



INTREPID THEATRE COMPANY SOCIETY

BYLAWS

CONTENTS

SECTION 1. PREAMBLE.....	6
1.1 PURPOSE.....	6
1.2 AFFILIATION.....	6
1.3 INCORPORATION.....	6
1.4 LEGISLATION.....	6
SECTION 2. INTERPRETATION	6
2.1 DEFINITIONS.....	6
2.2 GRAMMAR	9
2.3 PROCEDURES.....	9
SECTION 3. MEMBERSHIP.....	10
3.1 MEMBERSHIP	10
3.1.1 Membership Criteria	10
3.1.2 Member Obligations	10
3.1.3 Member Liabilities	10
3.2 INDIVIDUAL VOTING MEMBERS	10
3.2.1 Voting member qualifications	10
3.2.2 Membership process	10
3.2.3 Individual Voting Member Rights.....	11
3.3 HONOURARY MEMBERS	11
3.3.1 Honourary Member qualifications.....	11
3.3.2 Honourary Member rights.....	12
3.3.3 Honourary Member obligations	12
3.4 APPLICATION FOR MEMBERSHIP	12
3.5 MEMBERSHIP DUES	13
3.6 DURATION OF MEMBERSHIP.....	13
3.6.1 Suspending a member.....	13
3.6.2 Expelling a member.....	14
3.6.3 Required action by the Board.....	14
3.6.4 Required action by the Member proposed for expulsion.....	14
3.6.5 Expulsion decision.....	15
3.7 TERMINATION OF MEMBERSHIP.....	15
3.8 MEMBER RESIGNATION.....	15
SECTION 4. MEETINGS OF MEMBERS.....	15
4.1 GENERAL MEETINGS	15
4.2 CALLING GENERAL MEETINGS	16
4.2.1 Required action by the Board.....	16
4.2.2 Member rights and waivers	16
4.3 QUORUM FOR GENERAL MEETINGS	16
4.3.1 Quorum	16
4.3.2 No quorum.....	17
4.4 ORDER OF BUSINESS AT GENERAL MEETINGS:.....	17
4.4.1 Chairing a general meeting	17
4.4.2 Participating in general meetings	18
4.4.3 Member proposals.....	18
4.4.4 Voting at a general meeting	18

4.4.5	Voting by proxy.....	19
4.4.6	Voting results.....	19
4.5	ADJOURNING A GENERAL MEETING	20
4.5.1	Changes approved at a general meeting	20
4.6	ANNUAL GENERAL MEETINGS	20
4.6.1	Timing of the annual general meeting	20
4.6.2	Order of business at an annual general meeting	20
4.6.3	Requesting items for inclusion on the annual general meeting agenda.....	21
4.6.4	Adjourning an annual general meeting.....	21
4.6.5	Business at adjourned annual general meeting	21
4.7	SPECIAL GENERAL MEETINGS.....	22
4.7.1	Called by the Board.....	22
4.7.2	Requisitioned by members.....	22
4.7.3	Ordered by the court	22
4.7.4	Order of business at a special general meeting	23
SECTION 5.	BOARD OF DIRECTORS.....	23
5.1	BOARD POWERS.....	23
5.2	BOARD DUTIES	23
5.2.1	Validity of acts	24
5.2.2	Delegation	24
5.3	BOARD COMPOSITION	24
5.4	COMMITTEES OF THE BOARD	24
5.4.1	Establishing committees.....	24
5.4.2	Standing Committees.....	25
5.4.3	<i>Ad Hoc</i> Committees	25
5.5	PROCEEDINGS OF THE BOARD	25
5.5.1	Board Meetings	25
5.5.2	Calling a meeting.....	26
5.5.3	Meeting notice	26
5.5.4	Chairing the meeting	27
5.5.5	Passing of resolutions without a meeting	27
5.5.6	Members participating in a Board meeting.....	27
5.5.7	Directors voting at a Board meeting.....	27
5.5.8	Passing of resolutions at a Board meeting.....	27
5.5.9	Voting procedures at a Board meeting.....	28
SECTION 6.	DIRECTORS.....	28
6.1	DIRECTOR DUTIES	28
6.2	FIDUCIARY EXPECTATIONS	28
6.3	CONFLICT OF INTEREST	29
6.3.1	Disclosure of a material conflict of interest.....	29
6.3.2	Determination of a material conflict of interest	29
6.3.3	Records of material conflicts of interest	30
6.4	ELECTION OF DIRECTORS.....	30
6.4.1	Positions for election	30
6.4.2	Recruitment for directors.....	30
6.4.3	Election of directors.....	30
6.5	APPOINTMENT OF DIRECTORS	30
6.5.1	Appointment to fill a vacancy.....	30
6.6	QUALIFICATIONS	31

