

SOUTHERN GULF ISLANDS SHARED BUSINESS SERVICES SOCIETY

BYLAWS

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PART 1 - GENERAL

1.1 **Definitions.** In this bylaw and all other bylaws of the Society, unless the context otherwise specifies or requires:

- (i) **"Act"** means the *Societies Act* of British Columbia including the regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (ii) "Annual General Meeting" or "AGM" means the annual meeting of the membership required by the *Societies Act*;
- (iii) **"Board"** means the board of directors of the Society and "director" means a member of the Board;
- (iv) **"Board Resolution"** means
 - (i) a resolution passed by a simple majority of the votes cast in respect of the resolution by the directors entitled to vote on such matter, either (A) in person, at a duly constituted meeting of the Board, or (B) by Electronic Means in accordance with these bylaws, or (C) by combined total of the votes cast in person and by Electronic Means; or
 - (ii) a resolution that has been submitted to all directors and consented to in writing by 75% of the directors who would have been entitled to vote on the resolution at a meeting of the Board;
- (v) **"bylaw"** means this bylaw and any other bylaws of the Society as amended and which are, from time to time, in force and effect;
- (vi) **"Chair"** means a person elected to the office of chair of the Society in accordance with these bylaws;
- (vii) **"constitution"** means the original or restated constitution of incorporation or constitution of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Society;
- (viii) **"directors"** means those persons who have become directors in accordance with these bylaws and have not ceased to be directors;
- (ix) **"Electronic Means"** means any system or combination of systems, including but not limited to 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;
 - (ii) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;

- (x) **“Eligible Party”** means:
 - (i) a director or Senior Manager of the Society, as determined in accordance with these bylaws;
 - (ii) a person who holds or held a position equivalent to what is described in (i) above in a subsidiary of the Society; or
 - (iii) the heir or personal representative of a person described in (i) or (ii) above;
- (xi) **“Grant Agreement”** means the agreement between the Province of British Columbia and the Capital Regional District funded by the Rural Economic Development Grant Program, meant to establish a shared business services model and operating non-profit to encourage economic development of the Rural Islands;
- (xii) **“meeting of members”** includes an annual meeting of members or a special meeting of members;
- (xiii) **“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;
- (xiv) **“Ordinary Resolution”** means:
 - (i) a resolution passed by a simple majority of the votes cast on that resolution by those members entitled to vote (A) in person at a duly constituted meeting of members; or (B) by Electronic Means in accordance with these bylaws; or (C) by combined total of the votes cast in person at a meeting of members and the votes cast by Electronic Means; or
 - (ii) a resolution that has been submitted to the members and consented to in writing by not less than the threshold required by the Act;and an Ordinary Resolution approved by any one or more of these methods is effective as though passed at a duly constituted meeting of members of the Society;
- (xv) **“registered address”** of a member or director means the address of that person as recorded in the register of members or register of directors;
- (xvi) **“registered office”** means the office of the Society established under section 12 or 19 of the Act;
- (xvii) **“Registrar”** has the same meaning as in the Act;
- (xviii) **“Rural Islands”** means the Southern Gulf Islands, consisting of Salt Spring, Galiano, Pender, Saturna, and Mayne;

- (xix) **“Senior Manager”** means a person appointed by the Board to exercise authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society;
- (xx) **“Society”** means Gulf Islands Shared Business Services Society;
- (xxi) **“Southern Gulf Islands”** mean the islands of Galiano, Mayne, Pender, Saturna, and Salt Spring;
- (xxii) **“special meeting of members”** includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- (xxiii) **“Special Resolution”** means:
 - (i) a members resolution (of which notice required by the Act and these bylaws has been provided) passed by a majority of votes required by the Act in respect of that resolution by those members entitled to vote (A) in person at a duly constituted meeting of members; or (B) by Electronic Means in accordance with these bylaws; or (C) by combined total of the votes cast in person at a meeting of members and the votes cast by Electronic Means; or
 - (ii) a resolution that has been submitted to the members and consented to in writing by every member who would have been entitled to vote on the resolution in person at a meeting of members of the Society;

and a Special Resolution approved by any one or more of these methods is effective as though passed at a duly constituted meeting of members of the Society;

- 1.2 **Interpretation.** In the interpretation of this bylaw, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. 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.

