



**CANADIAN PARKS AND WILDERNESS SOCIETY  
- BRITISH COLUMBIA**

**BYLAWS**

(Revised: 17 November 2022)

**BYLAWS OF**  
**CANADIAN PARKS AND WILDERNESS SOCIETY - BRITISH COLUMBIA**

*(to be read in conjunction with the Societies Act (British Columbia))*

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## Part 1 - Definitions and Interpretation

### 1.1 Definitions

In these Bylaws, unless the context otherwise requires:

1. **“Address of the Society”** means the registered office address of the Society on record from time to time with the Registrar.
2. **“Board”** means the Directors acting as authorized by the Societies 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;
3. **“Board Resolution”** means:
  - (a) a resolution passed by a simple majority of the votes cast by those Directors who are entitled to vote on such matter either at a duly constituted meeting of the Board (whether participating in person or, to the extent permitted by these Bylaws, by Electronic Means); by Electronic Means in accordance with these Bylaws; or a combination of votes cast at a meeting of the Board and by Electronic Means; or
  - (b) a resolution that has been consented to in writing by at least 2/3 of the Directors who would have been entitled to vote on the resolution at a meeting of the Board;and a “Board Resolution” passed in accordance with paragraph (a) or (b) in this definition is effective as though passed at a meeting of the Board.
4. **“Bylaws”** means the bylaws of the Society as filed with the Registrar and as may be altered from time to time in accordance with the Societies Act;
5. **“Constitution”** means the constitution of the Society as filed with the Registrar, and as may be altered from time to time in accordance with the Societies Act;
6. **“Directors”** means those Persons who are, or who subsequently become, directors of the Society in accordance with these Bylaws and who have not ceased to be directors;
7. **“Electronic Means”** means any electronic or digital system or combination of electronic or digital systems, including email, telephonic, electronic, radio, computer or internet-based technology or other communication facility or medium, that:
  - (a) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the meeting or proceeding adequately, simultaneously and instantaneously, in a manner comparable, but not necessarily identical, to a meeting or proceeding where all participants are present in the same location, and
  - (b) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses their intentions;
8. **“General Meeting”** means a meeting of the Members, and includes an annual general meeting and any special or extraordinary general meetings of the Society.
9. **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5<sup>th</sup> Supp.), c.1 as amended from time to time;

10. **“Individual Member”** means an individual member as described in Bylaw 2.2;
11. **“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;
12. **“Ordinary Resolution”** means:
  - (a) a resolution passed by a simple majority of the votes cast by those voting Members entitled to vote on such matter either at a duly constituted meeting of the Members (whether participating in person, by advance ballot or, to the extent permitted by these Bylaws, by Electronic Means); by Electronic Means in accordance with these Bylaws; or a combination of votes cast at a meeting of the voting Members and by Electronic Means; or
  - (b) a resolution consented to in writing, after being sent to all of the voting Members entitled to vote on such matters, by at least 2/3 of such voting Members,and an “Ordinary Resolution” passed in accordance with paragraph (a) or (b) in this definition is effective as though passed at a meeting of the Members.
13. **“Person”** means a natural person;
14. **“President”** means the Person appointed or elected to the office of the president in accordance with these Bylaws;
15. **“Registered Address”** of a Member or Director means the address of that Member or Director, as applicable, recorded in the register of Members or register of Directors, as the case may be, including, if provided by the Member or Director for that purpose, that Member’s or Director’s electronic mail address;
16. **“Registrar”** means the Registrar of Companies of the Province of British Columbia;
17. **“Secretary”** means the Person appointed or elected to the office of the secretary in accordance with these Bylaws;
18. **“Senior Manager”** means a Person appointed by the Directors to serve as a senior manager in accordance with the Societies Act;
19. **“Societies Act”** means the *Societies Act* of the Province of British Columbia from time to time in force, as it may be amended, restated or replaced from time to time, and includes any successor legislation thereto and all regulations enacted thereunder;
20. **“Society”** means Canadian Parks and Wilderness Society - British Columbia or such other name by which the Society becomes known if it changes its name in accordance with the Societies Act and these Bylaws;
21. **“Special Resolution”** means:
  - (a) a resolution passed by at least 2/3 of the votes cast by those voting Members entitled to vote on such matter either at a duly constituted meeting of the Members (whether participating in person, by advance ballot or, to the extent permitted by these Bylaws, by Electronic Means); by Electronic Means in accordance with these Bylaws; or a combination of votes cast at a meeting of the voting Members and by Electronic Means; or

(b) a resolution consented to in writing by all of the voting Members entitled to vote on such matter,

and a "Special Resolution" passed in accordance with paragraph (a) or (b) in this definition is effective as though passed at a meeting of the Members.

22. "Treasurer" means the Person appointed or elected to the office of the treasurer in accordance with these Bylaws; and
23. "Vice-President" means the Person appointed or elected to the office of the vice-president in accordance with these Bylaws.

