board called for that purpose. The President (or such other director or officer as may be designated by the Board) shall notify the member in writing concerning the result of any such Board Resolution. The Board’s decision by Board Resolution regarding discipline, suspension, or expulsion of a member is final and binding on the member without any further right of appeal.

3.7 Delivery of Society Property. In the event a member is disciplined, suspended, expelled, or otherwise terminated from membership in the Society, the member shall, prior to the commencement of their sanction, suspension, or expulsion, deliver to the Society any and all property of the Society in the member’s possession, including records, keys, and access codes. Each member acknowledges and agrees that failure to deliver said property prior to the commencement of the sanction, suspension, or expulsion will result in irreparable harm to the Society and is appropriate cause for

immediate judicial relief, including an injunction or specific performance with no undertaking as to damages.

PART 4 - GENERAL MEETINGS

- 4.1 **Annual General Meeting.** The annual general meeting shall be held at least once every calendar year, within six months of the Society's financial year-end, on such date and at such time as may be determined by the Board.
- 4.2 **Deemed Annual General Meeting.** The Society may hold its annual general meeting by way of a written consent resolution. Notwithstanding anything to the contrary herein, such resolution shall be consented to by all voting members in writing, which includes by Electronic Means, and shall contain any other matter required to be dealt with at an annual general meeting under the bylaws and the Act, including presentation of the annual financial statements and an auditor's report, if applicable.
- 4.3 **Special General Meeting.** The Board may, if the Board deems appropriate, convene a special general meeting on such date and at such time as may be determined by the Board.
- 4.4 **Requisition of General Meeting.** Members may requisition the directors to call a general meeting by following the procedure set out in the Act.
- 4.5 **Meetings by Electronic Means.** The Board may determine, in its sole discretion, to hold any general meeting in whole or in part by Electronic Means so as to allow some or all members to participate in the meeting remotely. Where a general meeting is to be conducted using Electronic Means, the Board shall:
- (a) arrange for suitable Electronic Means;
 - (b) inform members that participation by Electronic Means will be available and how the same can be utilized; and
 - (c) take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

Persons participating at a general meeting by permitted Electronic Means are deemed to be present at the meeting.

- 4.6 **Location of General Meeting.** Subject to Section 4.7, a general meeting must be held at a location in British Columbia as determined by the Board, provided that a general meeting may be held at a location outside British Columbia as determined by the Board if, prior to the meeting, all voting members agree to hold the meeting at that location.
- 4.7 **Location of Electronic Meeting.** If a general meeting is a partially electronic meeting, Section 4.6 applies only to the location where persons attend the meeting in person. If a general meeting is a fully electronic meeting, Section 4.6 does not apply to the meeting.

- 4.8 **Persons Entitled to be Present.** The only persons entitled to be present at a general meeting are the members, the directors, the officers, and the auditor of the Society (if any), and such other persons who are entitled or required to be present at the meeting under any provision of the Act, the constitution, or these bylaws. Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution.
- 4.9 **Chair of the Meeting.** The President shall preside as chairperson at all general meetings, provided that if at any meeting the President is not present within 15 minutes after the time appointed for the meeting or the President is otherwise unable to chair that meeting, the Vice-President shall preside as chairperson of that meeting. If the President and the Vice-President are not present within 15 minutes after the time appointed for the meeting or are otherwise unable to preside as chairperson of that meeting, the other directors then present shall choose one of their number to preside as chairperson of that meeting. In the event that the President, the Vice-President, and all directors are not present within 15 minutes after the time appointed for the meeting or are otherwise unable to preside as chairperson of that meeting, the voting members then present shall choose one of their number to chair the meeting. In the event of any doubt, dispute, or ambiguity in relation to procedural matters or parliamentary process at a general meeting, the person presiding as chairperson has the authority to interpret and apply such rules of order as the meeting has adopted and determine matters in accordance with those rules, the Act, and these bylaws.
- 4.10 **Notice of General Meetings.**
- (a) Notice of a general meeting shall be given to the auditor, if any is appointed, to each director, and to each member, at the auditor's, at each director's, and at each member's registered address, in writing, by mail, by e-mail provided for that purpose, or by courier or personal delivery at least 14 and no more than 60 days before the meeting. Subject to the Act, no other person is entitled to notice of a general meeting.
 - (b) Notwithstanding Section 4.10(a), if the Society has more than the threshold number of members as set forth in section 77(2) of the Act, notice is deemed to be sent if:
 - (i) notice of the date, time, and, if applicable, location of the meeting has been sent to every member of the Society who has provided an e-mail address to the society for the purpose of such notice, by e-mail to that e-mail address; and
 - (ii) notice of the date, time, and, if applicable, location of the meeting is posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Society and is accessible to all of the members.
 - (c) Notice of a general meeting shall specify the date, time, and, if applicable, location of the meeting, and:

- (i) if such meeting is not an annual general meeting, the purpose of the meeting;
 - (ii) if such meeting is an electronic meeting, instructions for attending and participating in the meeting by Electronic Means, including, if applicable, instructions for voting at the meeting; and
 - (iii) if a Special Resolution is to be voted on at the general meeting, the full text of the Special Resolution.
- (d) Notice of a general meeting is not necessary if all of the members entitled to notice are present and none objects to the holding of the general meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such general meeting.
- (e) A member may, in the manner provided in Section 10.1, notify the Society of the member's agreement to reduce the notice period for a general meeting.
- 4.11 **Waiver of Notice.** A member may send or deliver to the Society a written waiver of notice of any general meeting, which may be by mail, by e-mail provided for that purpose, or by courier or personal delivery. A member may withdraw such waiver at any time, and until such waiver is withdrawn:
- (a) no notice of any general meeting shall be sent to that member; and
 - (b) any and all general meetings, notice of which has not been given to that member, shall, if a quorum of members is present, be valid and effective.
- 4.12 **Quorum.** A quorum at any general meeting is the greater of:
- (a) 10% of the voting members; and
 - (b) five voting members;
- provided if the Society has fewer than five voting members, quorum at any general meeting is all of the voting members. For greater certainty, the members present at a general meeting include those attending by Electronic Means.
- 4.13 **Lack of Quorum.** If a quorum is not present within 30 minutes after the time appointed for any general meeting or, at any time during a general meeting, a quorum ceases to be present, all business, other than business relating to the adjournment or termination of the meeting or the election of a person to preside as chair of that meeting, shall be suspended until there is a quorum present or until the meeting is adjourned or terminated in accordance with section 4.14 by the members then present, or failing that, by any two directors.
- 4.14 **Adjournment and Termination.** In the event a quorum is not present within 30 minutes after the time appointed for any general meeting or if the members present at a general meeting, or failing that, any two directors determine that such meeting cannot continue due to the lack of a quorum as provided in Section 4.13:
- (a) if such meeting is a meeting convened by a requisition of the members, the meeting shall be terminated; and

- (b) in any other case, such meeting shall be adjourned to such time and date, and at such location, if any, as the directors then present, or failing that, any two directors may determine.

If, at an adjourned general meeting, a quorum is not present within 30 minutes after the appointed time, the members then present constitute a quorum for the purposes of that meeting. No business may be transacted at an adjourned general meeting, other than the business left unfinished at the original meeting.

- 4.15 **Votes to Govern.** At any general meeting, every question shall be determined by Ordinary Resolution, unless otherwise required by the constitution, these bylaws, or the Act. In case of an equality of votes, the chair of the meeting shall not have a second or casting vote, and the proposed resolution is deemed to have failed.
- 4.16 **Method of Voting.** At a general meeting, voting shall be by any one or more of the following methods as may be determined by the Board in its sole discretion:
 - (a) by a show of hands, by oral vote, by Electronic Means, or by another method that adequately discloses the intention of the members who are entitled to vote; or
 - (b) by secret ballot (which secret ballot may, for greater certainty, be conducted by way of Electronic Means);

provided that if, before or immediately after a vote conducted pursuant to Section 4.16(a), any two voting members then present request or the chair of the meeting directs a secret ballot, then voting shall be by secret ballot (which secret ballot may, for greater certainty, be conducted by way of Electronic Means).

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

and all other business is special business.

- 4.19 **Annual Report.** Subject to any exceptions or extensions in the Act, the Society shall file with the Registrar, within 30 days after an annual general meeting, an annual report that includes the date on which the meeting was held.