PART 2 - MEMBERSHIP

2.1 Membership Conditions.

There shall be two classes of membership in the Society, namely, Class A [Voting], and Class B [Non-Voting]. The following conditions of membership shall apply:

(1) Class A Members – Voting

- (i) Class A membership shall be available to individuals and corporations, organizations and other entities who meet the membership qualifications, if

any, set out in these bylaws, who have applied for and been accepted for Class A voting membership in the Society by Board Resolution or in such other manner as may be determined by the Board; and

- (ii) each Class A member shall be entitled to receive notice of, to attend and to vote at all meetings of the members of the corporation and each such Class A member shall be entitled to one vote at such meetings.

(2) Class B Members – Non-Voting

- (i) Class B membership shall be available to individuals, corporations, organizations and other entities who meet the membership qualifications, if any, set out in these bylaws, who have applied for and been accepted for Class B membership in the Society by Board Resolution or in such other manner as may be determined by the Board;
- (ii) a Class B member shall not be entitled to receive notice of, to attend or to vote at meetings of the members of the Society, except as required under the Act; and
- (iii) where a Class B member is an honorary or ex officio member, that person shall automatically attain such membership status on resolution of the Board. At the time of such resolution, the duration of honorary or ex officio membership shall be prescribed by the Board, and if not prescribed, shall be for a period of one year.

2.2 Term of Membership. A member's term shall be from the date the member was accepted into membership in the Society until the date his or her membership terminates pursuant to Part 3 of these bylaws.

2.3 Non-Transferrable. Membership in the Society is non-transferable.

2.4 Qualifications for Membership – Class A: A person is eligible to apply to become a Class A member if that person:

- (i) is not an ex officio or honorary member;
- (ii) is at the time of incorporation, or at any time during the period the Society is undertaking work under the Grant Agreement until the end date of the Grant Agreement, an appointed member of the Salt Spring Island Economic Development Commission or an individual appointed by the Capital Regional District Board;
- (iii) has been a Class B member in good standing for a consecutive period of at least 6 months;
- (iv) has no outstanding or continuing suspension, expulsion, or disciplinary action that would affect eligibility.

2.5 Qualifications for Membership – Class B: A person is eligible to apply to become a Class B member if that person:

- (i) has one or more of the following characteristics:

- (A) a person directly engaged in creating Rural Islands-produced and made non-perishable products;
 - (B) a person directly engaged in delivering green business solutions in the Rural Islands;
 - (C) a person directly engaged in growing, producing, fabricating, testing, or implementing ways to increase or improve the delivery of economies of scale for the Rural Islands;
 - (D) an Indigenous governance body with traditional territories or reserve lands in the region who are pursuing economic development activities on the Rural Islands;
 - (E) Has been appointed by the Board as an honorary or ex officio member, based on the individual distinguishing themselves by some meritorious business, professional, or public service in furthering the purposes of the Society;
- (ii) has no outstanding or continuing suspension, expulsion, or disciplinary action that would affect eligibility.

2.6 **Class A Members on Incorporation.** On incorporation and until the date of completion of the work under the Grant Agreement, those individuals eligible for Class A membership shall include those individuals who are appointed members of the Salt Spring Island Economic Development Commission (excluding the Salt Spring Island Electoral Area Director), and such other individuals designated by resolution of the Capital Regional District for the period of the designation. The purpose of this clause is to ensure the Grant Agreement is completed and those business community members who would otherwise not qualify for Class A membership may qualify as Class A members in order to provide efficient guidance to the Society.