## **1.2 Societies Act Definitions**

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

## **1.3 Conflict with Societies Act**

If there is a conflict between these Bylaws and the Societies Act, the Societies Act will prevail.

## **1.4 General Interpretation Rules**

Words importing the singular include the plural and vice versa.

# **Part 2 - Members**

## **2.1 Admission to Membership**

There will be one (1) class of membership in the Society. Membership in the Society is restricted to:

- (a) those Persons who transition as Members in accordance with Bylaw 2.5; and
- (b) those Persons who are subsequently admitted as Members in accordance with these Bylaws.

## **2.2 Eligibility for Membership**

A Person may be eligible to be accepted as a Member if they:

- (a) are eighteen (18) years of age or older; and
- (b) are interested in advancing the purposes and supporting the activities of the Society.

Any association, corporation, partnership or society is ineligible for membership in the Society. Senior Managers are ineligible for membership in the Society.

## **2.3 Application for Membership**

An eligible Person may apply to the Society in writing by:

- (a) submitting a completed application, in such form and manner as may be established by the Society, at the Address of the Society;
- (b) submitting payment for all applicable membership fees or dues; and

- (c) submitting such information or documentation, as determined by the Board from time to time, as may be required to confirm eligibility for membership.

## **2.4 Review and Acceptance of Application**

The Board may in its sole discretion exercised by Board Resolution, accept, postpone or refuse an application for membership. A Person becomes a Member on the date of the Board Resolution or such later date as specified therein.

Without limiting the generality of the foregoing, 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. The decision of the Board to refuse membership is final and without appeal.

## **2.5 Transition of Membership**

On the date these Bylaws come into force:

- (a) each Person who is a member of the Society and who is eligible for membership under these Bylaws will continue as a Member until they otherwise cease to be a Member in accordance with these Bylaws;
- (b) each Person who is a member of the Society but is ineligible for membership under these Bylaws will be deemed to have resigned from membership effective that date.

## **2.6 Duties of Members**

Every Member will, at all times, uphold the Constitution and comply with these Bylaws and any policies of the Society adopted by the Directors from time to time. No Member shall use the name of the Society in a public policy statement without the majority consent of the Directors of the Society.

## **2.7 Membership Dues**

The amount of the annual membership dues, if any, will be determined by the Directors, by Board Resolution. In the absence of any such determination, it will be deemed that the annual membership dues will remain consistent with those in the immediately preceding membership year. Once the amount of any membership dues has been determined, that amount will be deemed to be the annual membership dues in each succeeding membership year until changed by the Directors in accordance with these Bylaws. The Board may, in its discretion, discount, pro-rate or waive the payment of dues required of any given Member or group of Members from time to time through Board Resolution.

## **2.8 Transferability of Membership**

Membership in the Society is not transferable.

## **2.9 Cessation of Membership**

A Member's membership in the Society terminates immediately when:

- (a) the Member resigns in writing, the effective date of which will be the later to occur of (i) the receipt by the Society of the written resignation; and (ii) the effective date, if any, specified in the written resignation;
- (b) the Member is deceased;
- (c) the Member is expelled in accordance with the Bylaws or otherwise as permitted under the Societies Act; or



- (d) unless otherwise waived by the Board in its discretion, the Member has been not in good standing for six (6) consecutive months.

## **2.10 Discipline of a Member**

Following a review of a Member's conduct or actions, the Board may, by Board Resolution, expel, suspend, reprimand, fine or otherwise discipline 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 2.6; or
- (c) is likely to endanger the reputation or hinder the interests of the Society.

At least fourteen (14) days prior to passing a Board Resolution under this Bylaw 2.10, the Board must provide notice of the proposed expulsion, suspension, reprimand, fine or other disciplinary action to the Member in question, accompanied by a brief statement of the reasons for the proposed disciplinary action and the date, time and place at which the Board proposes to consider the Board Resolution in question.

At any time prior to the date and time set out in the notice provided above, a Member who is the subject of proposed discipline may provide an oral or written response to the Board, and the Board must consider any such response that is received.

## **2.11 Members Not in Good Standing**

A Member is not in good standing if the Member fails to pay the Member's annual membership dues, if any, or any other subscription or debt due and owing by them to the Society, and the Member is not in good standing so long as those dues or other debt remains unpaid.

A Member who is not in good standing has the right to receive notice of, and to attend, all general meetings of the Society, and may participate in programs or initiatives of the Society (subject to eligibility) but is suspended from all of the other rights and privileges described in Bylaw 2.12 for so long as they remain not in good standing.

## **2.12 Rights of Members**

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

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

All rights, obligations and privileges of a Member terminate immediately on cessation of membership.

## **Part 3 - General Meetings of Members**

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

General Meetings of the Society will be held at such time and place, in accordance with the Societies Act, as the Directors decide. This may be by Electronic Means acceptable to the Society.

