

  
**T.K. SPARKS**



**BYLAWS  
OF  
THE MEMORIAL SOCIETY OF BRITISH COLUMBIA**

**1. INTERPRETATION**

**1.1 Definitions**

In these Bylaws and the Constitution of the Society, unless the context otherwise requires:

- (a) **“Age of Majority”** means the age of majority in the Province of British Columbia
- (b) **“Active Member”** means a member accepted as such in accordance with these Bylaws”;
- (c) **“Address of the Society”** means the registered office address of the Society on record from time to time with the Registrar;
- (d) **“Ballot Vote”** means votes cast by voting Members by ballot at general meetings as authorized by the Board and conducted by the Society in accordance with these Bylaws and such policies as may be adopted by the Board;
- (e) **“Board”** means the Directors acting as authorized by the Constitution and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
- (f) **“Board Resolution”** means:
  - (i) a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter;
    - (A) in person at a duly constituted meeting of the Board,
    - (B) by Electronic Means in accordance with these Bylaws, or
    - (C) by combined total of the votes cast in person and by Electronic Means;and a Board Resolution approved by any of these methods is effective as though passed at a meeting of the Board;
- (g) **“Bylaws”** means the bylaws of the Society as filed in the office of the Registrar;
- (h) **“Constitution”** means the constitution of the Society as filed in the office of the Registrar;
- (i) **“Directors”** means those persons who have become directors in accordance with these Bylaws and have not ceased to be directors;

- (j) **“Electronic Means”** means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:
  - (i) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were 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 the intentions of the voters;
- (k) **“Funeral Services Providers”** means providers of after-death services which include funeral homes, cemeteries and crematoriums;
- (l) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5<sup>th</sup> Supp.), c.1 as amended from time to time;
- (m) **“Members”** means those persons who are, or subsequently become, members of the Society and that, in either case, have not ceased to be members in accordance with these Bylaws;
- (n) **“Membership Coordinator”** means a committee or position within the Society designated by the Board and authorized to review and accept applications for membership;
- (o) **“Ordinary Resolution”** means a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote in person at a duly constituted general meeting;
- (p) **“Organization”** means an association, corporation or society;
- (q) **“Person”** means a natural person;
- (r) **“President”** means the Director elected to the office of president of the Society in accordance with these Bylaws;
- (s) **“Registered Address”** of a Member or Director means the address as recorded in the register of Members or the register of Directors;
- (t) **“Registrar”** means the Registrar of Companies of the Province of British Columbia;
- (u) **“Secretary”** means the Director elected to the office of secretary of the Society in accordance with these Bylaws;
- (v) **“Society”** means “Memorial Society of British Columbia”;
- (w) **“Societies Act”** means the *Societies Act*, S.B.C. 2015, c. 18, as amended from time to time, and includes any successor legislation thereto;
- (x) **“Special Resolution”** means: a resolution, of which the notice required by the Societies Act and these Bylaws has been provided, passed by at least two-thirds (2/3) of the votes cast in respect

of the resolution by those Members entitled to vote in person at a duly constituted general meeting;

- (y) **“Treasurer”** means the Director elected to the office of treasurer of the Society in accordance with these Bylaws; and
- (z) **“Vice-President”** means a Director elected to the office of vice-president of the Society 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 and the Constitution.

## 1.3 **Plural and Singular Forms**

In these Bylaws, a word defined in the plural form includes the singular and vice-versa.

# 2. **MEMBERSHIP**

## 2.1 **Classes of Membership**

There will be one class of voting membership, being called Active Members

All benefits and privileges of membership, except the right to vote, shall be extended to minor children of Active Members until such children attain the Age of Majority, at which time the children may make application for individual membership.

The Society may accept as Active Members, individuals who transfer from another memorial society that has been approved by the Board as eligible for transfer of membership. Upon such transfer, the transferring member shall pay any transfer fee established by the Board.