6.6.1	Director qualifications	31
6.6.2	Director resignation	31
6.7	DIRECTORS' TERMS OF OFFICE	31
6.7.1	Elected directors.....	31
6.7.2	Appointed directors	32
6.8	RESIGNATION OF A DIRECTOR	32
6.8.1	Resignation Process	32
6.8.2	Deemed resignation of a director	32
6.9	REMOVAL OF A DIRECTOR	32
6.9.1	Required action by the Board	33
6.9.2	Required action by the director proposed for removal	33
6.9.3	Removal decision	33
6.10	PROTECTION OF DIRECTORS	33
6.10.1	Liability of directors.....	33
6.10.2	Insurance.....	34
6.10.3	Indemnification	34
6.11	REMUNERATION	34
SECTION 7.	OFFICERS.....	34
7.1	OFFICER POSITIONS.....	34
7.2	OFFICERS' DUTIES	34
7.2.1	President(s).....	34
7.2.2	Vice-President	35
7.2.3	Board Secretary	35
7.2.4	Treasurer.....	35
7.3	RESIGNATION OF AN OFFICER.....	36
7.4	REMOVAL OF AN OFFICER	36
SECTION 8.	SOCIETY ADMINISTRATION	36
8.1	SENIOR MANAGER.....	36
8.2	DELEGATED DUTIES	37
SECTION 9.	FINANCE	37
9.1	FINANCIAL YEAR.....	37
9.2	BANKING	37
9.3	PAYMENT FROM ACCOUNTS	37
9.4	BORROWING POWERS.....	38
9.5	FINANCIAL STATEMENTS	38
9.6	AUDIT OF ACCOUNTS.....	38
9.6.1	Appointment of the auditor	38
9.6.2	Qualifications of the auditor.....	38
9.6.3	Removal of the auditor	39
9.6.4	Rights of the auditor facing removal.....	39
9.6.5	Responsibilities of the Society regarding the audit.....	39
9.6.6	Responsibilities of the auditor	39
SECTION 10.	SOCIETY RECORDS	40
10.1	RECORDS TO BE KEPT	40
10.1.1	Foundational records.....	40
10.1.2	Operational records.....	41

10.2	DISPOSAL OF RECORDS	41
10.3	LOCATION OF RECORDS	41
10.4	MAINTENANCE OF RECORDS	41
10.5	INSPECTION OF RECORDS.....	41
10.5.1	Directors	41
10.5.2	Members	42
10.5.3	Public.....	42
10.6	ACCESS TO THE RECORDS	42
10.6.1	Access by members	42
10.6.2	Society's duty to provide records	42
10.6.3	Board discretion on access to records	43
10.6.4	Required actions by the Society	43
10.7	INSPECTION OF REGISTERS	43
10.7.1	Register of members	43
10.7.2	Application to inspect the Register of Members	43
10.7.3	Register of directors	44
10.8	COPIES OF RECORDS	44
10.9	SENDING AND RECEIVING RECORDS	44
10.9.1	Sending records	44
10.9.2	Receiving records.....	44
10.9.3	Records served	44
SECTION 11.	SEAL	44
11.1	REQUIREMENT FOR A SEAL	44
SECTION 12.	CHANGES TO THE CONSTITUTION OR BYLAWS.....	44
SECTION 13.	DISSOLUTION OF THE SOCIETY	45
13.1	DISSOLUTION	45

SECTION 1. PREAMBLE

1.1 PURPOSE

The Society's purpose is stated in the Constitution. It is to "educate and enhance the public's awareness and aesthetic appreciation of contemporary and progressive styles and themes of modern theatre".