PART 3 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

- 3.1 **Membership Dues and Fees.** Membership dues, if any, shall be set by the Board from time-to-time. Dues may vary between classes of members and members with specified attributes. Members shall be notified in writing of any membership dues at any time payable by them and, if such dues are not paid within 30 days of such notice, the member shall no longer be in good standing and shall automatically cease to be a member of the Society as of that date. Fees and other assessments may be levied against members from time-to-time. Notice of such fees shall be available in writing to the membership, and if such fees are not paid within 30 days of such notice, the member ceases to be in good standing.
- 3.2 **Termination of Membership.** A membership in the Society is terminated when:
- (i) any specified term of membership expires;
 - (ii) a member fails to maintain any qualifications for membership specified in these bylaws;

- (iii) a member is not in good standing for more than 60 days;
- (iv) the member resigns by delivering a written resignation to the registered office of the Society, in which case such resignation shall be effective on the date specified in the resignation;
- (v) the member dies, or in the case of a member that is a corporation, the corporation is dissolved;
- (vi) in the case of an honorary or ex officio member, upon that member ceasing to hold such office or status;
- (vii) the member is expelled in accordance with Section 3.3 of these bylaws or is otherwise terminated in accordance with the these bylaws or by Special Resolution at a meeting of the members; or
- (viii) the Society is liquidated or dissolved under the Act.

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.

3.3 Discipline of Members. The Board shall have authority to discipline, suspend or expel any member from the Society on any one or more of the following grounds:

- (i) violating any provision of the constitution, these bylaws, or written policies of the Society;
- (ii) carrying out any conduct which may be detrimental to the Society, as determined by the Board in its sole discretion; or
- (iii) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Society.

In the event that the Board determines that a member should be disciplined, suspended, or expelled from membership in the Society, the Chair, or such other director or Senior Manager as may be designated by the Board, shall provide, in a written notice, twenty days notice of the proposed discipline, suspension, or expulsion to the member and shall, in the written notice, provide reasons for the proposed discipline, suspension or expulsion. The member may make written representations to the Chair, or such other director or Senior Manager as may be designated by the Board, in response to the notice received within such 20 day period. In the event that no written representations are received, the Chair or such other director or senior manager as may be designated may proceed to notify the member in writing that the member is disciplined, suspended or expelled from membership in the Society. If written representations are received in accordance with this Section, the Board will consider such representations in arriving at a final decision and shall notify the member concerning such final decision within a further 20 days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

- 3.4 **Suspension.** In the event a member is suspended from membership in the Society in accordance with Section 3.3, the member shall not be entitled to exercise any of the rights of being a member of the Society under these bylaws and the Act, including, but not limited to, the following:
- (i) the right to receive notice of any Board meetings (if also a director) and members' meetings;
 - (ii) the right to vote at Board meetings (if also a director) and members meetings.
- The member so suspended shall automatically cease to be a member one year from the date of such member's suspension unless a decision is made by the Board to restore the member to good standing or the suspension ends according to its terms.
- 3.5 **Delivery of Society Property.** In the event a member is disciplined, suspended, expelled, not in good standing, or otherwise terminated or disqualified from membership in the Society, the member shall forthwith deliver up any and all property of the Society in their possession, including but not limited to, records, keys, and access codes. The member agrees that failure to deliver up said property prior to the commencement of the sanction, suspension, or expulsion is irreparable harm to the Society and is appropriate for immediate judicial relief, including an injunction with no undertaking as to damages.
- 3.6 **Appeal.** Any decision of the Board to discipline a member is subject to review by the membership at an Annual General Meeting. The members, by ordinary resolution on majority vote, may reverse or affirm the decision of the Board, confirming expulsion, sanction, or restoration of membership rights as appropriate. If the members intend to impose further sanction or increase punishment or penalty, the members must propose such sanction by Special Resolution and provide an opportunity for the appellant to make submissions, which must be considered by the membership.