## 2.2 **Eligibility for Active Membership**

A Person may be eligible to be accepted as an Active Member if he or she:

- (a) is interested in advancing the purposes and supporting the activities of the Society.
- (b) for the two years prior to the application has not been:
  - (i) employed or otherwise engaged as an independent contractor, consultant, lobbyist or other agent, paid or unpaid, by any firm or corporation or group or association of firms or corporations which is, or are, engaged in the business of providing funeral services of any nature or kind whatsoever;
  - (ii) engaged in lobbying for, or advocating the interest of, any Funeral Services Providers or the industry of Funeral Services Providers.

### 2.3 **Application for Membership**

- (a) An eligible Person may apply to the Society in writing to become a Member and on acceptance by the Board, or Membership Coordinator, if any, will be a Member.
- (b) An application for membership must:
  - (i) be in writing, in a form approved by the Society from time to time;
  - (ii) include all information required by the form;
  - (iii) include payment of all applicable membership dues and fees.

### 2.4 **Review and Acceptance of Applications**

- (a) The Membership Coordinator, if any, will review all applications for membership in the Society and may, if necessary to determine eligibility for membership, request the applicant to provide further information or documentation in support of the application. In the absence of a membership coordinator or committee, the Board will perform these functions.
- (b) The Membership Coordinator, if any, may accept an eligible applicant as a Member by entering the relevant information into the membership registry. The Membership Coordinator, if any, may at any time refer an application for membership to the Board for further consideration and determination.
- (c) The Board may, by Board Resolution, postpone or refuse an application for membership for any reason which, in the Board's view, is necessary or prudent to protect the reputation and integrity of the Society. The decision of the Board to refuse an application for membership is final.

### 2.5 **Membership not Transferable**

Membership in the Society is not transferable by a Member.

### 2.6 **Term of Membership**

Once accepted by the Board, a Person continues as a Member:

- (a) for the remainder of the Member's life; or
- (b) unless membership otherwise ceases in accordance with these Bylaws.

### 2.7 **Fees**

The Board may, by Board Resolution:

- (a) determine and set all amounts payable by Members to the Society, including membership dues and any special fees or assessments, from time to time;
- (b) determine and set the date by which such amounts are payable; and

such amounts will be payable as and when established by Board Resolution.

Notwithstanding the foregoing paragraph, an increase in dues, or the establishment of a special fee or assessment by Board Resolution, may subsequently be overturned by Special Resolution passed at a general meeting. Any portion of an amount paid to the Society that is subsequently overturned will be refunded to each Member who paid such amount.

## **2.8 Standing of Members**

All Members who have paid the membership fees are deemed to be in good standing unless membership otherwise ceases in accordance with these bylaws.

## **2.9 Rights of Membership**

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

- (a) to receive in accordance with section 3.5, notice of all general meetings;
- (b) to attend, all general meetings;
- (c) to second motions at a general meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (d) to serve on committees of the Society, as invited;
- (e) to exercise a vote on matters for determination at general meetings;
- (f) to nominate for election as a Director, in accordance with these Bylaws;
- (g) to be eligible to be nominated to stand for election as a Director or officer of the Society; and
- (h) to participate in the programs and initiatives of the Society, in accordance with such criteria as may be determined by the Board from time to time.

## **2.10 Compliance with Constitution, Bylaws and Policies**

Every Member will, at all times:

- (a) uphold the Constitution and comply with these Bylaws and the policies of the Society adopted by the Board from time to time; and
- (b) not hinder the purposes, aims and objects of the Society.

## **2.11 No Distribution of Income to Members**

The Society shall be carried on without purpose of financial gain for its members and any profits or other accretions to the Society shall be used to promote its purposes.

## 2.12 **Suspension or Expulsion of Member**

The Board of Directors may appoint a committee to consider the suspension or expulsion of any member who engages in acts or conduct detrimental to the best interest of the Society or to the fulfillment of its purposes. The committee will be responsible for making a decision on the suspension or expulsion of the member.

