

MPA - MOTIVATION, POWER AND ACHIEVEMENT SOCIETY


CAROL PREST

BYLAWS

Part 1 - Definitions and Interpretation

1.1 Definitions

In these Bylaws, unless the context otherwise requires:

- (a) “**Application Form**” means the application form established by the Directors, as amended from time to time, to be completed by applicants for membership in the Society;
- (b) “**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;
- (c) “**Board Resolution**” means:
 - (i) 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
 - (ii) a resolution that has been consented to in writing by every Director who would have been entitled to vote on the resolution at a meeting of the Board;
- (d) “**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;
- (e) “**Chairperson**” means the person appointed or elected to the office of chairperson in accordance with these Bylaws;
- (f) “**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;
- (g) “**Directors**” means those individuals who are, or who subsequently become, directors of the Society in accordance with these Bylaws and who have not ceased to be directors;
- (h) “**Electronic Means**” means any electronic or digital system or combination of electronic or digital systems, including mail, telephonic, facsimile, electronic, radio, computer or internet-based technology or other communication facility or medium, that:
 - (i) 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
 - (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 their intentions;

- (i) “**Executive Director**” means the person who is employed by the Society to oversee and carry out, under the supervision of the Board, the management of the operations and activities of the Society;
- (j) “**Income Tax Act**” means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- (k) “**Members**” means all of the members of the Society;
- (l) “**Membership Year**” means the period of time extending from the conclusion of the annual general meeting in one year until the conclusion of the annual general meeting in the year which next follows;
- (m) “**Nominating Committee**” means the nominating committee established pursuant to Bylaw 8.2;
- (n) “**Ordinary Resolution**” means:
 - (i) a resolution passed by a simple majority of the votes cast by those 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 Members and by Electronic Means; or
 - (ii) a resolution consented to in writing, after being sent to all of the Members entitled to vote on such matters, by at least 2/3 of such Members;
- (o) “**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 facsimile number and electronic mail address;
- (p) “**Registrar**” means the Registrar of Companies of the Province of British Columbia;
- (q) “**Senior Manager**” means an individual appointed by the Directors to serve as a senior manager in accordance with the Societies Act;
- (r) “**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;
- (s) “**Society**” means MPA - Motivation, Power and Achievement Society or such other name by which the Society becomes known if it changes its name in accordance with the Societies Act and these Bylaws;
- (t) “**Special Resolution**” means:
 - (i) a resolution passed by at least 2/3 of the votes cast by those 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 Members and by Electronic Means; or

- (ii) a resolution consented to in writing by all of the Members entitled to vote on such matter; and
- (u) “**Treasurer**” means the person appointed or elected to the office of the treasurer 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; and words importing a male individual include a female individual.

Part 2 - Members

2.1 Members

The Members are those persons who are set out on the Register of Members of the Society on the date these Bylaws come into force and those persons who subsequently become Members in accordance with these Bylaws and, in either case, have not ceased to be Members.

2.2 Classes of Membership

There will be one class of Members of the Society.

2.3 Eligibility for Membership

- (a) In order to be eligible to be admitted as, and to remain, a Member, an applicant must have, or have had in the past, a mental illness (whether or not such mental illness has been medically diagnosed or treated by a medical professional) and have received services from the Society.
- (b) The following persons are not eligible for membership in the Society:
 - (i) employees of the Society or persons who are, directly or indirectly, party to a contract to provide services to the Society; and
 - (ii) former employees or persons who were, directly or indirectly, party to a contract to provide services to the Society, for a period of two years after the date on which each such individual has ceased to be an employee or contractor of the Society.
- (c) Only natural persons are eligible for membership in the Society.

2.4 Admission to Membership

An eligible person may apply in writing to the Directors for membership in the Society in accordance with these Bylaws and on acceptance by the Directors and payment of the accompanying membership dues, if

any, will be a Member. In considering an application for membership, the Directors may assume the truth and accuracy of any information contained in an Application Form or otherwise submitted by an applicant for membership. The Directors may, in their sole discretion, accept or refuse a written application for membership.

2.5 Application for Membership

Applications for membership in the Society must:

- (a) be made on a completed Application Form and submitted to the Society at the address of the Society or to an authorized representative of the Society;
- (b) include any documents or other information as the Society may require to confirm eligibility for membership;
- (c) include the full name, address, telephone number of the applicant, and if the applicant wishes to receive notices from the Society by facsimile or electronic mail, the facsimile number and electronic mail address of the applicant; and
- (d) be accompanied by any membership dues which are payable.