PART 4 - MEETINGS OF MEMBERS

- 4.1 **Annual Meeting.** The Annual General Meeting shall be held on such day in each calendar year and at such time and place as the Board may by resolution determine within Canada or, if all of the voting members so agree before the meeting, outside Canada.
- 4.2 **Special General Meeting.** Other meetings of the members may be convened by order of the Chair at any date and time and at any place within Canada or, if all of the voting members so agree before the meeting, outside Canada.
- 4.3 **Members Requisition of General Meeting.** Members may requisition the directors to call a meeting of the members by following the process set out in the Act.
- 4.4 **Persons entitled to be present.** The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the auditor (if any) of the Society and such other persons who are entitled or required under any provision of the Act, constitution or these bylaws of the Society to

be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

- 4.5 **Chair of the Meeting.** The Chair, or the vice-chair, should the Chair be absent, are to preside at meetings of the members. In the event that the Chair and the vice-chair of the Board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.
- 4.6 **Notice of Meeting of Members.** Notice of a meeting of members shall be given to the auditor, if any is appointed, and to each member at its registered address, in writing, by mail, courier or personal delivery during a period of 7 to 60 days before the day on which the meeting is to be held. Notice of a meeting will specify the date, time and place of the meeting, and will specify the Electronic Means that are authorized to be used for the meeting (if any).
- 4.7 **Notice of Special Resolution and Special Business.** If a Special Resolution is to be voted on at a members' meeting, the full text of the Special Resolution must be included in the notice to members. This is a requirement of the Act. Such notice must state the nature of any special business to be transacted in sufficient detail to permit a member receiving the notice to form a reasoned judgement concerning that business.
- 4.8 **Quorum.** A quorum at any meeting of the members shall be at least 3 voting members or 10% of the members entitled to vote at the meeting, whichever is greater. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting. If quorum is lost, the members present may not proceed with the business of the meeting until quorum is regained. If a quorum is not present at the opening of any meeting of the members or is lost and cannot be regained within 30 minutes, the members then present, or failing that, any two directors, may adjourn the meeting to a fixed time and place pursuant to Section 4.9.
- 4.9 **Adjournment.** Notice of the adjourned meeting of the members is not required to be given if the time and place of the adjourned meeting is announced at the original meeting and it is less than 30 days from the date of the initial scheduled meeting. Otherwise, notice is required. If at the adjourned meeting a quorum is not present, the members present shall constitute a quorum. No business shall be transacted at the adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.10 **Votes to Govern.** At any meeting of members every question shall, unless otherwise required by the constitution, these bylaws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall not have a second or casting vote.
- 4.11 **Method of Voting.** At a meeting of the members, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members.

4.12 **Announcement of Result.** The chair of a meeting of members must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

4.13 **Meetings by Electronic Means.** The Board may determine, in its discretion, to hold any meeting of members 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 must:

- (i) arrange for suitable Electronic Means;
- (ii) inform members that participation by Electronic Means will be available and how such can be utilized; and
- (iii) 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 by permitted Electronic Means are deemed to be present at the meeting.

4.14 **Proxies.** Voting by proxy is not permitted.

4.15 **Business at Annual General Meeting.** At a meeting of the members, the following business is ordinary business:

- (i) election of a chair of the meeting in accordance with these bylaws;
- (ii) adoption of rules of order;
- (iii) approval of the agenda;
- (iv) approval of the minutes from the last meeting of the members;
- (v) if the meeting is an Annual General Meeting:
 - (A) presentation and consideration of the Society's financial statements, prepared in compliance with the Act and the regulations;
 - (B) consideration of the reports, if any, of the directors or auditor;
 - (C) election or appointment of directors;
 - (D) appointment of auditor, if any;
- (vi) business arising out of a report of the directors not requiring the passing of a Special Resolution; and
- (vii) any appeal of a discipline decision of the directors put to the membership in accordance with these bylaws.