### **3.2 Annual General Meetings**

Unless otherwise permitted in accordance with the Societies Act, the Society will hold an annual general meeting at least once in every calendar year.

### **3.3 Extraordinary General Meeting**

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

### **3.4 Calling of Extraordinary General Meeting**

An extraordinary general meeting may be convened at the call of the President or by Board Resolution.

### **3.5 Requisition of General Meeting**

The Members may, in accordance with the Societies Act, requisition the Directors to call a General Meeting for the purposes stated in the requisition, provided that such requisition must be signed by not fewer than 10% of the Members and must otherwise comply with the Societies Act.

### **3.6 Notice of General Meeting**

- (a) Subject to Bylaw 3.7 written notice by electronic or other means as described in these Bylaws of a General Meeting must be sent to every Member at least fourteen (14) days and not more than sixty (60) days before the meeting.
- (b) Notice of a General Meeting must:
  - (i) specify the date, time, and location of the General Meeting; and
  - (ii) include the text of any special resolution to be submitted to the meeting.
- (c) If the Board has determined to permit participation in a General Meeting by Electronic Means, notice of the meeting must inform Members and other participants, if any, that they may participate by Electronic Means and provide instruction on how this may be done.

### **3.7 Deemed Sending of Notice of General Meeting**

Notwithstanding Bylaw 3.6, for so long as the Society has more than 250 Members, or the lower of the threshold stated in the Societies Act, notice of a General Meeting may be sent:

- (a) by electronic mail to every Member who has provided an email address to the Society, by electronic mail to that email address at least fourteen (14) days and not more than sixty (60) days before the meeting; and
- (b) by notice of the date, time and location of the meeting on the Society's website for at least twenty-one (21) days immediately before the meeting.

### **3.8 Waiver of Notice**

A Member may, in any manner, waive the Member's entitlement to notice of a General Meeting or may agree to reduce the period of that notice. Attendance of a Member at a General Meeting is a waiver of the Member's entitlement to notice of the meeting unless the Member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

### **3.9 Omission of Notice**

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

## **Part 4 - Proceedings at General Meetings**

### **4.1 Ordinary Business at General Meetings**

At a General Meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the Directors or auditor;
- (d) election or appointment of Directors;
- (e) appointment of an auditor, if applicable; and
- (f) business arising out of a report of the Directors not requiring the passing of a special resolution.

### **4.2 Chair of General Meeting**

The following Person is entitled to preside as the chair of a General Meeting:

- (a) the Person, if any, appointed by the Board to preside as the chair of the meeting;
- (b) if the Board has not appointed a Person to preside as the chair of the meeting or the Person appointed by the Board is unable to preside as the chair of the meeting:
  - (i) the President;
  - (ii) the Vice-President, if the President is unable to preside as the chair of the meeting;  
or
- (c) one of the other Directors present at the meeting, if both the President and Vice-President are unable to preside as the chair of the meeting; or
- (d) if there is no Person otherwise entitled under these Bylaws who is able to preside as the chair of a General Meeting within 15 minutes from the time set for holding the meeting, the Members who are present must elect a Person present at the meeting to preside as the chair of the meeting.

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

### **4.3 Quorum Required**

Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a General Meeting unless a quorum of Members is present.

#### **4.4 Quorum**

The quorum for the transaction of business at a General Meeting is five (5) Members in good standing, present in person or by Electronic Means, to the extent permitted by the Board, provided that if the Society has fewer Members than is required under this Bylaw, the quorum for the transaction of business at a General Meeting is all of the Members.

#### **4.5 Lack of Quorum at Commencement of Meeting**

If, within thirty (30) minutes from the time set for holding a General Meeting, a quorum of Members is not present:

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

#### **4.6 If Quorum Ceases to be Present**

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

#### **4.7 Adjourning a General Meeting**

The chair of a General Meeting may, or if so directed by the Members at the meeting, must adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

#### **4.8 Notice of Continuation of Adjourned General Meeting**

It is not necessary to send notice of a continuation of an adjourned General Meeting or of the business to be transacted at a continuation of an adjourned General Meeting except that, when a General Meeting is adjourned for 14 days or more, notice of the continuation of the adjourned meeting must be sent.

#### **4.9 Participation in General Meetings by Electronic Means**

The Board may, in its discretion, determine to hold any General Meeting, either in whole or in part, by Electronic Means so as to allow some or all of the Members and any other participants in such meeting to participate in the meeting remotely, provided that if so determined, the Board must take reasonable steps to ensure that all of the Persons participating in the meeting, whether in person or by Electronic Means, are able to communicate with each other. Any Person participating in a General Meeting by Electronic Means is deemed to be present at such meeting.

#### **4.10 Ordinary Resolution Sufficient**

A matter to be decided at a General Meeting must be decided by Ordinary Resolution unless the matter is required by the Societies Act or these Bylaws to be decided by Special Resolution.