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 and will conduct themselves in a manner which is respectful of the purposes of the Society.

2.7 Membership Dues

No membership dues will be payable by the Members unless otherwise determined by Ordinary Resolution. If any membership dues are payable, any amount set will be deemed to be the annual membership dues in each succeeding membership year until changed by the Members by Ordinary Resolution, provided that the Board may, in its discretion, discount, pro-rate or waive the payment of dues required of any given Member from time to time.

2.8 Annual Membership Confirmation

Each Member must confirm his or her continued membership in the Society for the following Membership Year, and pay the required membership dues, if any, during or prior to the annual general meeting following which the relevant Membership Year commences.

2.9 Transferability of Membership

Membership in the Society is not transferable.

2.10 Cessation of Membership

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

- (a) the Member ceases to be eligible, pursuant to these Bylaws, for membership in the Society, as may be determined by the Directors in their discretion;
- (b) 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;

- (c) the Member dies;
- (d) the Member is expelled in accordance with the Bylaws or otherwise as permitted under the Societies Act; or
- (e) unless otherwise waived by the Board in its discretion, the Member has been not in good standing for 18 consecutive months.

2.11 Expulsion or Suspension of Members

- (a) A Member may be expelled or suspended by Special Resolution.
- (b) The Society must send to the Member written notice of the proposed expulsion or suspension and such notice must be accompanied by a brief statement of the reason or reasons for the proposed expulsion or suspension.
- (c) The Member who is the subject of the proposed expulsion or suspension must be given an opportunity to make representations to the Society respecting the proposed expulsion or suspension.

2.12 Members Not in Good Standing

All Members are in good standing except:

- (a) a Member who has failed to pay the current annual membership fee or any other subscription or debt due and owing by the Member to the Society and such Member is not in good standing for so long as the debt remains unpaid;
- (b) a Member who has not confirmed his or her continued membership in the Society within the time period specified in Bylaw 2.8 and such Member is not in good standing until he or she has so confirmed their membership;
- (c) a Member who has failed to comply with these Bylaws and such member is not in good standing for so long as such non-compliance continues; and
- (d) a Member who has been suspended pursuant to Bylaw 2.11 and such Member is not in good standing for so long as the suspension remains in effect.

2.13 Rights of Members Not in Good Standing

A Member that is not in good standing has the right to receive notice of and to attend all meetings of Members but is suspended from all other rights and privileges, including the right to vote at such meetings and to be appointed or elected as a Director, for so long as such Member remains not in good standing.

2.14 Rights of Members on Cessation of Membership

All rights 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.

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

The Directors may, by Board Resolution, convene an extraordinary general meeting.

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 of a general meeting must be sent to every Member at least 14 days and not more than 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, notice of a general meeting may be sent:

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

3.10 Members Proposals

The Members may, in accordance with the Societies Act, send to the Society a notice of a matter that the Members propose to have considered at an annual general meeting, provided that such proposal:

- (a) is signed by no fewer than the number of Members that is the greater of (i) 5% of the Members of the Society; and (ii) two Members, and
- (b) otherwise complies with the Societies Act.

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 individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair of the meeting;
- (b) the Chairperson, if the Board has not appointed an individual to preside as the chair of the meeting or the individual appointed by the Board is unable to preside as the chair of the meeting;
- (c) one of the other Directors present at the meeting, if the Chairperson is unable to preside as the chair of the meeting; or
- (d) if there is no individual 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 an individual present at the meeting to preside as the chair of the meeting.

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 10 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 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 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 ten 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 Proposing a Resolution

- (a) No resolution proposed at a meeting need be seconded.

- (b) The chair of a meeting may only move or propose a resolution if he or she is a Member in good standing.

4.11 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.

4.12 Entitlement to Vote

- (a) Each Member in good standing is entitled to one vote on matters for determination by the Members.
- (b) Directors who are not Members in good standing may attend and speak, but are not entitled to vote, at any meeting of Members.
- (c) In case of an equality of votes, the individual presiding as chair of a meeting will not have a casting or second vote in addition to the vote to which such individual may be entitled as a Member and the proposed resolution will not pass.