All other business is special business.

- 4.16 **Annual Report.** Within 30 days after an Annual General Meeting, the Society must file with the Registrar an annual report that includes the date on which the meeting was held, subject to any exceptions or extensions in the Act.

PART 5 - DIRECTORS

- 5.1 **General Duties.** The property and affairs of the Society shall be managed by the Board.
- 5.2 **Support of Purposes.** Every director will subscribe to and support the purposes of the Society, comply with these bylaws, and comply with any rules or codes set by the Board from time to time.
- 5.3 **Composition of Board.** The Board will be composed of not less than 3 and not more than 9 directors, with the actual number being determined by members from time to time. Directors shall be elected by the membership as set out in this Part.
- 5.4 **Election and Term.**
- (i) The initial directors of the Society shall be those individuals who are members of the Salt Spring Island Community Economic Development Commission, except for the Salt Spring Island Electoral Area Director, and such individuals as are appointed by the Capital Regional District Board. Such individuals will hold office until the next Annual General Meeting to be held on completion of the work required under Grant Agreement.
 - (ii) As of the Annual General Meeting held after completion of the work required under the Grant Agreement, the members will elect the directors at that meeting of the members and at each succeeding annual meeting at which an election of directors is required, with the intent of staggered terms, as follows:
 - (A) a majority of the directors shall be elected to hold office for a two year term, while a minority shall be elected for a one year term;
 - (B) At the following Annual General Meeting, those positions currently held by the minority of directors shall be elected for a two year term;
 - (iii) The term of any director may be renewed by Ordinary Resolution should there be no need for an election. The maximum term a director may hold is a total consecutive appointment of four years. A director may be eligible to be re-elected after a one year absence.
- 5.5 **Invalidation of Acts.** No act or proceeding of the Board is invalid by reason only of there being less than the required number of directors in office.
- 5.6 **Qualifications.** An individual must meet or exceed the following qualifications in order to be elected, appointed, or remain as a director of the Society:
- (i) Must be a Class A member in good standing or immediately eligible for Class A membership;

- (ii) Must be 18 years of age or older, unless the membership has established an officer role for a director under 18 years of age; and
- (iii) Must meet the qualifications set out in the Act.

5.7 **Disqualification.** A director who is not qualified to be a director under the Act or these bylaws ceases to hold office as of the date of their disqualification.

5.8 **Removal of Director.** A director may be removed before the expiration of his or her term of office by either of the following methods:

- (i) by Special Resolution; or
- (ii) by Board Resolution.

If a director has been removed 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. The director is entitled to be heard at or prior to the time when the Special Resolution is considered.

If a director has been removed 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 7 days' advance notice in writing of the proposed Board Resolution and to address the Board prior to the vote on the resolution.

5.9 **Ceasing to be a Director.** A person will automatically cease to be a director:

- (i) upon the date which is the later of the date of delivering his or her resignation in writing to the Chair or to the registered office of the Society and the effective date of the resignation stated therein; or
- (ii) upon the expiry of his or her term; or
- (iii) upon the date such person is no longer qualified pursuant to these bylaws; or
- (iv) upon his or her removal; or
- (v) upon his or her death.

5.10 **Executive Roles.**

The Board shall elect by majority vote from among its number, individuals to fill the following Board positions, and a director, other than the Chair, may hold more than one position:

- (i) **Chair.** This role chairs the Board and is responsible for supervising the other directors in the execution of their duties;
- (ii) **Vice-Chair.** This role is the vice-chair of the Board and is responsible for carrying out the duties of the Chair if the Chair is unable to act;
- (iii) **Secretary.** This role 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 Act;
 - (D) conducting the correspondence of the Board;
 - (E) filing the annual report of the Society and making any other filings with the Registrar under the Act;
 - (iv) **Treasurer.** This role is responsible for doing, or making the necessary arrangements for, the following:
 - (A) receiving and banking monies collected from the members or other sources;
 - (B) keeping accounting records in respect of the Society's financial transactions;
 - (C) preparing the Society's financial statements;
 - (D) making the Society's filings respecting taxes.
 - (v) **Directors-at-Large.** Such individuals shall act as chair of committees as formed from time to time as assigned by the Board, and perform such other duties as assigned by the Board from time to time.
 - (vi) **Youth Liaison.** At the discretion of the membership by ordinary resolution at each Annual General Meeting, this Board position may be created or maintained and an individual 16 years of age but no more than 21 years of age may be appointed into it by the Board. It is not required.
- 5.11 **Casual Vacancies.** If for any reason a vacancy exists on the Board, the Board may appoint a member (who otherwise meets the qualifications for director set out herein) to fill that vacancy until the next Annual General Meeting.
- 5.12 **Remuneration of Directors.** No director shall be paid any remuneration for services rendered to the Society as director but may be reimbursed for reasonable expenses in acting as a director. Reasonable expenses will normally pertain to car mileage or travel costs, meals away from home, accommodation where overnight stays are involved, stationery, telephone charges, stamps, and the like. Limitation of expenses and final approval shall be at the discretion of the Board.
- 5.13 **Directors and Contracts for Services.** A majority of the directors of the Society must not receive or be entitled to receive remuneration from the society under contracts of employment or contracts for services. A director may provide services to the Society in their professional capacity, provided any conflict of interest is cleared in accordance with these bylaws or the Act.

PART 6 - MEETINGS OF DIRECTORS

- 6.1 **Place of Meeting.** Meetings of the Board may be held at any place the Board determines.

- 6.2 **Calling of Meetings.** Meetings of the Board may be called by the chair of the Board, the vice-chair of the Board or any two directors at any time, provided that, for the first Board meeting following incorporation, such meeting may be called by any director or incorporator.
- 6.3 **Regular Meetings.** The Board may appoint a day or days in any month or months for regular meetings at a place and time to be named. A copy of any resolution of the Board 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 shall be required for any such regular meeting.
- 6.4 **Notice of Meeting.** Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in these bylaws to every director of the Society not less than seven days before the time when the meeting is to be held. Notice of a meeting shall not be 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.
- 6.5 **Quorum.** A majority of the number of directors constitutes a quorum at any meeting of the directors, and, despite any vacancy among the directors, a quorum of directors may exercise all of the powers of the directors. If a quorum is not present at the meeting of the directors, the directors then present, shall adjourn the meeting to a fixed time and place pursuant to Section 6.6.
- 6.6 **Adjournment.** Any meeting of the Board may be adjourned from time to time by the chair of the meeting, with the consent of the directors present at the meeting which is to be adjourned, to a fixed time and place. Notice of any adjourned meeting of the Board is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
- 6.7 **Chair.** The Chair (or, in the absence or inability of the Chair, the Vice-Chair) will, subject to a Board Resolution appointing another person, preside as chairperson at all meetings of the Board. If at any meeting of the Board the Chair, Vice-Chair and such alternate person appointed by a Board Resolution, if any, are not present within 15 minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Directors present may choose one of their number to preside as chairperson at that meeting. If the person presiding as chairperson of a meeting of the Board wishes to step down as chairperson for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the directors present at such meeting, he or she may preside as chairperson. 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 will have 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.

- 6.8 **Votes to Govern.** Each director is authorized to exercise one vote. At all meetings of the Board, every question shall be decided by Board Resolution. In case of an equality of votes, the chair of the meeting in addition to an original vote shall not have a second or casting vote.
- 6.9 **Meetings by Electronic Means.** The Board may determine, in its discretion, to hold any meeting or 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 must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting.
- 6.10 **Committees.** The Board may from time to time appoint any committee or other advisory body as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.
- 6.11 **Conflict of Interest.** A director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Society, or a matter for consideration by the Board:
- (i) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
 - (ii) will disclose fully and promptly the nature and extent of his or her interest in the contract, transaction or matter;
 - (iii) is not entitled to vote on the contract, transaction or matter;
 - (iv) will absent him or herself 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
 - (v) refrain from any action intended to influence the discussion or vote.