The Society achieves this by:

- (a) encouraging, developing, and producing new and/or experimental works for public performance;
- (b) coordinating and producing an annual public Fringe Theatre Festival in Victoria.

1.2 AFFILIATION

Canadian Association of Fringe Festivals.

1.3 INCORPORATION

The Society was incorporated in November 1986, under the *Societies Act* as The Intrepid Theatre Society Company.

1.4 LEGISLATION

The Society's actions are governed by the *Societies Act* and Regulations or any other act or regulations that may replace that legislation.

If there is a conflict between these bylaws and the legislation, the legislation prevails.

SECTION 2. INTERPRETATION

2.1 DEFINITIONS

"Act" see "*Societies Act*" below.

"Ad hoc committee (of the Board)" means a committee established by the Board to carry out a task or investigate a specific issue over a specified period.

"Annual General Meeting" (AGM) means the meeting of the members that the Society is required to convene each year.

"Annual Report" means the report that must be filed with the Registrar within 30 days of the AGM.

"Auditor" means an independent person or company qualified to conduct an audit or review of the society's financial statements.

"Audit report" means the report of a review or audit conducted by an appointed auditor.

"Board" means the Board of Directors as appointed or elected in accordance with Section 5, Directors.

"Board report" or "Directors' report" means the report given by the President at the AGM on behalf of the Board that provides accountability on the activities of the past year and that may reflect on what is anticipated in the next year.

"Board Resolution" means a resolution:

- (a) passed by a simple majority of the directors at a board meeting; or
- (b) consented to in writing by a simple majority of the directors who would have been entitled to vote at a Board meeting.

"Bylaws" means these Bylaws and any changes that are approved by the members and registered on the system operated by the Registrar for British Columbia.

"Conflict of interest" see Material Conflict of Interest below.

"Consent Resolution" means a resolution that is sent in writing to all directors and is consented to (approved in a vote) in writing, in counterpart, by simple majority of the directors.

"Constitution" means the constitution filed with the Registrar and any changes that are approved by the members and the Registrar.

"Counterpart" means one of more copies of a document that are signed and then considered as though they were one document.

"Court" means the Supreme Court of British Columbia.

"Director" means a person who is elected or appointed in accordance with Section 5, Directors.

"Fund(s)" means the monies administered by the Society.

"General Meeting" means a meeting of the members as described in Section 4, Meetings of Members.

"Honourary Member" means a person who has been appointed by the Board as an honorary member

"In good standing" means a member who has met all their legal obligations under the Act and these Bylaws.

"In person" means that the member is in the room where the meeting is being held or is connected to the meeting in such a way that they can take all actions, including voting, as if they were in the room.

"In writing" means a hard copy (paper) document or soft copy file or text that is sent electronically (including email).

"Mailing address" means the registered office mailing address as set out in the Society's statement of directors and registered office.

"Material conflict of interest" means in the context of:

- (a) discussing an issue, information that could alter the discussion and / or the decision;
- (b) accounting records, information that could alter the financial statements such that a reasonable person might notice the difference;
- (c) preparing a review of the financial position, information that could noticeably alter the report on the Society's financial position and / or the results of its operations;
- (d) conflict of interest for a director, the situation where it could be difficult for a director to separate the interests of the Society and their own in order to objectively consider the issue and vote in the best interest of the Society; and
- (e) disclosure of a direct or indirect interest in a contract, transaction or matter, information that could affect the approval or rejection of a contract, transaction or matter.