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, whether cast at a meeting or by absentee ballot in accordance with these Bylaws; or
- (c) 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 Voting by Absentee Ballot

- (a) Members may vote by absentee ballot, in accordance with these Bylaws, in advance of a general meeting on resolutions to be considered at that meeting which are identified in advance of the meeting.
- (b) Subject to Bylaw 4.14(d), the Directors may, in their discretion, determine the procedures for the casting, collecting and counting of votes cast by absentee ballot provided that they implement appropriate controls to ensure the safety and security of the votes cast by absentee ballot.
- (c) A Member may vote by absentee ballot by attending at a site at which absentee voting is made available by the Directors in advance of the meeting and submitting a properly completed ballot to the representatives of the Society at that site.
- (d) Each absentee ballot must:

- (i) include the text of the resolutions that are the subject of the vote and any other supporting documentation;
 - (ii) state the date and location of the general meeting in respect of which the vote is being cast;
 - (iii) provide an opportunity for a Member to vote for or against the resolution, or to abstain from voting thereon; and
 - (iv) instruct the Member on how Members may cast their vote.
- (e) Upon the Society's receipt of a completed absentee ballot, a Member may not revoke the vote cast in such ballot nor vote at the meeting in respect of the resolutions identified on the absentee ballot.

4.15 Voting by Electronic Means 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.

4.16 Proxy Voting

Voting by proxy is not permitted.

4.17 Attendance at Members' Meetings

The Directors may, in their discretion, allow individuals who are not Members to attend any general meeting, provided that such individuals may only speak at such meeting at the discretion of the chair of the meeting.

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 general meeting, but subject, nevertheless, to:

- (a) all laws affecting the Society, including without limitation, the Societies Act;
- (b) these Bylaws and the Constitution; and
- (c) rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in general meeting.

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 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 five and no more than 12 Directors, as may be determined from time to time by Ordinary Resolution, each of whom is elected or appointed in accordance with these Bylaws.

5.5 Director Qualifications

- (a) In order to be eligible to be elected and to serve as a Director, an individual must comply with requirements in Societies Act and, without limiting the foregoing, must:
 - (i) be at least 18 years of age;
 - (ii) not have been found by any court to be incapable of managing his or her affairs;
 - (iii) not be an undischarged bankrupt;
 - (iv) 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; and
 - (v) not be an employee or a party, either directly or indirectly, to a contract to provide services to the Society, either currently or within a two year period immediately preceding the date on which such individual commenced serving as a Director.
- (b) A Director is not required to be a Member, but a Member may be a Director provided that such Member is in good standing.

- (c) 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 an individual as a Director is valid unless:

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

5.7 Election of Directors

Subject to Bylaw 5.13, Directors will be elected by the Members, at a general meeting at which the election or appointment of Directors is required, from among the nominations presented at such meeting by the Nominating Committee, and will take office commencing at the close of such meeting.

5.8 Election by Ballot

An election of Directors may be by acclamation, provided that if there are more candidates for election as Directors than there are positions for Director that will become vacant at the close of the next annual general meeting, the election of Directors will be by secret ballot with the name of each candidate appearing individually on the ballot. Candidates will be deemed to be elected in order of the candidates receiving the most votes. In the event of an election by ballot, no Member will vote for more Directors than the number of vacant positions for Director. Any ballot on which more names are voted for than there are vacant positions will be deemed to be void. Votes may be cast using the methods of voting determined by the Directors, in their discretion, pursuant to Bylaw 4.13.

5.9 Director Terms

- (a) Elections for Directors will normally occur at the annual general meeting.
- (b) Each Director will be elected for a two year term and will retire from office at the close of the second annual general meeting following his or her election, provided that if no successor is elected at such meeting and the retirement of a Director would cause the number of Directors to fall below three, such Director, if he or she consents, will continue to hold office (and the term of such individual as Director is deemed to have been extended) until such time as a successor Director is elected.
- (c) For the purposes of calculating the duration of a Director's term of office, such term will be deemed to have commenced at the close of the annual general meeting at which the Director was elected, provided that if the Director was elected at an extraordinary general meeting or by consent resolution of the Members, his or her term of office will be deemed to have commenced at the close of the annual general meeting immediately following his or her election.

5.10 Term Limits

No person shall be eligible for election as a Director for more than five (5) terms. A person who has served as a Director for five (5) terms (regardless of whether they have been served consecutively) will not be eligible for election as a Director for any additional terms.

