

## YOUNG WOMEN'S CHRISTIAN ASSOCIATION

### CONSTITUTION

1. The name of the Association is the Young Women's Christian Association.
2. The purposes of the Young Women's Christian Association are:
  - (a) to provide, fund, facilitate and promote physical, health, community and social service programs and facilities which are beneficial to community as a whole in a way the law regards as charitable; and
  - (b) to provide opportunities that will assist each individual to reach her full stature as an adult; and
  - (c) to provide opportunities through which each individual can take part in the life of the Association and the community; and
  - (d) to work as an organization for social justice; and
  - (e) to receive bequests, trusts, funds and property, and to hold, invest, administer and distribute funds and property for the purposes of the Association as presently set out and for such other organizations as are "qualified donees" under the provisions of the *Income Tax Act* and for such other purposes and activities which are authorized for registered charities under the provisions of the *Income Tax Act*; and
  - (f) to do all such other things as are incidental and ancillary to the attainment of the purposes and the exercise of the powers of the Association.

# YOUNG WOMEN'S CHRISTIAN ASSOCIATION

## BYLAWS

### PART I – INTERPRETATION

1. In these Bylaws, unless the context otherwise requires:
  - (a) **“Appointed Director”** means a Director appointed in accordance with these Bylaws;
  - (b) **“Association”** means the Young Women’s Christian Association;
  - (c) **“Board”** means the Directors acting as authorized by the Constitution and Bylaws of the Association in managing or supervising the management of the affairs of the Association and exercising the powers of the Association;
  - (d) **“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 not less than 2/3 of those Directors who would have been entitled to vote on the resolution at a meeting of the Board;
  - (e) **“Bylaws”** means the Bylaws of the Association as filed with the Registrar and as may be altered from time to time in accordance with the Societies Act;
  - (f) **“Constitution”** means the Constitution of the Association 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 Association in accordance with these Bylaws and who have not ceased to be Directors;
  - (h) **“Elected Director”** means a Director of the Association elected in accordance with these Bylaws;
  - (i) **“Electronic Means”** means any electronic or digital system or combination of electronic or digital systems, including electronic mail, telephonic, facsimile, 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;
  - (j) **“Members”** means those Members whose names were recorded in the register of Members on the date that these Bylaws became effective and those persons who

subsequently have become Members in accordance with these Bylaws, and, in either case, have not ceased to be Members;

- (k) **“Membership Year”** means a twelve month period beginning on the date of the contribution of the appropriate membership dues;
- (l) **“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 proxy 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;
- (m) **“Registered Address”** of a Member or Director means the address of that Member or Director, as applicable, recorded in the register of Members or register of Directors, as the case may be, including, if provided by the Member or Director for that purpose, that Member’s or Director’s electronic mail address;
- (n) **“Registrar”** means the Registrar of Companies of the Province of British Columbia;
- (o) **“Replacement Director”** means a Director of the Association appointed or elected in accordance with these Bylaws as a Replacement Director;
- (p) **“Senior Manager”** means an individual appointed by the Directors to serve as a senior manager in accordance with the Societies Act;
- (q) **“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; and
- (r) **“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 proxy 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.

2. Except where they conflict with the definition contained in these Bylaws, the definitions in the Societies Act on the date these Bylaws become effective apply to these Bylaws.

## **PART II – MEMBERSHIP**

3. There will be one class of Members of the Association.

4. Any woman of the age of 18 years or older may apply in writing to the Association for membership in the Association and upon acceptance by the Board and contribution of the appropriate membership dues,

if any, shall be admitted as a Member.

5. The amount of the membership dues shall be determined by Board Resolution. In the absence of any determination of membership dues it shall be deemed that the annual membership dues shall be \$10.00. Once the amount of any annual membership dues has been determined by the Board, that amount shall be deemed to be the annual membership dues in each succeeding Membership Year until such amount is changed. The Board may, in its discretion, discount, pro-rate or waive the payment of dues required of any given Member from time to time.

6. A person shall immediately cease to be a Member upon:

- (a) delivering their resignation in writing to the Secretary of the Association or upon delivering it to the address of the Association; or
- (b) the death of the Member; or
- (c) being expelled; or
- (d) ceasing to be in good standing for a period of twelve consecutive months.