"Member" means the person whose application for membership has completed the application process and either paid the required dues or completed three voluntary shifts.

"Member in good standing" means a member who has complied with Member Obligations.

"Member with voting rights" means a person that has been approved as a Voting Class Member OR an Honourary Member

"Officer" means a director who, following the Annual General Meeting, is elected by the Board to be the President, Vice-President, Treasurer or Secretary.

"Ordinary Resolution" means a resolution that is consented to by a simple majority of the members with voting rights.

"Quorum" means the minimum number of members required to transact business at a general meeting (or the minimum number of directors required to transact business at a board meeting).

"Register of Directors" means the list of the directors including only their names and contact information.

"Register of Members" means the list of members, by class of members, containing only the members' names and contact information.

"Registrar" means the Registrar of Companies of the Province of British Columbia.

"Senior Manager" means the person or persons engaged by the Board to be responsible for the operations of the Society. These persons may be known by any other title approved by the Board.

"Simple majority" means 50% plus one of those entitled to vote at the meeting.

"Society" means Intrepid Theatre Company Society.

"Societies Act" means the *Societies Act* [SBC 2015] Chapter 18 as it may be changed or any act that replaces that Act.

"Special Business" means:

- (a) any business conducted at a special general meeting as outlined in the notice calling the meeting; and
- (b) any business conducted at an annual general meeting except adopting the rules of order, considering the financial statements, hearing the Board report, hearing the auditor's report (if any), electing directors, and appointing an auditor (if required).

"Special General Meeting" means a meeting of the members of the Society that is called between Annual General Meetings in order to deal with urgent matters that require the members' approval

"Special Resolution" means a resolution that:

- (a) is passed at a general meeting by at least 2/3 of the votes cast in accordance with section 4.4.4 Voting at a General Meeting; or
- (b) is consented to in writing by 2/3 of the members with voting rights.

"Standing Committee (of the Board)" means a permanent committee established in the Bylaws responsible for specified duties and that meets on a regular basis.

"Statement of directors and registered office" means the statement filed with the Registrar that sets out:

- (a) the directors' full names and addresses; and
- (b) the Society's delivery address and mailing address.

Other words that are defined in the *Societies Act* have the same meaning in these Bylaws as set out in the Act.

2.2 GRAMMAR

If a word is used in the singular, where it makes sense, it also means the plural.

2.3 PROCEDURES

Any procedures not covered in the legislation, regulations or these Bylaws are governed by Robert's Rules as these apply to small organizations, by sound governance practices, and by any policies and procedures approved by the Board.

FOR APPROVAL

SECTION 3. MEMBERSHIP

3.1 MEMBERSHIP

There are two classes of members:

- (a) Voting Members; and
- (b) Honourary Members

3.1.1 Membership Criteria

The Board may from time to time:

- (a) set and amend criteria, categories and subcategories for membership;
- (b) set the grounds for approving, suspending and revoking membership; and
- (c) determine membership benefits, privileges and services

3.1.2 Member Obligations

All members must:

- (a) uphold the Constitution and comply with these Bylaws;
- (b) accept and agree to be bound by any decision made in accordance with the Constitution or these Bylaws;
- (c) observe and be bound by a code of ethics and any standards of practice as may be approved by the membership; and
- (d) pay dues, subscriptions and assessments levied in accordance with these Bylaws and financial policies.

3.1.3 Member Liabilities

Members are not liable for the Society's debts, liabilities or the consequences of any decisions made by the Board.

3.2 INDIVIDUAL VOTING MEMBERS

3.2.1 Voting member qualifications

To be a voting member of the Society, a person must:

- (a) be 18 years of age;
- (b) be a resident of the Capital Regional District, British Columbia; and
- (c) a minimum of **30** days in advance of the annual general meeting, have applied for Membership in section 3.2.2 and either paid an amount equal to the annual membership dues or completed a minimum of three volunteers shifts in a single fiscal year.