5.11 Removal of Director

- (a) A Director may be removed before the expiration of his or her term of office by either of the following methods:
 - (i) Special Resolution; or
 - (ii) subject to paragraph (b), by a resolution of the Directors that is passed by at least 3/4 of the votes cast by those Directors who are entitled to vote on such matter or that has been consented to in writing by every Director entitled to vote on such matter.
- (b) A Director may not be proposed for removal by resolution of the Directors unless:
 - (i) he or she has violated the Code of Conduct of the Society, applicable to the Directors, as determined by Board Resolution; and
 - (ii) at least 7 days' written notice of the resolution has been provided to the Director who is proposed for removal and, prior to the vote on the resolution, he or she has been given a reasonable opportunity to make representations to the Board respecting the proposed removal.
- (c) A Director who is proposed for removal by resolution of the Directors has a conflict of interest and may not vote on the proposed resolution.

5.12 Ceasing to be a Director

An individual 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 individual 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) his or her death;
- (d) the expiry of his or her term of office as a Director, unless re-elected;
- (e) failure to attend three consecutive meetings of the Board without prior notice to and approval by the Board; or
- (f) his or her removal from office as a Director.

5.13 Filling Vacancy on Board

- (a) Subject to paragraph (b), the Directors may at any time and from time to time, by Board Resolution, appoint an individual as a Director to fill a vacancy that arises on the Board as a result of the resignation, removal, death or incapacity of a Director during the Director's term of office or from the failure of the Members to elect the maximum number of Directors permitted by these Bylaws.

- (b) Following the removal of a Director pursuant to Bylaw 5.11, the Members may elect a successor to hold office until the conclusion of the next following annual general meeting of the Society.

5.14 Term of Appointment of Director Filling Casual Vacancy

An individual appointed pursuant to Bylaw 5.13 to fill a vacancy on the Board will cease to be a Director at the conclusion of the next following annual general meeting of the Society but is eligible for re-election at that meeting provided that he or she is nominated by the Nominating Committee in accordance with Bylaw 8.2. The period of time during which such individual filled a vacancy on the Board will not count towards any applicable term limits set out in these Bylaws.

5.15 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, will act with a view to the purposes of the Society.

5.16 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.

5.17 Reimbursement of Director Expenses

The Society may reimburse a Director for reasonable expenses necessarily incurred by him or her in performing his or her duties as a Director.

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, provided that the Directors shall meet on a regular basis, quarterly or more frequently as determined by the Directors.

6.2 Calling Directors' Meetings

A Directors' meeting may be called by the Chairperson or by Board Resolution any two Directors and the Executive Director will call a Directors' meeting at the request of the Chairperson or as directed by Board Resolution.

6.3 Notice of Directors' Meetings

At least two 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 Executive Director; 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.

If a meeting of the Board will permit participation 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

The Directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum will be a majority of the Directors then in office.

A Director who has, or may have, an interest in a proposed contract or transaction with the Society will be counted for the purposes of determining quorum at a meeting of the Board at which the proposed contract or transaction is considered but pursuant to Bylaw 7.2 is not entitled to vote on the proposed contract or transaction.

6.6 Chair of Directors' Meetings

Subject to a Board Resolution appointing another individual to chair a meeting, the Chairperson will chair all meetings of Directors.

If the Chairperson or such other individual appointed by Board Resolution is not present within 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.

6.7 Board Resolutions

Unless otherwise required under these Bylaws or under the Societies Act, any question arising at a meeting of the Directors or at a meeting of a committee of Directors 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 individual presiding as chair of a meeting will have a second or casting vote in addition to the vote which such individual is entitled as a Director.

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,

provided that where a vote is to be conducted in accordance with paragraph (a)(i), if directed by the chair of the meeting 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 Director voted.

- (b) No resolution proposed at a meeting of Directors or committee of Directors need be seconded and the chair of a meeting may move or propose a resolution.

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 individuals 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 Declaration of Conflict

A Director who has a direct or indirect material interest in:

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

must disclose fully and promptly the nature and extent of such interest to each of the other Directors and must otherwise comply with the Societies Act and any policies adopted by the Board from time to time.

7.2 Voting on Proposed Contract or Transaction

A Director who has declared his or her conflict of interest pursuant to Bylaw 7.1 will abstain from voting on the Board Resolution (whether considered at a meeting of Directors or a consent resolution of the Directors) in respect of the contract, transaction or other matter contemplated in Bylaw 7.1 and will refrain from any action intended to influence the discussion or vote.