#### **4.11 Entitlement to Vote**

- (a) Each Voting Member in good standing is entitled to one vote on matters for determination by the Members.

- (b) In case of an equality of votes, the Person presiding as chair of a meeting will not have a casting or second vote in addition to the vote to which such Person may be entitled as a Member and the proposed resolution will not pass.

#### **4.12 Voting Outside of a General Meeting**

The Board may, in its sole discretion from time to time, approve the conduct of a vote of the Members other than at a General Meeting. Such a vote may be taken by mail-in ballot or Electronic Means. For each such vote, the Society must provide each Member in good standing with notice in accordance with these Bylaws, which notice must include:

- (a) the text of the resolutions that are the subject of the vote and any other supporting documentation;
- (b) the opening and closing dates for casting a vote; and
- (c) instructions on how Members may cast their vote.

#### **4.13 Methods of Voting**

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

- (a) by a show of hands or voting cards, an oral vote or another method that adequately discloses the intention of the Members who are entitled to vote;
- (b) by written ballot;
- (c) by mail-in ballot; or
- (d) by Electronic Means,

provided that where a vote is to be conducted in accordance with paragraph (a), if requested by two or more Members or directed by the chair of the meeting, in each case prior to the conduct of the vote, such vote will be conducted by written ballot or other means by which the results of the vote can be presented without disclosing how any Individual Member voted.

#### **4.14 Mail-in Ballot**

Where a vote of the Members is conducted by mail-in ballot, the following rules apply:

- (a) mail-in ballots will be sent or otherwise made accessible to all Members in good standing not less than thirty (30) calendar days in advance of, either:
  - (i) the General Meeting at which the vote will be held; or
  - (ii) in the case of a vote held in accordance with Bylaw 4.12, the closing date;
- (b) all Members in good standing will receive a mail-in ballot, unless such Member has submitted a waiver in writing to the Board;
- (c) all mail-in ballots will contain;
  - (i) a Society-provided, return-stamped envelope that notes the Member identification number or Member name on the outside of the envelope;
  - (ii) the wording of the resolution(s) to be voted on and any other relevant information;

- (iii) a brief summary of the voting procedure; and
- (iv) the closing date;
- (d) mail-in ballots must be returned within the Society-provided, return-stamped envelope, that notes the Member identification number or Member name on the outside of the envelope;
- (e) only one (1) mail-in ballot may be returned per envelope;
- (f) mail-in ballots that are not returned in the Society-provided envelope are unverifiable and will be disqualified; and
- (g) mail-in ballots that are not received by the closing date will be disqualified.

All verified mail-in ballots received by the closing date will either be counted on the day of the General Meeting, or on a date subsequent to the closing date if no General Meeting is being held. In the case of a General Meeting, the results of such count will not be disclosed before the votes that are cast by Members participating either in person or by Electronic Means at the General Meeting have been counted.

#### **4.15 Proxy Voting**

Voting by proxy is not permitted at any General Meeting of the Society.

### **Part 5 - Directors**

#### **5.1 Power of Directors**

The Directors may exercise all the powers and do all the acts and things that 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 Society in a General Meeting, but subject, nevertheless, to:

- (a) all laws affecting the Society, including without limitation, the Societies Act; and
- (b) these Bylaws and the Constitution.

#### **5.2 Management of Property, Activities and Internal Affairs**

The Board has the authority and responsibility to manage, or supervise the management of, the property, activities and internal affairs of the Society.

#### **5.3 Invalidation of Director Acts**

- (a) No rule, made by the Society in a General Meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- (b) No act or proceeding of a Director or the Board is invalid merely because:
  - (i) of a defect in a Director's designation, election or appointment or in the qualifications of a Director;
  - (ii) fewer than the required number of Directors have been designated, elected or appointed;
  - (iii) the residency requirements for the Directors have not been met; or

- (iv) a majority of the Directors, contrary to the Societies Act, receive or are entitled to receive remuneration from the society under contracts of employment or contracts for services.

#### **5.4 Composition of the Board**

The Society must have no fewer than three (3) and no more than eleven (11) Directors, as may be determined from time to time by Board Resolution, each of whom is elected or appointed in accordance with these Bylaws.

#### **5.5 Director Qualifications**

In order to be eligible to be elected and to serve as a Director, a Person must comply with requirements in the Societies Act and, without limiting the foregoing, must:

- (a) be at least eighteen (18) years of age;
- (b) not have been found by any court to be incapable of managing their affairs;
- (c) not be an undischarged bankrupt;
- (d) not have been convicted of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, in each case in the time periods and circumstances prescribed by the Societies Act;
- (e) be a Member in good standing; and
- (f) not be an "ineligible individual" as such term is defined in the Income Tax Act.

A Person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if they do not meet any of the minimum criteria set out in paragraphs (a) through (f) of Bylaw 5.5.

Unless permitted under the Societies Act, a majority of Directors must not receive nor be entitled to receive remuneration from the Society under contracts of employment or contracts for services.