3.2.2 Membership process

- (a) Any individual that makes a cumulative donation that meets or exceeds the annual membership dues, or that completes a minimum of three volunteer shifts, as defined in the Society operations manual, within a single fiscal year is eligible to become a Member of the Intrepid Theatre Company Society.
- (b) Membership under section 3.2.1 is not automatic and requires an expression of interest. This may be demonstrated by submitting a written or electronic request to Intrepid Theatre Company Society, or by performing certain actions such as making a donation equal to or greater than the annual dues or completing the required volunteer shifts, provided the individual has not expressly declined membership at the time of doing so.

3.2.3 Individual Voting Member Rights

Except as set out below, Individual Voting Members have the right to:

- (a) cast only one vote;
- (b) participate in and vote at general meetings;
- (c) nominate members in good standing to serve as directors on the Board in accordance with section 6.4.2 Recruitment for directors;
- (d) stand for election to be a director in accordance with section 6.4.3 Election of directors;
- (e) be appointed as a Board director in accordance with section 6.5 Appointment of directors;
- (f) be appointed to serve on a committee of the Board;
- (g) attend Board meetings but may only speak if recognized by the Chair;
- (h) address the Board with permission of the Chair;
- (i) requisition a general meeting in accordance with section 4.7.2 Requisitioned by members;
- (j) submit a Member Proposal in accordance with section 4.4.3 Member proposals;
- (k) review the Society's documents after giving reasonable notice;
- (l) have access to the Constitution and Bylaws; and
- (m) have access to the latest financial statements and associated review reports (if applicable).

Individual Voting Members under age 18 may not serve on the Board and may not be a proxy holder.

3.3 HONOURARY MEMBERS

3.3.1 Honourary Member qualifications

The Board:

- (a) may confer honorary membership to recognize exceptional contribution(s) to the Society;
- (b) may confer the honour on past and current Members;
- (c) may approve benefits specific to Honourary Members; and

- (d) may rescind the Honourary Membership if, in the sole opinion of the Board, the honouree has failed to meet the obligations set out in section 3.3.3, Honourary Member obligations.

3.3.2 Honourary Member rights

- (a) Honourary Members who are also members in good standing:
- (i) retain all their rights and responsibilities as members; and
 - (ii) gain any benefits and services they enjoy as Honourary Members.
- (b) All Honourary Members have the right to:
- (i) attend and speak at general meetings;
 - (ii) be appointed to serve on a committee of the Board;
 - (iii) attend Board meetings but may only speak if recognized by the Chair;
 - (iv) address the Board with permission of the Chair;
 - (v) review the Society's documents after giving reasonable notice;
 - (vi) have access to the Constitution and Bylaws; and
 - (vii) have access to the latest financial statements and associated review reports (if applicable).

3.3.3 Honourary Member obligations

The Honourary Member will:

- (a) act in a manner that supports the Society's purpose;
- (b) act in a manner consistent with the Society's code of conduct and standards of practice; and
- (c) not act in a manner that the Board considers may harm the Society or bring it into disrepute.

Honourary Members are not required to pay dues; and are not liable for the Society's debts, liabilities or the consequences of any decisions made by the Board.

3.4 APPLICATION FOR MEMBERSHIP

- (a) The Board may delegate the administration of the application process to the senior manager.
- (b) An individual becomes a member when they have paid an amount at least equivalent to the required dues, or completed a minimum of three volunteer shifts in a single fiscal year, and have expressed their interest in becoming a member.
- (c) An individual who has completed this process is considered to be a continuing member if they pay an amount equivalent to the required dues, or complete the minimum number of volunteer shifts for the upcoming year.

3.5 MEMBERSHIP DUES

- (d) The Board: will recommend any proposed change of the membership dues to the members for their consideration at the Annual General Meeting; and
- (e) may waive, adjust the amount or alter the payment schedule for the dues on a case-by-case basis.

Members with voting rights will vote, at the Annual General Meeting, to set the membership dues for the next year.