7.3 Participation in Discussions

A Director who has declared his or her conflict of interest pursuant to Bylaw 7.1 will leave the Directors' meeting, if any:

- (a) at which the contract, transaction or other matter is discussed, unless asked by a majority of other Directors present to remain at the meeting to provide information; and
- (b) when the other Directors vote on the contract, transaction or matter contemplated in Bylaw 7.1,

and in all cases will refrain from any action intended to influence the discussion or vote.

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 appointed 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 appointed, a special committee will automatically be dissolved.

8.2 Nominating Committee

The Directors will annually appoint a Nominating Committee, consisting of at least two Directors and one Member, to serve until the conclusion of the next occurring annual general meeting. The Nominating Committee shall comply with the applicable terms of reference established by the Directors, as may be amended from time to time.

At each annual general meeting of the Society, the Nominating Committee shall present nominations for the election of Directors, provided that the nominations have first been presented to and approved by the Board and the nominees have all indicated, by way of written or verbal consent, their willingness to stand for election as Director.

8.3 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.

8.4 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.

8.5 Committee Meetings

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

8.6 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 manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society. The Executive Director is a Senior Manager.

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 18 years of age;
- (b) not have been found by any court to be incapable of managing his or her 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, in each case in the time periods and circumstances prescribed by the Societies Act.

9.3 Senior Manager Conflicts of Interest

The provisions in Part 7 of these Bylaws apply to Senior Managers, *mutatis mutandis*.

9.4 Election and Appointment of Officers

At the first regularly scheduled meeting of Directors of each Membership Year, the Board will elect or appoint the officers of the Society, including but not limited to the Chairperson and a Treasurer, each of whom must be a Director, and any other officers the Board deems necessary. Each such officer will be deemed to be appointed as a Senior Manager to the extent that, by virtue of his or her appointment to such officer position, such individual has been appointed 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.

9.5 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.

9.6 Removal of Officers

- (a) The Board may at any time remove a Director as an officer by resolution of the Directors approved by at least 75% of the votes cast on the resolution.
- (b) If any individual ceases to act as a Director at any time, he or she 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 Chairperson and Treasurer will have at least the powers, functions and duties set out in this Part 9.

9.8 Role of Chairperson

The Chairperson shall preside at all meetings of the Society and of the Directors and shall supervise the other officers in the execution of their duties. The Chairperson will sign all instruments requiring the Chairperson's signature and perform all duties incident to the office.

9.9 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) reporting quarterly to the Directors, or otherwise as the Directors may from time to time require, as to funds received and disbursed by the Society;
- (c) 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;
- (d) preparing the Society's financial statements and rendering the same to the Directors, Members and others when required; and
- (e) making the Society's filings respecting taxes.

9.10 Appointment of Executive Director

The Board shall select and engage a competent Executive Director who shall be its direct representative in the management of the Society's facilities and operations. The Executive Director shall manage and administer, or supervise the management and administration of, the operations of the Society, subject to the provisions of the employment agreement between the Executive Director and the Society and the duty of the Executive Director to report to the Board. The Directors shall be responsible for defining the duties and powers of the Executive Director and for the evaluation of the performance of the Executive Director.

9.11 Duties of Executive Director

Without limiting the duties of the Executive Director pursuant to these Bylaws and the terms of the Executive Director's employment agreement with the Society, the Executive Director shall be responsible for:

- (a) conducting the correspondence of the Society;
- (b) issuing notices of meetings of the Society to the Members and Directors;
- (c) issuing notices of meetings of the Directors to the Directors;
- (d) keeping minutes of all meetings of the Society, the Directors and any committee of the Directors;
- (e) custody of all records and documents of the Society other than those in the custody of the Treasurer or any other officer of the Society or in the custody of the auditor, accountants, lawyers or other professional advisors of the Society;
- (f) custody of the common seal of the Society, unless custody of the common seal has been granted to a lawyer or other professional advisor of the Society; and
- (g) maintaining the register of Members.

9.12 Attendance of Executive Director at Meetings

The Executive Director may attend, but not vote at, all meetings of the Society, the Board and any committee of Directors.

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 Bank Account

The Directors shall ensure that:

- (a) the Society has at least one account with a chartered bank, credit union or trust company for the deposit of funds;
- (b) appropriate internal controls are imposed on such accounts; and
- (c) all funds received on behalf of the Society are deposited into such accounts.

10.5 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.

10.6 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 he or she exercises 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.

10.7 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.