7. A Member may be expelled by an Ordinary Resolution. The Association must send to the Member written notice of the proposed expulsion and such notice must be accompanied by a brief statement of the reason or reasons for the proposed expulsion. The Member who is the subject of the proposed expulsion must be given an opportunity to make representations to the Association respecting the proposed expulsion. Prior to expulsion, any Member named in such an Ordinary Resolution shall have the right, with at least two weeks' notice, to appear before the Board at least three weeks prior to the Ordinary Resolution being presented to the Members and to be heard by the Board. No such resolution can be voted on until the named Member has appeared, or been given the opportunity to appear, before the Board or waived such privilege in writing.

8. The membership of a person in the Association is not transferable.

9. A Member shall commence to be a Member in good standing 30 days after the admission as a Member in accordance with these Bylaws. A Member shall cease to be in good standing if the Association has not received such Member's contribution of current membership dues by the due date. Annual membership dues are due on the day before the beginning of the Member's current Membership Year. Any Member who is not in good standing on the date notice of a general meeting is given shall not be in good standing at that meeting.

### **PART III – MEETING OF MEMBERS**

10. The general meetings of the Association shall be held at such time and place, in accordance with Societies Act, as the Board shall decide.

11. Every general meeting other than an annual general meeting is an extraordinary general meeting.

12. The Board may, whenever it thinks fit, convene an extraordinary general meeting.

13. 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, provided that for so long as the Association has more than 250 Members, notice of a general meeting may be sent:

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

21 days immediately before the meeting.

14. Notice of a general meeting must specify the date, time and location of the general meeting and include the text of any Special Resolution to be submitted to the meeting. 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.

15. 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.

16. The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any of the Members entitled to receive notice does not invalidate proceedings at the meeting.

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

#### **PART IV - PROCEEDINGS AT GENERAL MEETINGS**

18. All proceedings at a general meeting shall be governed by Robert's Rules of Order, revised, except if there is any conflict between any section of these Bylaws and Robert's Rules of Order, these Bylaws shall prevail. All business at an extraordinary general meeting shall be "special business" and all business that is transacted at an annual general meeting shall be "special business" except:

- (a) consideration of the financial statement;
- (b) the report of the Directors, if any;
- (c) the report of the auditor, if any;
- (d) the election of Directors;
- (e) the appointment of the auditor;
- (f) such other business that, under these Bylaws or any governing statutes, ought to be transacted at an annual general meeting, or business as brought under consideration by the report of the Directors issued with the notice of the meeting.

19. No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when the quorum is not present.

20. If any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present, or until the meeting is adjourned or terminated.

21. A quorum is 3 Members then in good standing.

22. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present constitute a quorum.

23. The Chair of the Association, then the Vice-Chair if the Chair is unable or unwilling, or the Secretary if the Vice-Chair is unable or unwilling, or in the absence of all three, one of the other Directors present shall preside as chair of a general meeting; but if at any general meeting the Chair, Vice-Chair or Secretary

is not present within 15 minutes after the time appointed for holding, or makes a request not to chair that general meeting, and there is no other Director present willing to act as chair, the Members present may choose one of their number to be chair of that general meeting.

24. If the person presiding as chair of a general meeting wants to step down as chair for all or part of that general meeting, the chair may designate an alternate person to chair such general meeting, or portion thereof, upon receiving the consent of the Vice-Chair or the majority of Members present at such general meeting.

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

26. It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for 10 days or more, in which case notice of the adjourned meeting shall be given as in the case of the original meeting.

27. 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.

28. All resolutions proposed at a general meeting must be seconded.

29. Any issue at a general meeting which is not required by these Bylaws or the Societies Act to be decided by a Special Resolution shall be decided by an Ordinary Resolution.

30. Each Member in good standing is entitled to one vote.

31. The chair of the meeting may vote, in their capacity as a Member, but if the chair of the meeting does so and the result is a tie, the chair of the meeting shall not be permitted to vote again to break the tie, and the resolution being voted on shall be deemed to have failed.