#### **5.6 Consent to be a Director**

No election, appointment or designation of a Person as a Director is valid unless:

- (a) that Person consents to be a Director in the manner provided for in the Societies Act;
- (b) that Person is elected or appointed at a meeting at which the Person is present and the Person does not refuse, at the meeting, to be a Director;

#### **5.7 Elections Generally**

Directors 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.

#### **5.8 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.

## **5.9 Nomination and Election Policies**

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

### **5.10 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.

### **5.11 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 may be conducted by mail-in ballot, written ballot, Electronic Means or a combination of any of the above, either at or prior to the annual general meeting, all at the discretion of the Board and in accordance with these Bylaws;
- (b) ballots will be sent or otherwise made accessible to all Members in good standing;
- (c) each ballot will include the name of each eligible nominee and the number of vacancies to be filled;
- (d) no Member will vote for more Directors than the number of vacant positions. Any ballot will be deemed to be void if it records votes for more nominees than there are vacant positions;
- (e) ballots will be counted following the close of the election period by scrutineers appointed by the Board;
- (f) nominees will be deemed to be elected in order of those nominees receiving the most votes;
- (g) in the event of a tie between two (2) or more eligible nominees for the final vacant position, the scrutineers will place one (1) ballot marked for each tied nominee into a suitable container and the 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.

### **5.12 Director Terms**

- (a) Elections for Directors will normally occur at the annual general meeting and will take office commencing at the close of the annual general meeting.
- (b) The term of office of Directors 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 their term of office will be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting.

- (c) Every Director serving a term of office will retire from office at the close of the annual general meeting in the year in which their term expires, provided that if insufficient successors are elected and the result is that the number of Directors would fall below three (3), 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.

### **5.13 Term Limits**

Directors may be elected for up to three (3) consecutive terms, regardless of the duration of such terms. A Person who has served as a Director for three (3) consecutive terms may not be re-elected for at least two (2) years following the expiry of their latest term.

### **5.14 Removal of Director**

A Director may be removed before the expiration of their term of office by either of the following methods:

- (a) by Special Resolution; or
- (b) by Board Resolution.

If by Special Resolution, the Members may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term of office.

If by Board Resolution, the Director proposed for removal has a conflict of interest and may not vote on the Board Resolution, but is entitled to not less than seven (7) days' advance notice in writing of the proposed Board Resolution and to address the Board prior to the vote on the resolution.

### **5.15 Ceasing to be a Director**

A Person will immediately and automatically cease to be a Director upon:

- (a) ceasing to meet any of the qualifications for being a Director set out in the Societies Act or these Bylaws;
- (b) the written resignation of such Person as a Director, the effective date of which will be the later to occur of (i) the receipt by the Society of the written resignation; and (ii) the effective date, if any, specified in the written resignation;
- (c) their death;
- (d) the expiry of their term of office as a Director, unless re-elected; or
- (e) their removal from office as a Director in accordance with these Bylaws.

### **5.16 Appointment to Fill Vacancy**

If a Director ceases to hold office before the expiry of their term, the Board, by Board Resolution, may appoint a Member in good standing qualified in accordance with these Bylaws 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 they otherwise cease 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.

### **5.17 Support of Society Purposes**

Each Director will unreservedly subscribe to and support the purposes of the Society and, when exercising the powers and performing the functions of a Director, every Director must:

- (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 Societies Act and the regulations thereunder; and
- (d) subject to (a) to (c), act in accordance with the Bylaws.

Without limiting paragraphs (a) through (d) of Bylaw 5.17, a Director, when exercising the powers and performing the functions of a Director, must act with a view to the purposes of the Society.

### **5.18 Director Remuneration**

The Society will not pay a Director any remuneration for being or acting as a Director; however, the Society may, subject to the Societies Act, pay remuneration to a Director for services provided by the Director to the Society in another capacity.

### **5.19 Reimbursement of Director Expenses**

The Society may reimburse a Director for reasonable expenses necessarily incurred by them in performing their duties as a Director.

### **5.20 Transitional**

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 they were elected, unless they otherwise cease to be a Director in accordance with these Bylaws.

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

## **Part 6 - Proceedings of Directors**

### **6.1 Directors' Meetings**

The Directors may meet at the locations they think fit to conduct business and may otherwise regulate their meetings and proceedings as they see fit through duly established Board policies.

### **6.2 Calling Directors' Meetings**

A Directors' meeting may be called by the President or by any two (2) Directors.

### **6.3 Notice of Directors' Meetings**

At least two (2) days' notice of a Directors' meeting must be sent to all Directors unless all of the Directors agree to a shorter notice period, provided that:

- (a) for a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or other General Meeting of Members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to send notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present;
- (b) no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting and waive notice thereof in writing or give a prior verbal waiver to the Secretary; and
- (c) if the Board decides, by Board Resolution, to hold regularly scheduled meetings to take place at dates and times set in advance by the Board and notice of this schedule of regular meetings is given to all Directors, no further notice need be given of such regularly scheduled Directors' meetings.
- (d) If a meeting of the Board will permit participation in whole or in part by Electronic Means, notice of that meeting must inform the Directors and other participants, if any, that they may participate by Electronic Means and provide instructions on how to do so.