Part 11 - Seal and Execution of Documents

11.1 Seal

The Society may have a corporate seal in the form approved from time to time by the Board.

11.2 Affixing of Seal

A corporate seal is not required for the purpose of executing documents and may be affixed only when authorized by Board Resolution and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of any two Directors.

11.3 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 12 - Inspection of Records

12.1 Inspection of Records

- (a) The records of the Society will be open to the inspection of any Directors in accordance with the Societies Act.
- (b) The Members will have the right to inspect those records that are required, under the Societies Act, to be made available to the Members for inspection.
- (c) Except as expressly provided by law and subject to Bylaw 12.1(b), a Member will not be entitled nor have the right to examine or inspect any record of the Society (including those required to be kept by the Society in accordance with section 20(2) of the Societies Act), provided that, subject to such policies as the Board may establish from time to time, a Member in good standing may request, by written request delivered to the Society, to examine any other record of the Society and the Society may allow such Member to examine the record, either in whole or in part, and subject to such redaction as the Board deems appropriate, all in the Board's sole discretion.

Part 13 - Auditor

13.1 Requirement for Audit

The Society is not required to have an auditor but if it resolves to appoint an auditor, the Society must comply with these Bylaws and the Societies Act.

13.2 Appointment of Auditor

- (a) If the Society wishes to appoint an auditor prior to its first annual general meeting, that auditor will be appointed by the Board.
- (b) 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.

13.3 Filling Vacancies in Auditor

Except as provided in Bylaw 13.4, 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.

13.4 Removal of Auditor

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

13.5 Notice of Appointment

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

13.6 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.

13.7 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.

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 14 - Rules of Order

14.1 Robert's Rules of Order

Subject to the Societies Act and these Bylaws, meetings of the members and the Directors shall be conducted according to Robert's Rules of Order; in the event of a conflict between such rules and the Societies Act or these Bylaws, the Societies Act and Bylaws, as the case may be, shall govern.

Part 15 - Distribution of Records

15.1 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 3.8 and 15.1(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, electronic mail or facsimile, as applicable, to that person at his or her Registered Address.

15.2 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, facsimile, or electronic mail will be deemed to have been given on the day it was so delivered or sent.

15.3 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.

15.4 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 individual in his or her capacity as a Member; and
 - (iii) the auditor, if applicable.
- (b) No other person is entitled to receive a notice of general meeting.

Part 16 - Indemnification of Directors and Senior Managers

16.1 Indemnification Agreements

The Society will enter into an indemnification agreement, in the form approved by the Board from time to time, with each Director, and will indemnify each Director for any penalties for which he or she is liable in respect of any eligible proceedings and pay the expenses incurred by the Director in respect thereto, in each case pursuant to the terms and conditions of such indemnification agreement.

Part 17 - Bylaws

17.1 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, him or her, without charge, a copy of the current Constitution and Bylaws of the Society.

17.2 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.

Part 18 - Transition (Provisions Formerly Contained in Constitution)

18.1 No Remuneration for Directors

No Director shall be remunerated for being or acting as a Director but a Director may be reimbursed for all expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the Society. This provision was previously unalterable.

18.2 Distribution on Dissolution

Upon the winding up or dissolution of the Society any funds of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such recognised Canadian Charitable Organization in British Columbia promoting aims similar to that of the Society as may be decided by Members of the Society at the time of winding up or dissolution. This provision was previously unalterable.

18.3 Employee not entitled to become Director

No employee of the Society shall be entitled to become or remain a Director or officer of the Society during the period of his/her employment with the Society. This provision was previously unalterable.

18.4 Director's Primary Responsibility

In addition to their responsibilities under these Bylaws and the Societies Act, the Director's primary responsibility shall be program and policy development and the acquisition of funds for the purposes of the Society. The Directors shall stand as an independent active governing body of the Society and shall be responsible for the effectiveness of services provided and shall be financially accountable for funds received from all sources. This provision was previously unalterable.

18.5 Non-Distribution of gain, profit or dividend to Member

The Society shall not distribute any gain, profit or dividend to any Member of the Society. This provision was previously unalterable.

18.6 No Purpose of Gain for Members

The Society shall be carried on without purpose of gain for its Members, and any profits or other accretions to the Society shall be used for promoting its purposes. This provision was previously unalterable.

18.7 Works of a Charitable Nature

The Society shall carry on works exclusively of a charitable nature. This provision was previously unalterable.