32. 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 Association 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.

33. 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; 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 Directors 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.

34. Voting by proxy is permitted in accordance with these Bylaws and the Societies Act.

35. Subject to these Bylaws and the Societies Act, every Member entitled to vote at a general meeting may, by written proxy, appoint a proxy holder to attend and act at the meeting in the manner, to the extent and with the powers conferred by the proxy.

36. A person may only be appointed as a proxy holder if such person is a Member in good standing, provided that, other than the Chair, Vice-Chair or Secretary each of whom may represent, as a proxy holder, more than one Member at a general meeting, a Member may not represent, as a proxy holder, more than one Member at a general meeting.

37. A proxy for a general meeting is only valid for the specific meeting in respect of which it was issued and must be:

- (a) in writing;
- (b) signed by the Member who is appointing the proxy holder;
- (c) otherwise in the form approved by the Directors from time to time; and
- (d) received, either:
  - (i) at the registered office of the Association, by a Director or Senior Manager designated in the notice of meeting or at any other place specified in the notice of meeting for the receipt of proxy, at least the number of business days specified in the notice of meeting, or if no number of days is specified, two business days before the day set for the holding of the general meeting; or
  - (ii) unless the notice of meeting provides otherwise, at the general meeting, by the chair of the meeting or by a person designated by the chair of the meeting.

38. Every proxy may be revoked at any time by an instrument in writing that is:

- (a) signed by the Member who originally granted the proxy; and
- (b) received, either:
  - (i) at the registered office of the Association or by the Secretary or the Chair, at any time up to and including the last business day before the day set for the holding of the general meeting at which the proxy is to be used; or
  - (ii) provided at the general meeting, to the chair of the meeting.

39. The chair of any general meeting may determine whether or not a proxy deposited for use at the meeting, which may not strictly comply with the requirements of these Bylaws as to form, execution, accompanying documentation, time of filing or otherwise, shall be valid for use at the meeting and any such determination made in good faith shall be final, conclusive and binding upon the meeting.

## **PART V – DIRECTORS**

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

- (a) these Bylaws; and
- (b) rules, not being inconsistent with these Bylaws, which are made from time to time by the Association in general meeting.

41. No rule, made by the Association in general meeting, invalidates a prior act of the Board that would have been valid if that rule had not been made.

42. The property and the affairs of the Association shall be managed by the Board.

43. The number of Directors shall be determined annually by the Directors and shall be not less than 8 or more than 12, of whom no more than 3, including the Past Chair, shall be Appointed Directors.

44. Elected Directors shall be elected by the Members at a general meeting and shall hold office beginning at the end of the general meeting at which such Director was elected.

45. Elections for Elected Directors shall be held at the annual general meeting and the term of office of Elected Directors shall normally be two (2) years. However the Board may, by Board Resolution, determine that some or all vacant Elected Directors' positions may have a term of a period less than two years, the length of such term is determined by the Board in its discretion. For purposes of calculating the duration of an Elected Directors' term of office, the term shall be deemed to begin at the end of the annual general meeting in which such Director was elected. If the Director was elected at an extraordinary general meeting, for purposes of calculating the term of office, such term shall be deemed to have begun at the end of the annual general meeting next following such extraordinary general meeting.

46. Elected Directors shall be elected from among the Members nominated by the Nominating Committee, and no nominations for Directors will be accepted from the floor of the meeting. Prior to presenting its nominations to the general meeting, the Nominating Committee will solicit nominations for Directors from Members. Elected Directors may be elected to three (3) consecutive terms but then must cease to be an Elected Director for at least one (1) year before being eligible for re-election.

47. In elections where there are more candidates nominated by the Nominating Committee for Elected Directors than there are vacant Directors' positions, election shall be by secret ballot with each duly nominated candidate's name appearing individually on the ballot. Candidates shall be deemed to be elected in order of those candidates receiving the most votes.

48. Each Member shall not vote for more Elected Directors than the number of vacant Elected Directors' positions. If more names than vacant Elected Directors' positions are selected on any one ballot, that ballot shall be deemed void.