A Member expelled by committee shall be provided written notice, which shall contain the reason(s) for the proposed expulsion.

Any member expelled from membership in the Society by the committee may appeal the expulsion to the Board of Directors and shall be given an opportunity to present evidence and make representation to the full Board of Directors within sixty (60) days of mailing of such notice of expulsion.

## 2.13 **Cessation of Membership**

A Person will cease to be a Member:

- (a) on the date which is the later of the date of delivering the resignation in writing to the Address of the Society and the effective date of the resignation stated thereon; or
- (b) on expulsion; or
- (c) after death.

Any member who resigns membership in the Society within thirty (30) days of receipt of the application for membership in the Society shall have all fees and contributions made to the Society refunded.

## **3. MEETINGS OF MEMBERS**

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

The general meetings of the Society will be held at such time and place, in accordance with the *Societies Act*, as the Board decides.

#### 3.1.1

The Board may determine, in its discretion, to hold any general meeting in whole or in part by Electronic Means, so as to allow some or all participants to participate in the meeting remotely. Where a general meeting is conducted by Electronic Means, the Society must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting.

### **3.2 Annual General Meetings**

An annual general meeting will be held at least once in every calendar year and in accordance with the *Societies Act*.

### **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 Society will convene an extraordinary general meeting by providing notice in accordance with the *Societies Act* and these Bylaws in any of the following circumstances:

- (a) at the call of the President;
- (b) when resolved by Board Resolution; or
- (c) when such a meeting is requisitioned by the voting Members in accordance with the *Societies Act*.

### 3.5 **Notice of General Meeting**

The Society will send notice of every general meeting by email, if an email address has been provided, to:

- (a) members shown on the register of Members on the date the notice is sent;
- (b) each Director; and
- (c) the auditor of the Society, if any is appointed,

not less than fourteen (14) days and not more than sixty (60) days prior to the date of the general meeting; and will post notice of the meeting on the Society's website for no less than twenty one (21) consecutive days prior to the date of the general meeting

No other Person is entitled to be given notice of a general meeting.

### 3.6 **Contents of Notice**

Notice of a general meeting will specify the place (if the meeting is not to be held wholly by Electronic Means), the day and the time of the meeting and will include the text of every Ordinary and Special Resolution to be proposed or considered at that meeting.

### 3.7 **Omission of Notice**

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

## 4. **PROCEEDINGS AT GENERAL MEETINGS**

### 4.1 **Rules of Order**

The rules of order for any general meeting of the Society shall be those set out in Robert's Rules of Order, save where the provisions of such Rules are inconsistent with the *Societies Act* or the Constitution and Bylaws of the Society

Specific rules of order for the procedure of any general meeting shall be presented to the membership for acceptance before the agenda is offered for acceptance.

#### 4.2 **Business required at general meeting**

The following business is required to be conducted at a general meeting of the Society:

- (a) adoption of the agenda
- (b) approval of the minutes of the previous general meeting and any extraordinary general meetings held since the previous general meeting;
- (c) deal with unfinished business from the last general meeting
- (d) if the meeting is an annual general meeting
  - (i) receive the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
  - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting
  - (iii) election or appointment directors and the President, and
  - (iv) appointment of an auditor, if any
- (e) the consideration of any Members' proposals submitted in accordance with the *Societies Act*;
- (f) such other business, if any, required by the Societies Act or at law to be considered at an annual general meeting.

The annual general meeting may include other business as determined by the Board in its discretion.

#### 4.3 **Entitlement to Attend a General Meeting**

The only persons entitled to be present at a general meeting shall be members in good standing. Any other person may be admitted only on invitation of the Chair of the meeting. Every member attending a general meeting must register their attendance at such time and must, on request, present evidence of identity and membership in good standing.

#### 4.4 **Requirement of Quorum**

No business, other than the election of a Person to chair the meeting and the adjournment or termination of the meeting, may be transacted at a general meeting unless a quorum is present.

