

Approved Oct. 14, 1997
Amended and approved June 22, 2006
Amended and approved June 13, 2007
Amended and approved June 19, 2008

YOUNG WOMEN'S CHRISTIAN ASSOCIATION CONSOLIDATED CONSTITUTION

PREAMBLE

Enriched by the Christian faith and by world-wide membership, the Young Women's Christian Association seeks to provide opportunities for personal growth, to deepen concern for human needs and to act responsibly in the world community.

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.
3. 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 is unalterable.

4. The activities of the Association shall be carried on without purpose 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 is unalterable.

5. 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 with reference to dissolution is unalterable.

6. 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 is unalterable.

YOUNG WOMEN’S CHRISTIAN ASSOCIATION CONSOLIDATED BYLAWS

Approved Oct. 14, 1997

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PART I – INTERPRETATION

1. In these bylaws and the constitution of the Association, 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) “bylaws” means the bylaws of the Association as filed in the Office of the Registrar of Companies in Victoria;
 - (e) “directors” means the directors of the Association for the time being, and includes appointed, elected or replacement directors;
 - (f) “elected director” means a director of the Association elected in accordance with these bylaws;
 - (g) “members” means those members whose names were recorded in the register of members on the date that this resolution 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;
 - (h) “membership year” means a twelve month period beginning on the date of the contribution of the appropriate membership dues;
 - (i) “ordinary resolution” means
 - (i) a resolution passed in general meeting by the members of the Association by a simple majority of the votes cast in person; or
 - (ii) a resolution that has been submitted to the members of the Association and consented to in writing by 75% of the members who would have been entitled to vote on it in person; and a resolution so consented to shall be

deemed to be an ordinary resolution passed at a general meeting of the Association;

- (j) “registered address” of a member means her address as recorded in the register of members;
- (k) “replacement director” means a director of the Association appointed or elected in accordance with these bylaws as a replacement director;
- (l) “Society” means the Young Women’s Christian Association
- (m) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
- (n) “special resolution” means
 - (i) a resolution passed in general meeting by a majority of not less than 75% of the votes of those members of the Association who, being entitled to do so, vote in person; or
 - (ii) a resolution consented to in writing by every member of the Association who would have been entitled to vote in person at a general meeting of the Association;

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

PART II – MEMBERSHIP

3. Any woman of the age of 18 years or older may apply to the Association for membership as a General Member and upon acceptance by the board and contribution of the appropriate membership dues, if any, shall be admitted as a member.

4. Any girl of the age of 16 or 17 may apply to the Association for membership as a Youth Member and upon acceptance by the board and contribution of the appropriate membership dues, if any, shall be admitted as a member.

5. The board may bestow the title “Honorary Member” and admit to membership any woman who in the opinion of the board has made a major contribution to the advancement and development of the Association. An Honorary Member is appointed for life and has all the privileges of a General Member without payment of annual membership dues.

6. Persons who are Life Members, Honorary Life members or Sustaining Members on the date that this resolution becomes effective, shall retain their status as members and all of

the privileges relating thereto without the requirement of contributing additional membership dues but no new persons shall be admitted to these categories of membership.

7. A member may be received from any other association affiliated with the Y.W.C.A. movement throughout the world. Such membership in the Vancouver Association shall be considered valid until the expiration of the current membership year of the original Association.

8. The amount of the membership dues shall be determined by the board. In the absence of any determination of membership dues it shall be deemed that the annual membership dues for a General Member shall be \$10.00 and that annual membership dues for a Youth Member shall be \$5.00 and that there are no annual membership dues for an Honorary Member. 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.

9. A person shall immediately cease to be a member of the Association:

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

10. A member may be expelled by an ordinary resolution expelling a named member. 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 thus privilege in writing.

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

12. A member shall commence to be a member in good standing 30 days after the admission as a member in accordance with these bylaws. She shall cease to be in good standing if the Association has not received her 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

13. The general meetings of the Association shall be held at such time and place, in accordance with Society Act, as the board shall decide.
14. Every general meeting other than an annual general meeting is an extraordinary general meeting.
15. The board may, whenever it thinks fit, convene an extraordinary general meeting.
16. The Association shall give not less than 14 days written notice of a general meeting of the Association to its members entitled to receive notice of a general meeting; but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.
17. Notice of a general meeting shall specify the place, the day and the hour of the meeting, and, in case of special business other than an ordinary resolution expelling a named member, the general nature of that business.
18. 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.
19. An annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

PART IV – PROCEEDINGS AT GENERAL MEETINGS

20. 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.
21. 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.
22. 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.
23. A quorum is 25 members then in good standing.
24. 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.
25. The Chair of the Association, or the Vice-Chair or in the absence of both, one of the other directors present shall preside as chair of a general meeting; but if at any general meeting the Chair or Vice-Chair is not present within 15 minutes after the time appointed for holding, or requests that she not 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.
26. 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, hopefully neutral 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.
27. 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.
28. 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.
29. All resolutions proposed at a general meeting must be seconded.
30. Any issue at a general meeting which is not required by these bylaws or the Society Act to be decided by a special resolution shall be decided by an ordinary resolution.