PART 5 - DIRECTORS

- 5.1 **General Duties and Powers.** The property and affairs of the Society shall be managed by the Board. The Board may exercise all the powers and do all acts and things that the Society may exercise and do, subject to these bylaws and all laws applicable to the Society.
- 5.2 **Composition of Board.** The Board shall be composed of nine directors.
- 5.3 **Qualifications.** A director must be a regular member of the Society must hold such other qualifications as are required by the Act.
- 5.4 **Election Procedure.**
- (a) **Transition of Board.** Upon the date these bylaws become effective, the directors then in office will continue as the directors of the Society for the remainder of the terms of office for which they were elected or appointed. Thereafter, the members shall elect the directors in accordance with this Section 5.4.
 - (b) **Nomination of Directors.** A regular member or non-practising member (and no other member) may, in accordance with the nomination rules, policies, or procedures of the Board (or such other person or body as may be delegated by the Board), nominate candidates who are qualified to be directors under the Act and these bylaws to stand for election as a director, provided that:
 - (i) the nomination must be in writing and in the form prescribed by the Board (or such other person or body as may be delegated by the Board);
 - (ii) the nomination must be submitted in advance of an election in accordance with such deadlines as may be established by the nomination rules, policies, or procedures of the Board (or such other person or body as may be delegated by the Board);
 - (iii) a member may not nominate more candidates than the number of upcoming vacant positions on the Board; and
 - (iv) if a member is nominating an individual other than the member, the member must provide the Board (or such other person or body as may be delegated by the Board) with evidence of that individual's consent to stand for election as a director in the form prescribed by the Board (or such other person or body as may be delegated by the Board).
 - (c) **Election Period.** Elections for directors will take place on an annual basis for a period of not less than three weeks unless the number of eligible Board candidates is equal to or less than the number of upcoming vacant positions on the Board, in which case Section 5.4(e)(i) will apply. The commencement date of the election period, if any, shall: (i) be a date not less than three weeks but not more than eight weeks prior to the date of each annual general meeting; and (ii) be determined in accordance with the election rules, policies, or

procedures of the Board (or such other person or body as may be delegated by the Board).

- (d) **Election Voting.** During each election period, regular members in good standing shall elect directors to fill upcoming vacancies from among the eligible candidates nominated in accordance with Section 5.4(b). Voting for such elections, if required, shall take place by way one or both of the following methods as may be determined by the Board in its sole discretion:
- (i) by such electronic or web-based voting technology (e.g., a web-based voting platform) or other Electronic Means as may be prescribed by the Board (or such other person or body as may be delegated by the Board);
 - (ii) by mail-in ballot.

Only those valid votes received by the Board (or such other person or body delegated by the Board) during the election period will be counted for the purposes of the election. All votes received by the Board outside of the election period are invalid and will not be counted.

- (e) **Determination of Directors.** Unless otherwise required by the Act or these bylaws:
- (i) if the number of eligible Board candidates is equal to or less than the number of upcoming vacant positions on the Board, then those eligible candidates will, by virtue of being eligible Board candidates, be deemed to be elected by acclamation; and
 - (ii) if the number of eligible Board candidates exceeds the number of upcoming vacant positions on the Board, then: (A) individual candidates shall be elected to the Board in order of those candidates receiving the most votes; (B) each member entitled to vote has one vote for each vacant Board position and may exercise or abstain from exercising any number of such votes; and (iv) no member may cast more than one vote for the same candidate or vote for more candidates than the number of vacant Board positions.

If two or more Board candidates receive an equal number of votes and there are more candidates than there are vacant positions, the candidate or candidates elected shall be determined by lot. If directors are being elected for terms of different lengths, the term of each director shall be determined by the number of votes received and the director receiving the greatest number of votes shall hold office for the longest term. If there is an equal number of votes for elected directors or if directors were deemed to be elected by acclamation, the respective terms of the applicable directors shall be determined by lot.

- 5.5 **Term; Staggered Board.** Directors shall be elected to hold office for a staggered term of three years such that one-third of the directors' terms expire in any given year. Notwithstanding the foregoing, where required to maintain a staggered term as provided in this Section 5.5 (i.e., to ensure that one-third of the directors' terms expire in any given year), the Board may, by Board Resolution, determine the length of one

or more upcoming vacant Board positions to be either one year or two years. Subject to Section 5.9, a director's term commences at the close of the annual general meeting following the election period during which the director was elected and ends at the close of the annual general meeting taking place in the year in which the director's term expires.

5.6 **Consecutive Terms.** A director may be elected to serve a maximum of four consecutive terms, after which time the director shall cease to be a director for a period of at least one year before being eligible for re-election or re-appointment as a director.

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

- (a) Special Resolution, provided the director is entitled to not less than 30 days' advance notice in writing of the proposed Special Resolution and to be heard prior to the time when the Special Resolution is to be considered; or
- (b) Board Resolution, provided that the director is entitled to not less than 30 days' advance notice in writing of the proposed Board Resolution and to address the Board at or prior to the vote on the resolution.

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

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

- (a) the director's term expires, provided that if no successor is elected or appointed to replace the incumbent director and the result is that there would be a vacancy on the Board, the incumbent director shall continue to hold office for successive one-year terms until such time as the director's successor is elected or appointed or the director otherwise ceases to hold office in accordance with this Section 5.8(a);
- (b) the director is no longer qualified to be a director pursuant to these bylaws;
- (c) the director resigns as a director by delivering a written resignation to the Secretary or to the registered office of the Society, in which case such resignation is effective on the date specified in the resignation or, if no date is specified, on the date such resignation is delivered to the Secretary or to the registered office of the Society;
- (d) the director ceases to be a regular member;
- (e) the director is removed as a director; or
- (f) the director dies.