#### 4.5 **Quorum**

Quorum at a general meeting is twelve (12) Active Members present and in good standing on the date of the meeting. Any Active Member participating by permitted Electronic Means is deemed to be present in person at a general meeting.

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, will be terminated, but in any other case it will stand adjourned to the



next day, 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 will constitute a quorum.

#### **4.6 Loss of Quorum**

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

#### **4.7 Meeting Chair**

The President (or, in the absence or inability of the President in the following order, a Vice-President or the Past-President, if any) will, subject to a Board Resolution appointing another Person, preside at all general meetings.

If at any general meeting the President, Vice-President(s), past-President and such alternate Person appointed by a Board Resolution, is not present within 15 minutes after the time appointed for the meeting, or requests that he or she not chair that meeting, the Directors present may choose one of their number to preside as chair at that meeting.

#### **4.8 Alternate Chair**

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

#### **4.9 Chair to Determine Procedure**

In the event of any doubt, dispute or ambiguity in relation to procedural matters at a general meeting, the person presiding as chair will have the authority to interpret and apply such rules of order as the meeting has adopted and determine matters in accordance with the *Societies Act* and these Bylaws.

#### **4.10 Adjournment**

A general meeting may be adjourned (meaning carried over without completing the business of the meeting) from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

#### **4.11 Notice of Adjournment**

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 more than 14 days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

## **5. VOTING AND RESOLUTIONS BY MEMBERS**

### **5.1 Ordinary Resolution Sufficient**

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

### **5.2 Entitlement to Vote**

Each Active Member in good standing is entitled to one (1) vote on matters for determination by Members at a general meeting.

No other Person or Organization is entitled to a vote at a general meeting.

### **5.3 Voting Mechanisms**

Voting on matters at a general meeting may occur by any one or more of the following mechanisms, in the discretion of the Board:

- (a) by show of hands or voting cards;
- (b) by ballot vote; or
- (c) by Electronic Means;

except that if, before or after such a vote conducted by (a), 2 or more voting members request a secret ballot vote or a secret ballot vote is directed by the Chair of the meeting, voting must be by ballot vote in such a way as to be impossible for those in attendance at the meeting to identify how a given Member voted.

### **5.4 Voting by Chair**

If the person presiding as chair of a general meeting is a voting Member, then he or she may, in his or her sole discretion, cast a vote on any motion or resolution under consideration at the same time as voting occurs by all voting Members. A person presiding as chair who is not a voting Member has no vote.

The person presiding as chair of a general meeting does not have a second or a casting vote in the event of a tie and a motion or resolution that is tied is defeated.

### **5.5 Announcement of Results of Vote**

The Chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

### **5.6 Voting by Proxy**

Voting by proxy is not permitted.

## **6. BOARD OF DIRECTORS**

### **6.1 Management of Property and Affairs**

The management of property and the affairs of the Society will be supervised by the Board.

### **6.2 Composition of Board**

The Board will be composed of not less than three (3) and not more than eleven (11) Directors.

### **6.3 Directors Subscribe to and Support Purposes**

Every Director has a fiduciary duty to the Society as a whole and will unreservedly subscribe to and support the purposes of the Society.

### **6.4 Invalidation of Acts**

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

### **6.5 Qualifications of Directors**

Pursuant to the *Societies Act*, a Person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if he or she:

- (a) is less than eighteen (18) years of age;
- (b) has been found by any court, in Canada or elsewhere, to be incapable of managing his or her own affairs;
- (c) is an undischarged bankrupt; or
- (d) has been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, all in accordance with the *Societies Act*.

In addition to the foregoing, a Person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if he or she is not:

- (e) an Active Member in good standing;

### **6.6 Nominations of Directors**

- (a) At least ninety (90) days prior to the annual general meeting, the Board of Directors will appoint a Nominating Committee consisting of at least two (2) Directors. The Nominating Committee shall identify prospective new members for the Board of Directors and assess their qualifications to serve on the Board.
- (b) A Member may nominate a person who meets the qualifications in 6.5 for election as a Director provided such nomination is made in writing and delivered to the Society's office no later than

June 30 of the year in which the annual general meeting will be held. Such nomination must be accompanied by the nominee's consent to stand for election to the Board of Directors.