31. A member in good standing having attained the age of at least 16 years present at a meeting of members is entitled to one vote.
32. Only in case of an equality of votes shall the chair be entitled to vote. In the event that the chair does not exercise her right to vote, the resolution shall be deemed to have failed.
33. Voting shall be by a show of hands except as otherwise provided unless the majority of the persons eligible to vote present shall otherwise determine. At the request of any two directors, a vote by written ballot shall be required.
34. Voting by proxy is not permitted.

PART V – DIRECTORS

35. 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.
36. 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.
37. The property and the affairs of the Association shall be managed by the board.
38. 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.
39. 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.
40. 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 a directors' 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.

41. 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.
42. 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.
43. 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.
44. Notwithstanding the foregoing bylaws, the persons whose names are listed in the List of Directors filed with the Registrar at the time of this special resolution shall be the current directors with a term of the number of years which is listed before such person's name and the first year of such term shall be deemed to terminate at the close of the next annual meeting of the Association.
45. The person currently holding the office of immediate Past-Chair shall be an appointed director of the Association immediately upon taking such office and shall remain an appointed director so long as she holds such office.
46. The board may by a resolution of the board appoint two members to the office of appointed director and determine the term of such appointment.
47. A person shall be a member of the Association to be eligible to be a director. Persons who are currently, or have in the past two years been, paid staff of the Association, or any program or facility operated by it, whether directly or indirectly, shall not be eligible to be a director of the Association.
48. 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.
49. Each director shall unreservedly subscribe to and support the purposes of the Association.
50. Notwithstanding the foregoing bylaws, if an elected director resigns her office or otherwise ceases to hold office, the board may by a resolution of the board 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.

51. No act or proceeding of the board is invalid only by reason of there being less than the prescribed number of directors in office.

52. The members may by a special resolution remove an elected director before the expiration of her term of office and may elect a successor to complete the term of office.

53. A person shall immediately cease to be a director of the Association:

- (a) upon delivering her resignation in writing to the Secretary of the Association or upon delivering it to the address of the Association; or
- (b) upon becoming bankrupt or suspending payment with her creditors; or
- (c) upon being removed by an ordinary resolution; or
- (d) upon her death; or
- (e) upon failing to attend or participate in three consecutive meetings of the board of which she had notice, unless the board passes a resolution, evidenced in writing, specifically waiving this condition with respect to a named member; or
- (f) upon 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 resolution, evidenced in writing, specifically waiving this condition in respect to a named member.

54. In accordance with article 6 of the constitution, 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.

55. The board shall have the power to make expenditures for the purpose 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.

56. 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.

57. 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 Society 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

58. The meetings of the board may be held at any time and place to be determined by the board provided that 3 days prior notice of such meeting shall be sent in writing to each director – except that no formal notice shall be necessary if all directors are present at the meeting or waive notice thereof in writing or gave a verbal waiver to the Secretary of the Association.

59. The Board may, at its discretion, establish protocols to enable directors to participate in Board meetings by conference call, or by other means, and thereby to be considered present at such meetings.

60. 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.

61. The Chair 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 requests that she not chair that meeting, the Vice Chair shall be the chair of that meeting; but if the Vice Chair is not then present or requests that she not chair that meeting, the directors present may choose one of their number to be chair of that meeting.

62. A director may at any time, and the Secretary on the request of any two directors, shall, convene a meeting of the board.

63. For a first meeting of board 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 board at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the board is present.

64. All resolutions proposed at a meeting of the board must be seconded.

65. A simple majority of votes cast at a meeting of the board shall be required to pass a resolution of the board.

66. Only in case of an equality of votes shall the chair be entitled to vote. In the event that the chair does not exercise her right to vote, the resolution shall be deemed to have failed.

67. Voting shall be by a show of hands except as otherwise provided. At the request of any one director, a secret vote by written ballot shall be required.

68. A resolution in writing, signed by all the directors and placed with the minutes of the board meeting is as valid and effective as a directors' resolution as if regularly passed at a meeting of the board.

PART VII - COMMITTEES

69. 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.

70. 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.

71. 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.

72. 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.

73. 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 shall constitute a quorum. The Executive Committee shall meet at the call of the chair or of any two members thereof.

74. 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 board members and such other persons who need not be board members as the board may approve. 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.

75. 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 a directors' 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 – DUTIES OF OFFICERS

76. 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, and such persons shall hold office until the first meeting of the board held after the next following annual general meeting.

77. The person completing her 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.

78. A director may be removed from any office by a resolution passed in a meeting of the board by a majority of not less than 75% of all the directors.