### **6.4 Board Proceedings Valid Despite Omission to Send Notice**

The accidental omission to send notice of a Directors' meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.

### **6.5 Quorum of Directors**

Quorum will be a majority of the Directors then in office.

### **6.6 Chair of Directors' Meetings**

Subject to a Board Resolution appointing another Person to chair a meeting, the President will chair all meetings of Directors and will establish the 'rules of order'.

If the President or such other Person appointed by Board Resolution is not present within fifteen (15) minutes after the time appointed for holding the meeting or is unwilling to chair the meeting, the Vice-President will chair the meeting, provided that if the Vice-President is not present at such meeting within fifteen (15) minutes after the time appointed for holding the meeting or is unwilling to chair the meeting, the Directors present at the meeting will choose one of their number to chair the meeting.

If the Person presiding as chair of a meeting of the Board wants to step down as chair for all or part of that meeting, they may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Directors present at such meeting, that Person may preside as chair.

### **6.7 Board Resolutions**

Any issue at a meeting of the Board which is not required by the Societies 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.

## **6.8 Director Entitlement to Vote**

Each Director will be entitled to one vote. In case of an equality of votes, the Person presiding as chair of a meeting will not have a second or casting vote in addition to the vote which such Person is entitled as a Director and the proposed resolution will not pass.

## **6.9 Procedure for Voting by Directors**

- (a) Unless otherwise set out in these Bylaws, voting by Directors may occur by any one or more of the following methods, in the discretion of the chair of the meeting:
  - (i) by a show of hands, an oral vote or another method that adequately discloses the intention of the Directors;
  - (ii) by written ballot; or
  - (iii) by Electronic Means.
- (b) Notwithstanding paragraph (a) immediately above, on the request of any two (2) or more Directors, a vote will be conducted by written ballot or other means whereby the tallied votes can be presented anonymously, in such a way that it is impossible for the assembly to discern how a given Director voted.

## **6.10 Participation in Meetings of Directors by Electronic Means**

The Board may determine, in its discretion, to hold any meeting or meetings, either in whole or in part, by Electronic Means, so as to allow one or more Persons to participate remotely in the meeting, provided that all participants in the meeting, whether in person or by Electronic Means, are able to communicate with each other, and any such Director is deemed to be present at such meeting.

## **Part 7 - Director Conflict of Interest**

### **7.1 Conflict of Interest**

A Director who has a direct or indirect material interest that is known or reasonably ought to have been known by the Director 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 their interest in the contract, transaction or matter;
- (c) is not entitled to vote on the contract, transaction or matter;
- (d) will absent themselves from the meeting or portion thereof:
  - (i) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
  - (ii) in any case, during the vote on the contract, transaction or matter; and
- (e) 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 Societies Act or these Bylaws.

## **Part 8 - Committees**

### **8.1 Formation of Committees**

The Board may create such standing and special committees as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is formed and will have no powers except those specifically conferred by a Board Resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was formed, a special committee will automatically be dissolved.

### **8.2 Delegation to Committees**

The Board may delegate any, but not all, of its powers to committees consisting of one or more Directors as it thinks fit.

### **8.3 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 on it 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.

### **8.4 Committee Meetings**

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed by the rules set out in these Bylaws governing proceedings of the Board, with the necessary changes having been made to ensure that the language makes sense in the context.

### **8.5 Dissolution of Committee**

The Board may dissolve any committee by Board Resolution.

## **Part 9 - Senior Managers and Officers**

### **9.1 Appointment of Senior Managers**

The Directors may appoint one or more Senior Managers of the Society to exercise the Directors' authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society.

### **9.2 Qualifications of Senior Managers**

In order to be eligible to be appointed as a Senior Manager, an individual must comply with the requirements set out in the Societies Act and, without limiting the foregoing, must:

- (a) be at least eighteen (18) years of age;
- (b) not have been found by any court to be incapable of managing their affairs;
- (c) not be an undischarged bankrupt; and

- (d) not be convicted of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless otherwise permitted under the Societies Act.

### **9.3 Senior Manager Conflicts of Interest**

The provisions in Part 7 of these Bylaws apply to Senior Managers, with the necessary changes having been made to ensure that the language makes sense in the context, all in accordance with the Societies Act.

### **9.4 Election and Appointment of Officers**

At the first meeting of Directors following an annual general meeting, the Board will elect or appoint the officers of the Society by Board Resolution, including but not limited to the President, Vice-President, a Secretary and a Treasurer, each of whom must be a Director, and any other officers the Board deems necessary.