- (c) The Committee shall, at the Board meeting that is at least 30 days prior to the date of the annual general meeting, present a list of possible nominees for consideration by the Board of Directors for election at the annual general meeting.
- (d) At the annual general meeting, the President will present the nominees to stand for election.
- (e) No nominations may be made from the floor of the annual general meeting at which Directors are to be elected.

#### **6.7 Election of Directors**

At each annual general meeting, the active members must elect or appoint a Board.

#### **6.8 Election or Appointment of President**

At each annual general meeting when the two-year term of the current President ends, or if the President is unable to complete the current term, the active members will elect or appoint a President for a two (2) year term.

#### **6.9 Election by Secret Ballot**

In elections where there are more duly nominated candidates for election than vacant positions for Directors, election will be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates will be deemed to be elected in order of votes received. A tie between two or more candidates for the final vacancy will be decided by run-off election between the tied candidates, followed, if still necessary, by drawing lots.

#### **6.10 Voiding of Ballot**

No Member will vote for more Directors than the number of vacant positions for Directors. Any ballot on which more names are voted for than there are vacant positions will be deemed to be void.

#### **6.11 Board may Create Policies and Procedures**

The Board may establish policies and procedures relating to the conduct of nominations and elections, provided that no such policy or procedure is inconsistent with the *Societies Act* or these Bylaws.

#### **6.12 Past-President**

The Person who was the President immediately prior to the current President shall, if he or she consents to continue as a Director, be the past-chair and the term of office as Director for a past-president is deemed to be extended until a new past-president arises, to a maximum of two (2) additional years.

### 6.13 **Term of Office**

Elections for Directors will be held at the annual general meeting and the term of office of Directors will normally be two (2) years. However the Board may by Board Resolution determine that some or all vacant Directors' positions will have a term of less than two (2) years, the length of such term to be determined by the Directors in their discretion.

For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the annual general meeting at which such Director was elected. If, however, the Director was elected at an extraordinary general meeting his or her term of office will be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting.

### 6.14 **Extension of Term**

Every Director serving a term of office will retire from office at the close of the annual general meeting in the year in which his or her term expires.

Notwithstanding the foregoing, if no successors are elected as Directors and the result is that the number of Directors would fall below three (3), the Person or Persons previously elected as Directors may continue to hold office until such time as successor Directors are elected.

### 6.15 **Appointment to fill Vacancy**

If a Director ceases to hold office, the Board may appoint an eligible Member as a replacement Director to take the place of such Director until the next annual general meeting. The appointment of a Member to fill a vacancy does not count towards the term limits described above.

### 6.16 **Removal of Director**

The Members may remove a Director before the expiration of such Director's term of office by Special Resolution and may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term.

### 6.17 **Ceasing to be a Director**

A Person will automatically cease to be a Director:

- (a) on the date which is the later of the date of delivering his or her resignation in writing to the Address of the Society and the effective date of the resignation stated therein; or
- (b) on the expiry of his or her term, unless re-elected;
- (c) on the date such Person is no longer qualified in accordance with section 6.5; or
- (d) on his or her removal; or
- (e) on his or her death.

## 6.18 Remuneration of Directors and Reimbursement of Expenses

A Director is not entitled to any remuneration for acting as a Director, provided however that a Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society.

## 7. POWERS OF BOARD

### 7.1 Powers of Directors

The Board may exercise all such powers and do all such acts and things as the Society may exercise and do, except those which are by these Bylaws or by statute or otherwise lawfully directed required to be exercised or done by the Members in general meeting, but nevertheless subject to the provisions of:

- (a) all laws affecting the Society; and
- (b) these Bylaws and the Constitution.