5.9 **Casual Vacancies.** If a director ceases to be a director prior to the expiry of the director's term or there is otherwise a vacancy on the Board for any reason (including as a result of vacancies remaining on the Board following an election) and, in the case

of a director removed pursuant to Section 5.7, a replacement director is not concurrently appointed by Ordinary Resolution, the remaining directors may, by Board Resolution, appoint a director who otherwise meets the qualifications for directors set out herein to fill the vacancy and to serve as a director until the close of the following annual general meeting.

- 5.10 **Remuneration of Directors.** No director shall, whether directly or indirectly, be paid any remuneration for services rendered to the Society as director or receive any profit from the director's position as a director. For greater certainty, a director may be remunerated for services rendered to the Society other than as a director, whether as an employee, contractor, or otherwise, and may be reimbursed for reasonable expenses necessarily incurred in performing the director's duties as director.
- 5.11 **Invalidation of Acts.** No rule made by the Society at a general meeting invalidates a prior act of the directors that would have been valid if that rule had not been made. No act or proceeding of the Board is invalid merely because:
- (a) of a defect in a director's designation, election, or appointment, or in the qualifications of a director;
 - (b) fewer than the required number of directors have been designated, elected, or appointed;
 - (c) the residency requirements of directors have not been met; or
 - (d) a majority of the directors, contrary to the Act, receive or are entitled to receive remuneration from the Society under contracts of employment or contracts for services.

PART 6 - MEETINGS OF DIRECTORS

- 6.1 **Board Meetings.** Meetings of the Board may be held on such date and at such time and place, if any, within or outside Canada as the Board may determine, from time to time.
- 6.2 **Calling of Meetings.** Meetings of the Board may be called by the President, the Vice-President, or by any two directors at any time.
- 6.3 **First Board Meeting Following Annual General meeting.** The Board shall hold its first meeting following each annual general meeting no later than 30 days after the date of the annual general meeting.
- 6.4 **Regular Meetings.** The Board shall meet at least once in each quarter of its financial year and may appoint, by Board Resolution, a day or days in any month or months for regular meetings of the Board at a date, time, and location, if any, to be stated in the Board Resolution. A copy of any Board Resolution fixing the place and time of such regular meetings of the Board shall be sent to each director forthwith after being passed, but no other notice is required for any such regular meeting.
- 6.5 **Notice of Meeting.** Subject to Section 6.4, notice of the time, date, and location, if any, for the holding of a meeting of the Board shall be given in the manner provided

in Section 10.1 of these bylaws to every director of the Society not fewer than three days before the time when the meeting is to be held. Notice of a meeting is not necessary if all of the directors are present and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Unless these bylaws or the Act otherwise provide, no notice of meeting need specify the purpose or the business to be transacted at the meeting.

- 6.6 **Proxies.** Voting by proxy at a meeting of the Board is not permitted.
- 6.7 **Quorum.** The directors may from time to time fix the quorum necessary to transact business at a meeting of the Board, and unless so fixed, a majority of the number of directors then in office constitutes a quorum. Despite any vacancy among the directors, a quorum of directors may exercise all of the powers of the directors.
- 6.8 **Lack of Quorum.** If a quorum is not present within 30 minutes after the time appointed for any meeting of the Board or at any time during a meeting of the Board a quorum ceases to be present, all business, other than business relating to the election of the chair of the meeting and the adjournment or termination of the meeting, shall be suspended until there is a quorum present or until the meeting is adjourned in accordance with Section 6.9.
- 6.9 **Adjournment and Termination.** In the event a quorum is not present within 30 minutes after the time appointed for any meeting of the Board or the directors then present at a meeting of the Board, or failing that, any two directors determine that such meeting cannot continue due to the lack of a quorum as provided in Section 6.8, such meeting of the Board shall be adjourned to such time and date and at such location, if any, as the directors then present, or failing that, any two directors may determine. If there is no quorum present at the adjourned meeting, the original meeting is deemed to have terminated forthwith after its adjournment.
- 6.10 **Chair of the Meeting.** The President shall preside as chairperson at all meetings of the Board, provided that if at any meeting the President is not present within 15 minutes after the time appointed for the meeting or the President is otherwise unable to chair that meeting, the Vice-President shall preside as chairperson of that meeting. If the President and the Vice-President are not present within 15 minutes after the time appointed for the meeting or are otherwise unable to preside as chairperson of that meeting, the other directors then present shall choose one of their number to preside as chairperson of that meeting. In the event of any doubt, dispute, or ambiguity in relation to procedural matters or parliamentary process at a meeting of the Board, the person presiding as chairperson has the authority to interpret and apply such rules of order as the meeting has adopted and determine matters in accordance with those rules, as well as the Act and these bylaws.
- 6.11 **Votes to Govern.** Each director is authorized to exercise one vote in respect of a Board Resolution. At all meetings of the Board, every question shall be decided by Board Resolution, unless otherwise required by the constitution, these bylaws, or the Act. Any question or matter concerning the Society which is not required by the Act or these bylaws to be determined by Ordinary Resolution or Special Resolution, or otherwise by the members, shall be determined by Board Resolution. In case of an

equality of votes, the chair of the meeting shall not have a second or casting vote, and the proposed resolution is deemed to have failed.