### **9.5 Officer Terms**

Unless appointed for a longer term by Board Resolution, each officer appointed or elected by the Directors will hold office until the first meeting of the Board held after the next following annual general meeting. Directors may be appointed or elected as an officer for consecutive terms.

### **9.6 Removal of Officers**

- (a) The Board may at any time remove a Director as an officer by Board Resolution.
- (b) If any Person ceases to act as a Director at any time, they will simultaneously cease to act as an officer of the Society, if applicable.

### **9.7 Officer Duties - General**

The Directors may, for each officer appointed, determine the duties, responsibilities and powers of each such officer, provided that, if appointed, the President, Vice-President, Secretary and Treasurer will have at least the powers, functions and duties set out in this Part 9.

- (a) The offices of Secretary and Treasurer may be held by one Person who shall be known as the Secretary-Treasurer.
- (b) The offices of Treasurer and Vice-President may be held by one Person who shall be known as the Vice-President/Treasurer.
- (c) When a Secretary-Treasurer or a Vice-President/Treasurer holds office the total number of Directors shall not be less than five (5) or the greater number that may have been determined pursuant to Bylaw 5.4.

### **9.8 Role of President**

The President is the chair of the Board and is responsible for guiding and directing the other Directors in the execution of their duties.

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

The Vice-President is the vice-chair of the Board and is responsible for carrying out the duties of the President if the President is unable to act.

### **9.10 Duties of Secretary**

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

- (a) issuing notices of General Meetings and Directors' meetings;
- (b) taking minutes of General Meetings and Directors' meetings;
- (c) keeping the records of the Society in accordance with the Societies Act (except for those records for which the Treasurer is responsible);
- (d) conducting the correspondence of the Board; and
- (e) filing the annual report of the Society and making any other filings with the Registrar under the Societies Act.

### **9.11 Duties of Treasurer**

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

- (a) receiving and banking monies collected from the Members or other sources;
- (b) keeping financial records, including books of account, in respect of the Society's financial transactions in accordance with the Societies Act and the Income Tax Act;
- (c) preparing the Society's financial statements and rendering the same to the Directors, Members and others when required; and
- (d) making the Society's filings respecting taxes.

### **9.12 Absence of Secretary**

In the absence of the Secretary from a meeting, the Board must appoint another Person to act as secretary at the meeting.

## **Part 10 – Financial Matters**

### **10.1 Distribution of Income**

Notwithstanding any other provision of the Constitution or these Bylaws, no part of the income of the Society will be paid to or for the benefit of any Member and any income, profits or other accretions to the Society will be used in promoting the purposes of the Society.

### **10.2 Fiscal Year**

The fiscal year of the Society will be determined by the Board from time to time.

### **10.3 Accounting Records**

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

#### **10.4 Borrowing and Issuance of Securities**

In order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, may:

- (a) borrow money; and
- (b) issue bonds, debentures, notes, mortgages, security agreements or other evidences of debt obligations at any time, to any Person and for any consideration.

#### **10.5 Investment of Property**

The Board may invest the property of the Society in any form of property or security in which a prudent investor might invest, including in any mutual fund, common trust fund, pooled fund or similar investment. The standard of care required of a Director in respect of such investment is that they 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.

#### **10.6 Investment Advice and Delegation of Investment Authority**

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 under comparable circumstances.

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.

#### **10.7 Execution of Instruments**

All contracts, documents or instruments in writing requiring the signature of the Society may be signed in the manner directed by the Board from time to time by Board Resolution and in the absence of any such Board Resolution, may be signed by any two officers or Directors.

### **Part 11 - Inspection of Records**

#### **11.1 Inspection of Records**

The documents and records of the Society, including the financial and accounting records and the minutes of meetings of Members, 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 register of Members;
- (h) the Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;
- (i) copies of orders made by a court, tribunal or government body in respect of the Society;
- (j) the written consents of Directors to act as such and the written resignations of Directors; and
- (k) 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.

## **Part 12 - Auditor**

### **12.1 When Audit Required**

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

- (a) the Directors determine to conduct an audit or review engagement by Board Resolution; or
- (b) the Members require the appointment of an auditor by Ordinary Resolution,

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

### **12.2 Appointment of Auditor**

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

### **12.3 Filling Vacancies in Auditor**

Except as provided in Bylaw 12.4, 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.

### **12.4 Removal of Auditor**

An auditor may be removed and replaced by Ordinary Resolution in accordance with the procedures set out in the Societies Act.

## **12.5 Notice of Appointment**

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

## **12.6 Auditor Qualifications**

- (a) An auditor must be qualified to act as an auditor of the Society in accordance with the Societies Act and an auditor who is not or who ceases to be so qualified must promptly resign.
- (b) An auditor must be independent of the Society, to the extent required under the Societies Act and, for greater certainty, no Director nor employee of the Society may be an auditor. An auditor who is not or who ceases to be independent must promptly resign.