Without limiting the generality of the foregoing, the Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest bearing, in furtherance of the purposes of the Society. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Society in furtherance of the purposes of the Society.

### 7.2 Duties of Directors

Pursuant to the *Societies Act*, every Director will:

- (a) act honestly and in good faith with a view to the best interests of the Society;
- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- (c) act in accordance with Societies Act and the regulations thereunder; and
- (d) subject to sections 7.2(a) to 7.2(c), act in accordance with these Bylaws.

Without limiting sections 7.2(a) to 7.2(d), a Director, when exercising the powers and performing the functions of a Director, must act with a view to the purposes of the Society.

### 7.3 Policies and Procedures

The Board may establish such rules, regulations, policies or procedures relating to the affairs of the Society, as it deems expedient, provided that no such rule, regulation, policy or procedure is inconsistent with the *Societies Act*, the Constitution or these Bylaws.

#### **7.4 Executive Director**

The Board will engage an executive director (or alternate title) to be the chief executive officer for the Society and the Board will be responsible to set the remuneration of the executive director and to evaluate the executive director's performance from time to time. An executive director must, at all times, meet the Qualifications of Directors (6.5).

#### **7.5 Investment of Property and Standard of Care**

If the Board is required to invest funds on behalf of the Society, the Board may invest the property of the Society in any form of property or security in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Society.

### **8. PROCEEDINGS OF THE BOARD**

#### **8.1 Board Meetings**

The Board shall hold a meeting not less than four (4) times per calendar year.

Meetings of the Board may be held at any time and place determined by the Board, and may include regularly scheduled meetings or ad hoc meetings, as may be necessary.

A Board meeting may be called by the President or by any two other Directors.

#### **8.2 Notice of Board Meetings**

At least two (2) days' notice of a Board meeting must be given unless all the Directors agree to a shorter notice period.

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

#### **8.3 Conduct of Board Meetings**

The Directors may regulate their meetings and proceedings as they think fit.

#### **8.4 Attendance at Board Meetings**

Every Director is entitled to attend each meeting of the Board. The Executive Director is also entitled to attend meetings of the Board as a non-voting advisor, provided that the President may require that the Executive Director be absent from a meeting of the Board or portion thereof.

No other Person is entitled to attend meetings of the Board, but the Board may invite any Person to attend one or more meetings of the Board as non-voting advisors, observers or guests.

## 8.5 Participation by Electronic Means

The Board may determine, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means, so as to allow some or all parties to participate in the meeting remotely.

Where a meeting of the Board is conducted by Electronic Means, the Society must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting.

## 8.6 Quorum

Quorum for a meeting of the Board will be a majority of the number of Directors in office at the time.

## 8.7 Director Conflict of Interest

A Director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Society, or a matter for consideration by the Directors:

- (a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
- (b) will disclose fully and promptly the nature and extent of his or her interest in the contract, transaction or matter;
- (c) is not entitled to vote on the contract, transaction or matter;
- (d) will absent him or herself from the meeting or portion thereof:
  - (i) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
  - (ii) in any case, during the vote on the contract, transaction or matter; and
- (e) refrain from any action intended to influence the discussion or vote.

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

## 8.8 Chair to Determine Procedure

In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a meeting of the Board, the Person presiding as chair will have the authority to interpret and apply such rules of order as the meeting has adopted and determine matters in accordance with the *Societies Act* and these Bylaws.

# 9. DECISION MAKING AT BOARD MEETINGS

## 9.1 Resolution in Writing

A Board Resolution may be in two or more counterparts, which together will be deemed to constitute one resolution in writing. Such resolution will be filed with minutes of the proceedings of the Board and will be



deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

## 9.2 Procedure for Voting

Except where expressly provided for in these Bylaws, voting on matters at a meeting of the Board may occur by any one or more of the following mechanisms, in the discretion of the President:

- (a) by show of hands;
- (b) by ballot vote;
- (c) by roll call vote; or
- (d) by Electronic Means.