6.12 **Method of Voting.** At all meetings of the Board, voting shall be by any one or more of the following methods as may be determined by the chair of the meeting in the chair's sole discretion:

- (a) by a show of hands, by oral vote, by Electronic Means, or by another method that adequately discloses the intention of the directors who are entitled to vote; or
- (b) by secret ballot (which secret ballot may, for greater certainty, be conducted by way of Electronic Means);

provided that if, before or immediately after a vote conducted pursuant to Section 6.12(a), any two voting members then present request or the chair of the meeting directs a secret ballot, then voting shall be by secret ballot (which secret ballot may, for greater certainty, be conducted by way of Electronic Means).

6.13 **Meetings by Electronic Means.** The Board may determine, in its discretion, to hold any meetings of the Board in whole or in part by Electronic Means so as to allow some or all parties to participate in the meeting remotely. Where a meeting of the Board is conducted by Electronic Means, the Society shall take reasonable steps to ensure that all participants are able to communicate and participate in the meeting.

6.14 **Conflict of Interest.** This Section 6.14 applies to a director who has a direct or indirect material interest, that is known by the director or reasonably ought to have been known, in:

- (a) a contract or transaction (whether existing or proposed) of the Society; or
- (b) a matter that is or is to be the subject of consideration by the Board, if that interest could result in the creation of a duty or interest that materially conflicts with that director's duty or interest as a director of the Society;

except in the circumstances set forth in section 56(5) of the Act. Subject to Section 56(4) of the Act, a director to whom this Section 6.14 applies:

- (c) must disclose fully and promptly to the other directors the nature and extent of the director's interest;
- (d) must abstain from voting on or consenting to a Board Resolution in respect of the contract, transaction, or matter referenced above;
- (e) must leave the meeting of the Board, if any: (i) when the contract, transaction, or matter is discussed, unless asked by a majority of the other directors present at the meeting to be in attendance to provide information; and (ii) when the other directors vote on the contract, transaction, or matter;
- (f) must refrain from any action intended to influence the discussion or vote; and
- (g) shall be counted in the quorum at a meeting of the Board at which the contract, transaction, or matter is considered, provided the director is present.

For greater certainty, the Board may establish further policies governing conflicts of interest of directors and others, provided such policies do not contradict the Act or these bylaws.

PART 7 - COMMITTEES

- 7.1 **Appointment.** The Board may, from time to time by Board Resolution, constitute one or more committees consisting of such persons (which persons may or may not be members, directors, or officers) as the Board thinks fit.
- 7.2 **Powers.** The Board may delegate to a committee any of the Board's powers, except the power to change the committee's membership or purpose, the power to fill vacancies in a committee, or the power to appoint or remove officers. The Board may, from time to time by Board Resolution, impose conditions or other restrictions on a committee and such committee shall comply with any such conditions or restrictions.
- 7.3 **Authority of the Board to Revoke.** The Board may, at any time by Board Resolution, remove or override any authority given to or acts to be done by any committee, terminate the appointment of or change the membership of any committee, or fill a vacancy in any committee.
- 7.4 **Delegation.** No delegation of authority by the directors to any committee or person precludes the directors from exercising the authority required to meet their responsibilities for the conduct of the affairs of the Society.
- 7.5 **Rules.** A committee shall conform to any rules that may from time to time be imposed on such committee by the Board.
- 7.6 **Quorum and Calling of Meetings.** Unless otherwise provided by the Board, a majority of the number of members in any committee constitutes a quorum thereof, and the committee shall meet at the call of its chair or any two committee members thereof.
- 7.7 **Votes to Govern.** Each member of a committee is entitled to exercise one vote in respect of all resolutions or questions to be determined by the committee. Questions arising at any meeting of a committee shall be determined by a simple majority of the votes cast at that meeting by the members of the committee voting and entitled to vote on that question. In case of an equality of votes, the chair of the committee shall not have a second or casting vote, and the proposed resolution is deemed to have failed.
- 7.8 **Committee Resolution by Consent.** A committee may pass a resolution without holding a meeting of the committee if all of the members of the committee consent to the resolution in writing, including by Electronic Means. Such consent resolution is valid and effectual as if it had been passed at a meeting of such committee duly called and constituted.
- 7.9 **Ex-Officio Members.** Unless otherwise determined by the Board, each director is an ex-officio member of all committees of the Society and is entitled to receive notice of, to attend, and to vote at and otherwise participate in all meetings of such committees.