## **12.7 Participation in General Meetings**

The auditor, if any, is entitled in respect of any General Meeting to:

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

## **Part 13 - Distribution of Records**

### **13.1 Method of Sending or Delivering Records**

- (a) A record may be sent or delivered by or to a Person in any manner permitted by the Societies Act or as may be agreed upon between the Person sending the record and the intended recipient.
- (b) Without limiting Bylaw 3.7 and Bylaw 13.1(a), a record may be sent or delivered to the Society, a Member, a Director or a Senior Manager by any one of the following methods:
  - (i) by leaving the record with that Person or an agent of that Person; or
  - (ii) by mail, courier, or electronic mail, as applicable, to that Person at their Registered Address.

### **13.2 Deemed Receipt of Notice**

Subject to the Societies Act, a notice sent by mail will be deemed to have been given on the third 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, or electronic mail will be deemed to have been given on the day it was so delivered or sent.

### 13.3 Days to be Counted in Determining Notice

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

### 13.4 Entitlement to Notice of General Meeting

- (a) Notice of a General Meeting will be sent to:
  - (i) every Person shown on the register of Members as a Member on the day notice is sent;
  - (ii) the Directors, to the extent not received by the Person in their capacity as a Member; and
  - (iii) the auditor, if applicable.
- (b) No other Person is entitled to receive a notice of General Meeting.

## Part 14 - Indemnification of Directors and Senior Managers

### 14.1 Definitions in this Part.

The following terms used in this Part 14 will, unless otherwise defined in the Societies Act, have the following meanings:

- (a) “**eligible party**” means a Person who is or was a Director or Senior Manager or who holds or held an equivalent position in a subsidiary of the Society;
- (b) “**eligible proceeding**” means a legal proceeding or investigative action, whether current, threatened, pending or completed, in which an eligible party or a representative of the eligible party, by reason of the eligible party being or having been a Director or Senior Manager 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 or in respect of a penalty in, or expenses related to, the legal proceeding or investigative action;
- (c) “**expenses**” includes costs, charges and expenses, including legal and other fees, but does not include penalties;
- (d) “**penalty**” means a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, an eligible proceeding; and
- (e) “**representative**” means an heir or personal or other legal representative of the eligible party.

### 14.2 Indemnification of Directors and Senior Managers

Subject to the provisions of the Societies Act, the Society will indemnify each eligible party and any representative thereof against all penalties to which such Person is liable in respect of an eligible proceeding.

### **14.3 Payment of Expenses**

To the extent permitted by the Societies Act, the Society will, after the final disposition of an eligible proceeding, pay the expenses actually and reasonably incurred by an eligible party or representative thereof in respect of the eligible proceeding.

### **14.4 Advancement of Expenses**

To the extent permitted by the Societies Act, the Society may pay, as they are incurred in advance of a final disposition of an eligible proceeding, the expenses actually and reasonably incurred by an eligible party or representative thereof in respect of the eligible proceeding, provided that such payments will be made in the discretion of the Board, and only upon receipt from the intended recipient of a written undertaking, satisfactory in form and amount to the Board, to repay the amounts advanced if it is ultimately determined that the payment of expenses is prohibited under the Societies Act.

### **14.5 Indemnification Prohibited**

Subject to the Societies Act, the Society will not indemnify nor pay the expenses of an eligible party or a representative of the eligible party in respect of an eligible proceeding, in either of the following circumstances:

- (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; or
- (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.

### **14.6 Term of Indemnification**

Each Director and each Senior Manager, on being elected, appointed or designated, as the case may be, will be deemed to have contracted with the Society upon the terms of the foregoing indemnities.

### **14.7 Insurance**

The Society may purchase and maintain insurance, for the benefit of any or all eligible parties and representatives thereof against any liability that may be incurred by reason of such parties being or having been a Director or Senior Manager or holding or having held an equivalent position in a subsidiary of the Society.

## **Part 15 - Distribution on Dissolution**

Upon the dissolution or liquidation of the Society, and subject to the Societies Act, the money and other property of the Society remaining after the payment or discharge of the debts and liabilities of the Society (including expenses incurred in the dissolution or winding-up of the Society) will be distributed to one or more qualified donee(s) with purposes similar to those of the Society (in the discretion of the Directors) or, if that cannot be done, to other qualified donee(s) recognized by Canada under the terms of the Income Tax Act. Records shall be kept in accordance with the Societies Act and Canada Revenue Agency requirements.

## **Part 16 - Bylaws**

### **16.1 Entitlement to a Copy of Constitution and Bylaws**

On being admitted to membership, each Member is entitled to and, upon request, the Society will send, them, without charge, a copy of the current Constitution and Bylaws of the Society.

### **16.2 Amendment of Bylaws**

- (a) These Bylaws will not be altered or added to except by Special Resolution.
- (b) Any alteration to the Bylaws will be effective as of the date on which the alteration application is filed with the Registrar in accordance with the Societies Act.