On the request of any one (1) of more Directors, a vote will be conducted by written ballot or other means whereby the tallied votes can be presented anonymously, in such a way as to be impossible for the assembly to identify how a given Member voted.

## 10. OFFICERS

### 10.1 Election or Appointment of Officers

At the first meeting following each annual general meeting, Directors must be elected or appointed to the following offices for a term of one (1) or two (2) years, and a Director, other than the President, may hold more than one position:

- (a) Vice-President
- (b) Secretary
- (c) Treasurer
- (d) Past-president (if any).

### 10.2 Removal of Officers

A Person may be removed as an officer by Board Resolution.

A director subject to a vote for removal must be given at least seven (7) days written notice of the meeting at which the vote is to occur and a brief description of the reasons. He or she will be given the opportunity to defend in person or by agent prior to the vote being taken at the meeting.

### 10.3 Replacement

Should the President or any other officer for any reason be unable to complete his or her term, the Board will remove such officer from his or her office and will elect a replacement without delay.

#### 10.4 **Duties of President**

The President will supervise the other Directors in the execution of their duties and will preside at all meetings of the Society and of the Board. The President prepares the agenda for all meeting of the Board in collaboration with the Executive Director, reports to the membership and ensures that the Board develops policy as needed and that time is spent on planning. The president also serves as ex officio member of all committees.

#### 10.5 **Duties of Vice-President**

The Vice-President will assist the President in the performance of his or her duties and will, in the absence of the President, perform those duties. The Vice-President will also perform such additional duties as may be assigned by the Board.

#### 10.6 **Duties of Past-President**

The Past-president will assist the President in the performance of his or her duties and will, in the absence of the President and Vice-President, perform those duties. The Past-President will also perform such additional duties as may be assigned by the Board.

#### 10.7 **Duties of Secretary**

The Secretary will be responsible for making the necessary arrangements for:

- (a) Issuing notice of meetings of the Society and the Board;
- (b) taking minutes of all meetings of the Society and the Board;
- (c) custody of all records and documents of the Society, except those required to be kept by the treasurer;
- (d) maintenance of the register of Members;
- (e) conduct of the correspondence of the Society; and
- (f) filing the annual report of the Society and making any other filings with the registrar under the Act.

#### 10.8 **Duties of Treasurer**

The Treasurer will be responsible for making the necessary arrangements for:

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

The Treasurer will present an annual budget, developed in collaboration with the Executive Director, to the Board of Directors and monitor budgetary and financial performance of the Society and regularly report on such to the Board of Directors.

## **10.9 Absence of Secretary at Meeting**

If the Secretary is absent from any meeting of the Society or the Board, the Directors present will appoint another person to act as secretary at that meeting.

## **11. COMMITTEES**

### **11.1 Creation and Delegation to 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.

The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors as it thinks fit.

### **11.2 Terms of Reference and Rules**

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 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.

### **11.3 Dissolution of Committee**

The Board may dissolve a committee by Board Resolution.

### **11.4 Executive Committee**

The Society may have an executive committee, composed of the President, the past-president, the Vice-President(s), the Secretary and Treasurer, as well as such other officers and Directors as may be appointed by the Board. The Executive Director will be a non-voting advisor to the executive committee. The duties and powers of the executive committee will be set out in terms of reference to be adopted by Board Resolution.

## **12. EXECUTION OF INSTRUMENTS**

### **12.1 Execution of Instruments**

Contracts, documents or instruments in writing requiring the signature of the Society may be signed as follows:

- (a) by the President together with the Executive Director, or
- (b) in the event that the President is unable to provide a signature, by any Officer together with the Executive Director, or
- (c) in the event that Executive Director is unable to provide a signature, by President and any Director,

and all contracts, documents and instruments in writing so signed will be binding upon the Society without any further authorization or formality.