PART 8 - OFFICERS

8.1 **Mandatory Officer Roles.** At each meeting of the Board first following each annual general meeting, provided there is a vacancy in the following officer positions, the Board shall appoint individuals to fill the following officer positions:

- (a) **President.** The President is responsible for doing, or making the necessary arrangements for, the following:
- (i) supervising the other directors in the execution of their duties; and
 - (ii) presiding as chairperson at all general meetings and meetings of the Board.

In order to be eligible for appointment by the Board as the President, an individual must be a current director and, where possible, must have served one full three-year term as a director.

- (b) **Vice-President.** The Vice-President is responsible for carrying out the duties of the President if the President is unable to act. In order to be eligible for appointment by the Board as the Vice-President, an individual must be a current director.

- (c) **Secretary.** The Secretary is responsible for doing, or making the necessary arrangements for, the following:
- (i) conducting the correspondence of the Society;
 - (ii) issuing notices of general meetings and meetings of the Board;
 - (iii) keeping minutes of general meetings and meetings of the Board;
 - (iv) having custody of all records and documents of the Society, except those required to be kept by the Treasurer;
 - (v) having custody of the common seal of the Society, if any; and
 - (vi) maintaining the register of members.

An individual is not required to be a director to be eligible for appointment as the Secretary.

- (d) **Treasurer.** The Treasurer is responsible for doing, or making the necessary arrangements for, the following:
- (i) keeping the financial records, including the books of account, necessary to comply with the Act; and
 - (ii) rendering financial statements to the Board and the members when required.

An individual is not required to be a director to be eligible for appointment as the Secretary.

- 8.2 **Other Officer Roles.** The Board may, in its sole discretion by Board Resolution, appoint other officers with such titles, designations, remuneration, duties and authority as the Board may determine, from time to time. Notwithstanding the foregoing, if the Board resolves to appoint a Past President or a Second Vice-President, the titles, designations, duties and authority, and eligibility for such positions shall be as follows:
- (a) **Past President.** The Past President is responsible for providing guidance to and advising the President. An individual is not required to be a director to be eligible for appointment as the Past President, but must have occupied the role of President immediately prior to the appointment of the incumbent President.
 - (b) **Second Vice-President.** The Second Vice-President is responsible for carrying out the duties of the Vice-President if the Vice-President is unable to act. In order to be eligible for appointment by the Board as the Second Vice-President, an individual must be a current director.
- 8.3 **Multiple Officer Roles.** An individual, other than the President, the Vice-President, the Second Vice-President, and the Past President may hold more than one officer position.
- 8.4 **Term.** Officers, other than the Secretary, shall be appointed to hold office for a term of one year commencing at the close of the meeting of the Board at which the officer was appointed and ending at the close of the first meeting of the Board after the following annual general meeting. An officer other than the Secretary may be appointed to six consecutive terms, after which time the individual shall cease to hold such office for a period of at least one year before being eligible for re-appointment for that office, provided that notwithstanding anything to the contrary, if no successor is appointed to replace the incumbent President, the incumbent President shall continue to hold office until such time as the President's successor is appointed or the President otherwise ceases to hold office in accordance with Section 8.6. The Secretary shall be appointed to hold office for a term commencing at the close of the meeting of the Board at which the Secretary was appointed and ending upon the occurrence of a cessation event as set forth in Section 8.6.
- 8.5 **Removal of Officer.** In the absence of a written agreement to the contrary, the Board may, by Board Resolution, remove, whether for cause or without cause, any officer prior to the expiry of the officer's term.
- 8.6 **Cessation.** A person automatically ceases to be an officer when:
- (a) the officer's term expires;
 - (b) the officer ceases to be qualified pursuant to the Act or these bylaws;
 - (c) the officer resigns by delivering a written resignation to the Secretary or to the registered office of the Society, in which case such resignation is effective on the date specified in the resignation or, if no date is specified, on the date such resignation is delivered to the Secretary or to the registered office of the Society;
 - (d) in the case of the President or the Vice-President, the officer ceases to be a director;

- (e) the officer is removed as an officer; or
 - (f) the officer dies.
- 8.7 **Casual Vacancies.** If an officer ceases to hold office prior to the expiry of the officer's term, the Board may, by Board Resolution, appoint a replacement officer who otherwise meets the qualifications set out herein to serve for the remainder of such officer's term.
- 8.8 **Conflict of Interest.** The provisions in Section 6.14 apply to officers, *mutatis mutandis*.