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

- 6.12 **Urgent Business.** A resolution in writing, including e-mail, which has been signed by the Directors is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such resolution may be in one or more counterparts, which together shall be deemed to constitute one resolution in writing.

Such resolution shall be effective on the date stated thereon. The resolution shall be filed with the minutes of proceedings of the Board.

PART 7 - SENIOR MANAGERS

- 7.1 **Appointment.** The Board may appoint one or more Senior Managers in the discretion of the Board and specify their duties. Senior Manager is a defined status in the Act and does not necessarily require a Senior Manager be a paid employee.
- 7.2 **Senior Manager's Work.** A Senior Manager is at all times subject to the direction and supervision of the Board. A Senior Manager shall not incur any expense or obligation without first obtaining the approval and authority of the Board.
- 7.3 **Cessation.** In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Senior Manager of the Society. Unless so removed by Board resolution, a Senior Manager shall hold office until the earlier of:
- (i) the Senior Manager's successor being appointed;
 - (ii) the Senior Manager's resignation;
 - (iii) such Senior Manager ceasing to be a director (if a necessary qualification of appointment); or
 - (iv) such Senior Manager's death.

If the office of any Senior Manager of the Society shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

PART 8 - INDEMNIFICATION

- 8.1 **Indemnify an Eligible Party.** Subject to section 8.4 and the provisions of the Act, an Eligible Party will be indemnified by the Society against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Eligible Party, by reason of his or her holding or having held authority within the Society:
- (i) is or may be joined as a party to such legal proceeding or investigative action; or
 - (ii) is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.
- 8.2 **Subsidiary.** Notwithstanding section 8.1, the Society may, in its discretion, determine whether or not to indemnify an Eligible Party to the extent he or she is liable for or in respect of expenses by reason of holding or having held a position in a

subsidiary, if any, of the Society, which position is equivalent to the position of an Eligible Party in the Society itself.

- 8.3 **Advancement of Expenses.** To the extent permitted by the Act and subject to section 8.4, all costs, charges and expenses incurred by an Eligible Party with respect to any legal proceeding or investigative action may be advanced by the Society prior to the final disposition thereof, in the discretion of the Board, and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the Eligible Party to repay such amount unless it is ultimately determined that the Eligible Party is entitled to indemnification hereunder.
- 8.4 **Indemnification prohibited.** Notwithstanding sections 8.1 and 8.2, the Society must not indemnify an Eligible Party against any costs, charges and expenses, including legal and other fees, incurred in connection with any legal proceeding or investigative action, if such Eligible Party:
- (i) has already been reimbursed for such expenses;
 - (ii) has been 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 he or she ought to have done;
 - (iii) in relation to the subject matter of the legal proceeding or investigative action, did not act honestly and in good faith with a view to the best interests of the Society or any subsidiary of the Society; or
 - (iv) in the case of a legal proceeding other than a civil proceeding, did not have reasonable grounds for believing that his or her conduct, in respect of which the legal proceeding or investigative action was brought, was lawful.
- 8.5 **Non-compliance.** The failure of an Eligible Party of the Society to comply with the provisions of the Act, or of the constitution or these bylaws, will not invalidate any indemnity to which he or she is entitled under this part.
- 8.6 **Deemed Contract.** Each Eligible Party of the Society on being elected or appointed will be deemed to have contracted with the Society upon the terms of the foregoing indemnities.
- 8.7 **Insurance.** The Society may purchase and maintain insurance for the benefit of any or all directors, Senior Managers, employees or agents against personal liability incurred by any such person as a director, Senior Manager, employee or agent.