49. The person currently holding the office of immediate Past-Chair shall be an Appointed Director immediately upon taking such office and shall remain an Appointed Director so long as such person holds such office.

50. In addition to the position of Past-Chair, the Board may, by a Board Resolution, appoint two Members to the office of Appointed Director and determine the term of such appointment.

51. In order to be eligible to be elected or appointed and to serve as a Director, an individual must comply with requirements in 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 their affairs;
- (c) not be an undischarged bankrupt;
- (d) not have been convicted of an offence in connection with the promotion, formation or



management of a corporation or unincorporated entity, or of an offence involving fraud, in each case in the time periods and circumstances prescribed by the Societies Act;

- (e) be a Member in good standing; and
- (f) not be currently or have been within the immediately preceding two years, paid staff of the Association, or any program or facility operated by it, whether directly or indirectly.

52. No election or appointment 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.

53. Elected Directors shall retire from office at the end of the annual general meeting in the year in which their term expires when their successors shall be elected; but if no successor is elected the person previously elected continues to hold office.

54. Each Director shall unreservedly subscribe to and support the purposes of the Association and when exercising the powers and performing the functions of a Director, will act with a view to the purposes of the Association.

55. Notwithstanding the foregoing Bylaws, if an Elected Director resigns their office or otherwise ceases to hold office, the Board may by a Board Resolution appoint a Member as a Replacement Director to take the place of the former Elected Director for the duration of the former Elected Director's term of office. For greater certainty, such period will not count towards any applicable term limits for Elected Directors as set out in these Bylaws.

56. No act or proceeding of the Board is invalid only by reason of there being less than the prescribed number of Directors in office.

57. A Director may be removed before the expiration of such Director's term of office by either of the following methods:

- (a) Special Resolution, in which case the Members may elect a successor Replacement Director by Ordinary Resolution to complete the term of office; or
- (b) subject to Bylaws 58 and 59, 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, in which case the Directors may appoint a successor Replacement Director to complete the term of office.

58. A Director may not be proposed for removal by resolution of the Directors unless:

- (a) the Director has violated the Code of Conduct of the Association, applicable to the Directors, as determined by Board Resolution; and
- (b) 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, such Director has been given a reasonable opportunity to make representations to the Board respecting the proposed removal.

59. 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.

60. A person shall immediately 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) delivering a resignation in writing to the Secretary of the Association or upon delivering it to the address of the Association; or
- (c) becoming bankrupt or suspending payment with the Director's creditors; or
- (d) being removed by a Special Resolution;
- (e) by the Directors pursuant to Bylaw 57; or
- (f) the Director's death; or
- (g) failing to attend or participate in three consecutive meetings of the Board of which the Director had notice, unless the Board passes a Board Resolution, evidenced in writing, specifically waiving this condition with respect to a named Director; or
- (h) failing to attend or participate in seventy percent of the meetings of the Board in any Board year (the period from one annual general meeting to the next), unless the Board passes a Board Resolution, evidenced in writing, specifically waiving this condition in respect to a named Director.

61. 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 her while engaged in the affairs of the Association. This provision was previously unalterable.

61A. Without limiting Bylaw 61, Directors may not be remunerated in any capacity, other than as set out in Bylaw 61. Directors who are appointed as Senior Managers will not be remunerated in that capacity. The Association will not alter or delete this bylaw where such alteration will conflict with any operating agreement then in effect between the Association and a government funding agency.

62. The Board shall have the power to make expenditures for the purposes of furthering the purposes of the Association. The Board shall have the power to enter into trust arrangements or contracts on behalf of the Association for the purpose of discharging obligations or conditions imposed by a person donating, bequeathing, advancing or lending money to the Association or assumed by the Association expecting such donations, bequests, advances or loans, or in accordance with such terms and conditions that the Board may prescribe.

63. The Board shall take such steps, as it deems necessary to enable the Association to receive donations, bequests, trusts, contracts, agreements and benefits for the purpose of furthering the purposes of the Association. The Board in its sole and absolute discretion may refuse to accept any donations, bequests, trusts, funds or property.