PART 9 - INDEMNIFICATION

- 9.1 **Optional Indemnification of an Eligible Party.** Subject to Sections 9.2 and 9.5 and the provisions of the Act, the Society may, in its sole discretion (as determined by the Board), do any one or both of the following:
- (a) indemnify an Eligible Party or a Representative of the Eligible Party against all judgments, penalties, or fines awarded or imposed in, or amounts paid in settlement of, an Eligible Proceeding; or
 - (b) after the final disposition of an Eligible Proceeding, pay the costs, charges, and expenses (including legal and other fees, but not including judgments, penalties or fines awarded or imposed in, or amounts paid in settlement of, an Eligible Proceeding) actually and reasonably incurred by an Eligible Party or a Representative of the Eligible Party in respect of the Eligible Proceeding.
- 9.2 **Mandatory Indemnification of Eligible Party.** Subject to Sections 9.3 and 9.5, the Society shall, after the final disposition of an Eligible Proceeding, pay the amounts set forth in Section 9.1(b) if:
- (a) neither the Eligible Party nor the Representative has been reimbursed for such amounts; and
 - (b) the Eligible Party was not judged by a court, in Canada or elsewhere, or by another competent authority to have committed any fault, or to have omitted to do anything that the Eligible party ought to have done.
- 9.3 **Subsidiary.** The Society may, in its discretion (as determined by the Board), elect not to pay the amounts set forth in Section 9.2 if the Eligible Party or the Representative is liable for or in respect of those amounts by reason of the Eligible Party or the Representative holding or having held a position in a subsidiary of the Society, which position is equivalent to the position of a director or senior manager of a society.
- 9.4 **Advancement of Expenses.** To the extent permitted by the Act and subject to Section 9.5, the Society may in its sole discretion (as determined by the Board) pay, as they are incurred in advance of the final disposition of an Eligible Proceeding, the costs, charges and expenses (including legal and other fees, but not including judgments, penalties or fines awarded or imposed in, or amounts paid in settlement of, an Eligible Proceeding) actually and reasonably incurred by an Eligible Party or a

Representative of the Eligible Party in respect of the Eligible Proceeding, if and only if the Board has received from the Eligible Party or the Representative of the Eligible Party (as applicable) a written undertaking that, if it is ultimately determined that the payment of such amounts is prohibited by section 65 of the Act, the Eligible Party or the Representative (as applicable) will repay the amounts advanced.

- 9.5 **Indemnification prohibited.** Notwithstanding anything to the contrary herein, the Society shall not indemnify or pay the costs, charges, and expenses (including legal and other fees, but not including judgments, penalties or fines awarded or imposed in, or amounts paid in settlement of, an Eligible Proceeding) of an Eligible Party or a Representative of the Eligible Party in respect of an Eligible Proceeding:
- (a) if, in relation to the subject matter of the Eligible Proceeding, the Eligible Party did not act honestly and in good faith with a view to the best interests of the Society or the subsidiary of the Society, as the case may be;
 - (b) in the case of an Eligible Proceeding other than a civil proceeding, if the Eligible Party did not have reasonable grounds for believing that the Eligible Party's conduct, in respect of which the Eligible Proceeding was brought, was lawful; or
 - (c) in the case of an Eligible Proceeding brought by or on behalf of the Society, or a subsidiary of the Society, unless the court, on the application of the Society, approves the indemnification or payment.
- 9.6 **Insurance.** The Society may purchase and maintain insurance, for the benefit of an Eligible Party or a Representative of an Eligible Party, against any liability that may be incurred by reason of such person being or having been a director or senior manager of the Society or holding or having held an equivalent position in a subsidiary of the Society.

PART 10 - NOTICES

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

A notice so delivered is deemed to have been given when it is delivered personally or to the registered address as aforesaid. A notice so mailed is deemed to have been given when deposited in a post office or public letter box. A notice so sent by any means of transmitted or recorded communication is deemed to have been given when

dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, director, senior manager, officer, auditor, or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this bylaw is sufficient and conclusive evidence of the giving of such notice. The signature of any director, officer, or senior manager of the Society to any notice or other document to be given by the Society may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