The Board will have power from time to time by Board Resolution to appoint any officer or officers, or any Person or Persons, on behalf of the Society either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

#### **12.2 Signing Officers**

The Board will, from time to time by Board Resolution, appoint signing officers who shall be authorized to sign cheques and all banking documents on behalf of the Society.

### **13. AUDITOR**

#### **13.1 Requirement**

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

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

in which case the Society will appoint an auditor qualified in accordance with Part 9 of the *Societies Act* and these Bylaws.

### **14. NOTICES**

#### **14.1 Method of Giving Notice**

Except where otherwise specified in these bylaws, a notice may be given to a Member or a Director either personally, by delivery, courier or by mail posted to such Person's Registered Address, or, where the member has provided a fax number or electronic mail address, by fax or electronic mail, respectively.

#### **14.2 When Notice Deemed to have been Received**

A notice sent by mail will be deemed to have been given on the 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. MISCELLANEOUS**

### **15.1 Inspection of Records**

The documents and records of the Society, including the financial and accounting records and the minutes of general meetings, committee meetings and meetings of the Board, will be open to the inspection of any Director at reasonable times and on reasonable notice.

A Member in good standing is entitled, upon providing not less than fourteen (14) days' notice in writing to the Society, to inspect any of the following documents and records of the Society at the Address of the Society during the Society's normal business hours:

- (a) certified copies of the Constitution and these Bylaws, and any amendments thereto;
- (b) the statement of directors and registered office of the Society;
- (c) minutes of any general meeting, including the text of each resolution passed at the meeting;
- (d) resolutions of the Members in writing, if any;
- (e) annual financial statements relating to a past fiscal year that have been received by the Members in a general meeting;
- (f) the register of Directors;
- (g) the register of Members, subject to any restrictions the Directors may deem necessary to prevent harm to the Society or to the interests of one or more of its members, and in accordance with the Act;
- (h) the Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;
- (i) copies of orders made by a court, tribunal or government body in respect of the Society;
- (j) the written consents of Directors to act as such and the written resignations of Directors; and
- (k) the disclosure of a Director or of a senior manager regarding a conflict of interest.

Except as expressly provided by statute or at law, a Member will not be entitled or have the right to examine or inspect any other document or record of the Society. However, subject to such policies as the Board may establish, a Member in good standing may request in writing to the Board to examine any other document or record of the Society and the Board may, allow the Member to examine the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

Copies of documents to which a Member is allowed to inspect may be provided on request by the Member for a fee to be determined by the Board, provided such fee does not exceed the limits prescribed by the *Societies Act*.

### **15.2 Dissolution**

Upon winding up or dissolution of the Society, the assets remaining after the payment of all costs, charges and expenses properly incurred in the winding up, including the remuneration of a liquidator, and after payment to

employees of the Society of any arrears of salaries or wages, and after payment of any other debts of the Society, shall be distributed to a charitable organization (or organizations) in Canada, registered under the provisions of the Income Tax Act, which shall be designated by the Board of Directors.

### **15.3 Right to become Member of other Society**

The Society will have the right to subscribe to, become a member of, and cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Society's purposes.

## **16. INDEMNIFICATION**

### **16.1 Indemnification of Directors and Eligible Parties**

To the extent permitted by the Societies Act, each Director and eligible party (as defined by the Societies Act) will be indemnified by the Society against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Person by reason of his or her holding or having held authority within the Society:

- (a) is or may be joined as a party to such legal proceeding or investigative action; or
- (b) is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

### **16.2 Purchase of Insurance**

The Society 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.

## **17. BYLAWS**

### **17.1 Entitlement of Members to copy of Constitution and Bylaws**

On being admitted to membership, each Member is entitled to, and upon request the Board will provide him or her with, a copy of the Constitution and Bylaws of the Society.

### **17.2 Special Resolution required to Alter or Add to Bylaws**

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

### **17.3 Effective Date of Alteration**

Any alteration to the Bylaws or Constitution will take effect on the date the alteration application is filed with the Registrar in accordance with the *Societies Act*.