64. In investing the funds of the Association, the Board shall not be limited to securities and investments in which trustees are authorized by law to invest, but may make any investments which the Directors in their unfettered discretion consider prudent. Subject to the provisions of the Societies Act, the Directors shall not be liable for any loss that may result in connection with any such investments made by the Directors.

## **PART VI – PROCEEDINGS OF THE BOARD**

65. The meetings of the Board may be held at any time and place to be determined by the Board.

66. A Director may at any time, and the Secretary on the request of any two Directors, shall, convene a meeting of the Board.

67. 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 or give a prior verbal waiver to the Secretary; and
- (c) if the Board decides, by Board Resolution, to hold regularly scheduled meetings to take place at dates and times set in advance by the Board and notice of this schedule of regular meetings is given to all Directors, no further notice need be given of such regularly scheduled Directors' meetings.

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.

68. 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.

69. 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.

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

71. The Chair of the Association shall be chair of all meetings of the Board; but if at any meeting the Chair is not present within 15 minutes after the time appointed for holding, or the Chair makes a request not to chair that meeting, the Vice Chair shall be the chair of that meeting; but if the Vice Chair is not then present or requests makes a request not to chair that meeting, the Directors present may choose one of their number to be chair of that meeting.

72. All resolutions proposed at a meeting of the Board must be seconded.

73. 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.

74. Each Director will be entitled to one vote. In case of an equality of votes, the individual presiding as chair of a meeting will not have a second or casting vote in addition to the vote which such individual is entitled as a Director and the proposed resolution will not pass. In the event that the chair does not exercise the Director's right to vote, the resolution shall be deemed to have failed.

75. 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:

- (a) by a show of hands, an oral vote or another method that adequately discloses the intention of the Directors;
- (b) by written ballot; or
- (c) by Electronic Means,

provided that where a vote is to be conducted in accordance with paragraph (a), if requested by any one Director 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.

## **PART VII - COMMITTEES**

76. The Board may delegate any, but not all, of its powers to committees, as it deems appropriate. At least one Director shall be a member of each such committee.

77. A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the Board, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Board to be held next after it has been done.

78. The members of a committee may meet and adjourn as they think proper and the meetings of committees shall be governed by the rules set out in PART VI – PROCEEDINGS OF THE BOARD governing the meetings of the Board.

79. There may be an Executive Committee consisting of at least three Directors which normally should be elected annually by the Board at the first meeting of the Board held after the annual general meeting of each year but the election of Directors to the Executive Committee and changes to the composition of the Executive Committee can take place at any meeting of the Board.

80. Subject to the control of the Board, the Executive Committee shall have power to transact all business of the Association in the interim between the meetings of the Board. Three members of the Executive Committee shall constitute a quorum. The Executive Committee shall meet at the call of the chair or of any two members thereof.

81. There shall be a Nominating Committee, the members of which shall be appointed by the Board. The Nominating committee shall consist of at least two Directors and such other persons who need not be Directors as the Board may approve from time to time. Appointments, and changes to the composition of the Nominating Committee may take place at any meeting of the Board. The Nominating Committee shall present to the annual general meeting nominations for Elected Directors. The Nominating Committee shall have the power to establish and amend rules and procedures determining the nomination procedure for Elected Directors including without limitation selection criteria and eligibility for nomination by the Nominating Committee. Such rules and procedures shall be approved by the Board and provided to Members in advance of each general meeting at which Directors are to be elected. The rules and procedures of the Nominating Committee, as approved by the Board shall govern the Association's nomination process for Elected Directors and take precedence over the provisions of Robert's Rules of Order, revised.

82. The Board may create such standing and special committees as may from time to time be required. Such committees shall limit their activities to the purposes for which they are appointed, and they shall have no power to act unless specifically conferred by 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 as special committee, the special committee shall automatically be dissolved.

## **PART VIII – SENIOR MANAGERS AND OFFICERS**

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

84. Without limiting the foregoing, the Board may select and employ a chief executive officer, determine such chief executive officer's title and set the terms of such chief executive officer's responsibilities and employment. Such chief executive officer will be a Senior Manager.

85. 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 their affairs;
- (c) not be an undischarged bankrupt; and
- (d) not be convicted of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, in each case in the time periods and circumstances prescribed by the Societies Act.