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

PART 11 - DOCUMENTS AND RECORDS

- 11.1 **Execution of Documents.** Instruments in writing requiring execution by the Society may be signed in such a manner as the Board may from time to time determine by Board Resolution. All instruments in writing so signed are binding upon the Society without any further authorization or formality. The Board has the power from time to time by Board Resolution to appoint any person or persons on behalf of the Society either to sign instruments in writing generally or to sign specific instruments and, in the absence of such appointment, any one director or officer may sign any such instruments. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing director or officer may certify a copy of any instrument, resolution, bylaw, or other document of the Society to be a true copy thereof.
- 11.2 **Access to Records.**
- (a) The documents of the Society, including the financial and accounting records, and the minutes of general meetings, committee meetings and meetings of the Board, shall be open to the inspection of any director at reasonable times.
 - (b) A member in good standing is entitled, subject to any Board Resolution under section 25 of the Act, upon providing not less than 14 days' notice to the Society, to examine any of the following documents and records of the Society at the registered office of the Society during normal business hours:
 - (i) the constitution and these bylaws, and any amendments thereto;
 - (ii) the statement of directors and registered office of the Society;
 - (iii) minutes of any general meeting, including the text of each resolution passed at the meeting;

- (iv) resolutions of the members in writing, if any;
 - (v) annual financial statements relating to a past fiscal year that have been received by the members in a general meeting;
 - (vi) the register of directors;
 - (vii) the register of members;
 - (viii) the Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;
 - (ix) copies of orders made by a court, tribunal, or government body in respect of the Society;
 - (x) the written consents of directors to act as such; and
 - (xi) the disclosure of a director or senior manager regarding a conflict of interest.
- (c) Except as expressly provided by statute or at law, a member is not entitled to examine or inspect any other document or record of the Society. However, subject to such policies as the Board may establish, a member in good standing may request, in writing delivered to the registered office of the Society, to examine any other document or record of the Society and the Board may allow the member to examine the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.
- (d) Copies of documents to which a member is allowed to examine may be provided on request by the member for a reasonable production fee to be determined by the Board.

11.3 **Inspection by Non-Members.** A non-member may only inspect the records of the Society with permission of the Board. A non-member may not inspect the register of members.

11.4 **Use of Members and Directors Register.** A person shall not use contact information that the person obtains from an inspection of the Society's register of members or directors except in connection with matters related to the activities or internal affairs of the Society and in compliance with the Act.

PART 12 - FINANCIAL AND ADMINISTRATIVE MATTERS

12.1 **Financial Year End.** The financial year-end of the Society shall be determined by the Board.

12.2 **Investment.** The Board may, without authorization of the members, invest in any investment in which a prudent investor might invest.

12.3 **Contracts and General Expenditures.** Subject to the Act and these bylaws, the Board may, without authorization of the members:

- (a) make or cause to be made for the Society, in its name, any kind of contract which the Society may lawfully enter into; and
 - (b) authorize expenditures on behalf of the Society.
- 12.4 **Borrowing.** The Board may, without authorization of the members and on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner the Board decides, including by engaging in the following activities:
- (a) borrow money on the credit of the Society;
 - (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Society;
 - (c) give a guarantee on behalf of the Society to secure performance of an obligation of any person; and
 - (d) mortgage, hypothecate, pledge, or otherwise create a security interest in all or any property of the Society owned or subsequently acquired, to secure any obligation of the Society.
- 12.5 **Banking Arrangements.** The banking business of the Society shall be transacted at such bank, trust company, or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint, or authorize from time to time by Board Resolution. The banking business of the Society or any part of it shall be transacted by a director or officer of the Society or other persons as the Board may by Board Resolution from time to time designate, direct, or authorize.
- 12.6 **Annual Financial Statements.** The Society may, instead of sending copies of the annual financial statements, the report of the auditor (if any), and any further information respecting the financial position of the Society and the results of its operations as required by the Act, bylaws, or other agreements, provide such items to the members by the following means:
- (a) publishing a notice to its members stating that the annual financial statements and such other documents described above are available at the registered office of the Society and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail; or
 - (b) by posting the annual financial statements and such other documents described above on the Society's website, provided that the Society publishes a notice to its members stating that the financial information with respect to the Society is available on its website.
- 12.7 **Auditor.** The Society may have an auditor, appointed by the members by Ordinary Resolution, to hold office for the term set out in the Act and perform the duties as set out in the Act.
- 12.8 **Dissolution.** Subject to Section 1.3, upon the dissolution of the Society and after payment of all debts and liabilities of the Society, the remaining property of the Society shall be distributed to or disposed of to "qualified recipients" within the meaning of the Act.

- 12.9 **Corporate Seal.** The Society may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Board shall make provisions for the custody of the corporate seal. The Board shall also have power from time to time to destroy a seal and substitute a new seal in its place. The seal of the Society shall not generally be used in the execution of documents or instruments and shall be affixed only when authorized by the Board, and then only in the presence of the person or persons prescribed by the Board, or, if no person or persons are prescribed, in the presence of any two directors.