79. Should for any reason any office not complete her term, the board shall elect a replacement forthwith.

80. 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.

81. 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.

82. 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 Society Act; and
- (b) the rendering of financial statements to the directors, members and others when required.

83. 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

84. 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.

85. The common seal shall be affixed only when authorized by a resolution of the board, 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 – BORROWING

86. In order to carry out the purposes of the Association the board may on behalf of and in the name of the Association, raise or secure the payment or repayment of money in the manner it decides, and in particular but without limiting the foregoing, by the issue of debentures.

87. No debenture shall be issued without the sanction of a special resolution.

88. The member by special resolution may restrict the borrowing powers of the board, but such restriction imposed expires at the next annual general meeting.

PART XI – AUDITOR

89. The Association shall have an auditor.

90. The board shall make appointments to fill all vacancies occurring in the office of auditor.

91. 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.
92. An auditor may be removed by an ordinary resolution.
93. An auditor shall be promptly informed in writing of appointment or removal.
94. No director and no employee of the Association shall be auditor.
95. The auditor may attend general meetings.

PART XII – CHIEF EXECUTIVE OFFICER

96. The board may select and employ a chief executive officer, determine her title and set the terms of her responsibilities and employment.

PART XIII – NOTICES TO MEMBERS

97. 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, if appointed or required by the Society Act.

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

98. A notice may be given to a member either personally or by first class mail to her at her registered address 14 days prior to the commencement of a meeting.

99. A notice sent by mail to a member or a director shall be deemed to have been given on the seventh day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian Post Office receptacle with adequate postage affixed.

100. The documents, including accounting records, of the Association shall not be open to the inspection of a member of the Association except that if a member has served a written demand addressed to the board of the Association which demand shall set out those documents or class of documents which the member desires to inspect and the purpose for such inspection, and if the board is satisfied that the stated purpose is reasonably related to such person's interest as a member and that such inspection will not be detrimental to the interest of the Association, then such member may make inspection of such documents as the board approves, in person at a reasonable time after giving reasonable notice.

PART XIV – INDEMNIFICATION

101. Subject to the provisions of the Society Act, each officer or director of the Association shall be indemnified by the Association against expenses reasonably incurred by her in connection with any action, suit or proceeding to which she may be made a party by reason of her being, or having been an officer, director, employee or agent of the Association, except in relation to matters as to which she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of her duty as an office or director. "Derelict" shall mean grossly negligent, criminally negligent, or intentionally engaged in tortuous conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Association.

102. Subject to the provision of the Society Act, the board is authorized from time to time to give indemnities to any director or other person who has undertaken or is about to undertake any liability on behalf of the Association or any Association or corporation controlled by it, and to secure such director or other person against loss by mortgage and charge on the whole or any part of the real and personal property of the Association by way of security, and

any action from time to time taken by the directors under this paragraph shall not require approval or confirmation by the voting members.

103. The board in its discretion may submit any contract, act or transaction for approval, ratification or confirmation at any annual general meeting of the members or at any general meeting of the members called for the purpose of considering the same and any contract, act or transaction that may be approved, ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Society Act or these bylaws) shall be as valid and as binding upon the Association and upon all the members though it had been approved, ratified and confirmed by every member of the Association.

104. Subject to the provisions of the Society Act, no director or officer for the time being of the Association shall be liable for the acts, neglects or defaults of any other director or officer or employee of the Association or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the directors for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Association shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any funds or property of the Association shall be lodged or deposited, or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of her respective office or trust or in relation thereto, unless all or any of the same shall happen by or through the wilful act, default or neglect of such director or officer.

105. The Association shall, to the full extent permitted by the Society Act, indemnify and hold harmless, every person heretofore, now or hereafter serving as a director or officer of the Association and her heirs and legal representatives.

106. Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by the Association prior to the final disposition thereof in the discretion of the board and upon receipt of an undertaking satisfactory in form and amount to the board by or on behalf of the recipient to repay such amount unless it is ultimately determined that she is entitled to indemnification hereunder.

107. The Association shall apply to the Court for any approval of the Court which may be required to make the indemnity herein effective and enforceable. Each director and officer of the Association on being elected or appointed shall be deemed to have contracted with the Association upon the terms of the foregoing indemnity.

108. The failure of a director or officer of the Association to comply with the provisions of the Society Act or of the constitution or these bylaws shall not invalidate any indemnity to which she is entitled under this Part XIV.

109. The Association may purchase and maintain insurance for the benefit of any or all directors, officers, employees or agents against personal liability incurred by any such person as a director, officer, employee or agent.

PART XV – BYLAWS

110. On being admitted to membership, each member is entitled to and the Association shall give her, upon payment of a photocopying charge not exceeding \$1.00, a copy of the constitution and bylaws of the Association.

111. These bylaws shall not be altered or added to except by special resolution.