86. The Board shall elect from among the Directors a Chair and a Vice-Chair and a Secretary and a Treasurer at the first meeting of the Board held after the annual general meeting in each year, each of whom will be deemed to be appointed as a Senior Manager to the extent that, by virtue of such Director's appointment to such officer position, such individual has been appointed to exercise the Directors' authority to manage the activities or internal affairs of the Association as a whole or in respect of a principal unit of the Association.

87. Each officer elected or appointed pursuant to Bylaw 86 shall hold office until the first meeting of the Board held after the next following annual general meeting.

88. The person completing their term as Chair and retiring from the office of Chair shall immediately take the office of Past-Chair and hold such office until the close of the next following annual general meeting.

89. The Board may at any time remove a Director as an officer by resolution of the Board approved by 75% of the votes cast in respect of that resolution. If any individual ceases to act as a Director at any time, such individual will simultaneously cease to act as an officer of the Association, if applicable.

90. Should for any reason any officer not complete their term, the Board shall elect or appoint a replacement forthwith.

91. The Board may appoint and remove such other officers of the Association not requiring election, as it deems necessary and determine the responsibilities, term and remuneration, if any, of all such officers.

92. The Secretary shall be responsible to make the necessary arrangements for:

- (a) the issuance of notices of meetings of the Association and Directors;
- (b) the keeping of minutes of all meetings of the Association and the Board;
- (c) the custody of all records and documents of the Association except those required to be kept by the Treasurer;
- (d) the custody of the common seal of the Association;
- (e) the maintenance of the register of Members; and
- (f) the conduct of the correspondence of the Association.

93. The Treasurer shall be responsible to make the necessary arrangements for:

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

94. In the absence of the Secretary from any meeting, the Directors shall appoint another person to act as secretary at that meeting.

## **PART IX – SEAL**

95. The Board may provide a common seal for the Association and it shall have power from time to time to destroy it and substitute a new seal in the place of the seal destroyed.

96. The common seal shall 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.

## **PART X – FINANCIAL MATTERS**

97. In order to carry out the purposes of the Association, the Directors may, on behalf of and in the name of the Association, 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, guarantees or other evidences of debt obligations at any time, to any person and for any consideration.

98. The Association shall have perpetual succession and has power to acquire by purchase, gift, devise, bequest, trust agreement, contract or otherwise, real and personal property within and without the province, and may hold, sell, dispose of, exchange, mortgage, lease, let improve and develop any such property, and without restricting the generality of the foregoing, may acquire in any way or ways real and personal property for the purpose of funding the purposes of the Association and deal with any and all such property as empowered by this Section. This provision was previously unalterable.

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

## **PART XI – AUDITOR**

100. The Association shall have an auditor.

101. The Board shall make appointments to fill all vacancies occurring in the office of auditor and an auditor so appointed will hold office until the next annual general meeting.

102. At each annual general meeting the Association shall appoint an auditor to hold office until such auditor is re-appointed or such auditor's successor is appointed at the next annual general meeting.

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

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

105. An auditor must be qualified to act as an auditor of the Association in accordance with the Societies Act and an auditor who is not or who ceases to be so qualified must promptly resign.

106. An auditor must be independent of the Association, to the extent required under the Societies Act and, for greater certainty, no Director nor employee of the Association may be an auditor. An auditor who is not or who ceases to be independent must promptly resign.

107. 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) be heard at the meeting on any part of the business of the meeting that deals with the auditor's duties or function.

## **PART XII – NOTICES TO MEMBERS**

108. 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.

109. Without limiting Bylaws 13 and 110, a record may be sent or delivered to the Association, a Member, a Director or a Senior Manager by any one of the following methods:

- (a) by leaving the record with that person or an agent of that person; or
- (b) by mail, courier, electronic mail or facsimile, as applicable, to that person at their Registered Address.

110. Notice of a general meeting shall be given to:

- (a) every person shown on the register of Members on the day notice is given;
- (b) the auditor.

No other person is entitled to receive a notice of a general meeting.

111. 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.