PART 9 - NOTICES

- 9.1 **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 or member of a committee of the Board or to the auditor shall be sufficiently given, if:
- (i) delivered personally to the person to whom it is to be given or if delivered to such person's registered address

- (ii) mailed to such person at such person's registered address by prepaid ordinary or air mail; and
- (iii) 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 shall be deemed to have been given when it is delivered personally or to the registered address as aforesaid. A notice so mailed shall be 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 shall be deemed to have been given and delivered 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, 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 shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director 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.

- 9.2 **Omissions and Errors.** The accidental omission to give any notice to any member, director, Senior Manager, member of a committee of the Board 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 shall 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 10 - DOCUMENTS AND RECORDS

- 10.1 **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 designate by resolution and all instruments in writing so signed shall be binding upon the Society without any further authorization or formality. The Board shall have the power from time to time by resolution to appoint any person or persons on behalf of the Society either to sign instruments in writing generally or to sign specific instruments. Any person authorized to sign any document may affix the corporate seal (if any) to the document as authorized by this bylaw. Any signing Senior Manager may certify a copy of any instrument, resolution, bylaw or other document of the Society to be a true copy thereof.

10.2 **Access to Records.**

- (a) The documents including the financial and accounting records, of the Society 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.
- (b) A member in good standing is entitled, subject to any Board Resolution under the Act, upon providing not less than fourteen (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 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 meeting of members, 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 meeting of members;
- (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;
- (K) 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 will not be entitled or have the right 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.

10.3 Inspection by Non-Members. Other than the constitution, bylaws, and most recent financial statements, 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. A non-member must give not less than fourteen (14) days' notice of a request to inspect records, to occur at the society's registered office during normal business hours.

10.4 Use of Members and Directors Register. A person must 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 11 - FINANCIAL MATTERS

- 11.1 **Financial Year End.** The financial year end of the Society shall be determined by the Board from time to time.
- 11.2 **Investment.** The Board may, without authorization of the members, invest in any investment which it deems will benefit the Society.
- 11.3 **Borrowing.** The Board may, without authorization of the members:
- (i) borrow money on the credit of the Society;
 - (ii) issue, reissue, sell, pledge or hypothecate debt obligations of the Society;
 - (iii) give a guarantee on behalf of the Society to secure performance of an obligation of any person; and
 - (iv) 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.
- 11.4 **Signing Authority.** A contract or other agreement to be signed by the Society must be signed on behalf of the Society by two of the following individuals:
- (i) The Chair;
 - (ii) The Vice-Chair; or
 - (iii) The Treasurer,
- unless the Board has adopted a delegation policy which clearly identifies the signatories as at least one Board member and one or more Senior Managers.
- 11.5 **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 resolution. The banking business or any part of it shall be transacted by those with signing authority as set out in section 11.5 or by those persons as the Board may by resolution from time to time designate, direct or authorize.
- 11.6 **Annual Budget.** Prior to the end of each fiscal year, the Board shall establish interim operating and capital budgets for the next fiscal year.
- 11.7 **Unapproved Expenditures.** Any expenditure or series of related expenditures not approved in the current operating or capital budget that is in excess of thirty thousand dollars (\$15,000.00) must be approved by an Ordinary Resolution of a majority of voting Members present at a meeting of the members. All such expenditures must be supported by detailed plans and cost estimates.

- 11.8 **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, regulations, bylaws or other agreements, provide such items to the members by the following means:
- (i) 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
 - (ii) 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.
- 11.9 **Auditor.** The Society shall not have an auditor.
- 11.10 **Wind-up.** On the winding up or dissolution of the Society, funds or assets remaining after all debts have been paid shall be transferred to a non-profit or registered charity in British Columbia with purposes similar to those of the Society, or, if this cannot be done, to a non-profit or registered charity within Canada.