## **PART XIII - INSPECTION OF RECORDS**

112. The records of the Association will be open to the inspection of any Director in accordance with the Societies Act.

113. The Members will have the right to inspect the records required to be kept by the Association in accordance with section 20(1) of the Societies Act (as such section may be amended, restated, renumbered or replaced from time to time), including:

- (a) the Association's certificate of incorporation, Constitution and these Bylaws;
- (b) the Association's register of Members and register of Directors,
- (c) each written consent of an individual to act as a Director and each written resignation of a Director;
- (d) the minutes of each general meeting of Members, including the text of each resolution passed at such meetings, and any Ordinary Resolutions or Special Resolutions approved in writing by the Members outside of a general meeting; and
- (e) the financial statements of the Association and the auditor's report, if any, on those financial statement presented to the Members at a meeting of Members.

114. Except as expressly provided by law, a Member will not be entitled nor have the right to examine or inspect any other record of the Association, including those required to be kept by the Association 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 Association, to examine any other record of the Association and the Association 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 XIV – INDEMNIFICATION

115. The following terms used in this PART XIV will, unless otherwise defined in the Societies Act, have the following meanings:

- (a) **"Eligible Party"** means an individual who is or was a Director or Senior Manager or who holds or held an equivalent position in a subsidiary of the Association;
- (b) **"Eligible Proceeding"** means a legal proceeding or investigative action, whether current, threatened, pending or completed, in which an Eligible Party or a representative of the Eligible Party, by reason of the Eligible Party being or having been a Director or Senior Manager or holding or having held an equivalent position in a subsidiary of the Association:
  - (i) is or may be joined as a party; or
  - (ii) is or may be liable for or in respect of a Penalty in, or Expenses related to, the legal proceeding or investigative action;
- (c) **"Expenses"** includes costs, charges and expenses, including legal and other fees, but does not include Penalties;
- (d) **"Penalty"** means a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, an eligible proceeding; and
- (e) **"Representative"** means an heir or personal or other legal representative of the Eligible Party.

116. Subject to the provisions of the Societies Act, the Association will indemnify each Eligible Party and any Representative thereof against all Penalties to which such person is liable in respect of an Eligible Proceeding.

117. To the extent permitted by the Societies Act, the Association will, after the final disposition of an Eligible Proceeding, pay the Expenses actually and reasonably incurred by an Eligible Party or Representative thereof in respect of the Eligible Proceeding.

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

119. Subject to the Societies Act, the Association will not indemnify nor pay the Expenses of an Eligible Party or a Representative of the Eligible Party in respect of an Eligible Proceeding, in either of the following circumstances:

- (a) if, in relation to the subject matter of the Eligible Proceeding, the Eligible Party did not act honestly and in good faith with a view to the best interests of the Association or the subsidiary of the Association, as the case may be; or



- (b) in the case of an Eligible Proceeding other than a civil proceeding, if the Eligible Party did not have reasonable grounds for believing that the Eligible Party's conduct, in respect of which the Eligible Proceeding was brought, was lawful.

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

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

122. The failure of a Director or Senior Manager to comply with the provisions of the Societies Act or of the Constitution or these Bylaws shall not invalidate any indemnity to which such Director or Senior Manager is entitled under this PART XIV.

123. The Association may purchase and maintain insurance for the benefit of any or all Directors, Senior Managers, officers, employees or agents against personal liability incurred by reason of such person holding such corresponding position within the Association.

#### **PART XV – DISTRIBUTION ON DISSOLUTION**

124. In the event of the winding up or dissolution of the Association, any funds of the Association remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organizations concerned with social problems or organizations promoting the same object as this Association, as may be determined by the Members of the Association at the time of winding up or dissolution. This provision was previously unalterable.

124A. Organizations to whom funds and other property of the Association may be given or transferred pursuant to Bylaw 124 shall be limited to one or more 'qualified donees' as such term is defined by the Income Tax Act (Canada).

#### **PART XVI - BYLAWS**

125. On being admitted to membership, each Member is entitled to and the Association shall give to such Member, a copy of the Constitution and Bylaws.

126. These Bylaws shall not be altered or added to except by Special Resolution.