3.6 DURATION OF MEMBERSHIP

- (a) The membership period begins:
 - (i) for Honourary Membership, when the honour is conferred; and
 - (ii) for all other classes of members, on the later of the date the individual indicates their desire to be a member and fulfills the criteria for membership set out in section 3.2.1 (i.e. donation at least equivalent to membership dues or completion of volunteer shifts)
 - (iii) is renewed for all classes of members required to pay dues, with the payment, with the payment of an amount at least equivalent to the required dues or completion of the minimum number of volunteer shifts for the upcoming year;
- (b) The membership period ends for Honourary Members:
 - (i) on a date set by the Board;
 - (ii) on an occasion set by the Board; or
 - (iii) when the Honourary Member dies;
- (c) The membership period ends for all other members:
 - (i) when they fail to renew their membership;
 - (ii) when the member resigns their membership, including if the member is deemed to have resigned under these Bylaws;
 - (iii) if the member is expelled from the Society; or
 - (iv) when the member dies.

3.6.1 Suspending a member

- (a) The Board may:
 - (i) suspend the membership of any member who is not in good standing with the Society;
 - (ii) suspend the membership of any member whose conduct the Board considers is or could be harmful to the Society in the sole judgment of the Board; and
 - (iii) reinstate the member when all arrears have been paid in full and if all outstanding issues have been resolved to the satisfaction of the Board.
- (b) The Board must give the member:
 - (i) not less than 14 calendar days' written notice of the time and place of the Board meeting at which the vote to suspend the membership is to be taken;

- (ii) the reason(s) for the proposed suspension; and
- (iii) the opportunity to speak at the Board meeting and / or provide a written submission of no more than **500** words before the Board votes on the resolution.
- (c) The Member proposed for suspension:
 - (iv) must notify the Secretary at least **five business days** before the meeting if they wish to address the Board;
 - (v) must provide any written submission at least **five business days** before the meeting;
 - (vi) may present a written statement (not to exceed **500** words);
 - (vii) may address the meeting for no longer than 10 minutes; and
 - (viii) may not be present during the discussion or vote.

3.6.2 Expelling a member

A minimum of 10% of the Voting Class Members may request the expulsion of a Member by providing to the Board written notice of the proposed resolution for expulsion and the rationale for the request, if:

- (a) they consider that the Member's conduct is or could be harmful to the Society in their sole judgment;
- (b) the Member has willfully and knowingly committed a breach of the Bylaws; or
- (c) the member has knowingly contravened a policy approved by the Board.

3.6.3 Required action by the Board

The Board must:

- (a) call a special general meeting to consider the proposed expulsion;
- (b) notify the member in writing of the proposed expulsion;
- (c) provide the member the reason(s) for the proposed expulsion;
- (d) inform the member proposed for expulsion of their right to address the members in person and / or through a written statement (not to exceed 500 words);
- (e) give the member a reasonable opportunity to make representations to the society at the special general meeting; and
- (f) state the time and place of the special general meeting and deliver notice of the special general meeting not less than 14 calendar days before the meeting at which the vote is to be taken.

3.6.4 Required action by the Member proposed for expulsion

The member proposed for expulsion:

- (a) must notify the Secretary at least **five business days** before the meeting if they wish to address the membership;
- (b) must provide any written submission at least **five business days** before the meeting;

- (c) may present a written statement (not to exceed **500** words);
- (d) may address the meeting for no longer than **10** minutes; and
- (e) may not be present during the discussion or vote.

3.6.5 Expulsion decision

The decision to expel a member requires a special resolution.

At a special general meeting, the Members will vote by ballot on a special resolution to expel the member.

3.7 TERMINATION OF MEMBERSHIP

(a) Membership ends when:

- (i) the member resigns in writing;
- (ii) the member is deemed to have resigned;
- (iii) the membership period ends;
- (iv) the member dies in the case of an individual;
- (v) the member is expelled.

(b) The former member:

- (i) will not be refunded any part of any dues that have been paid; and
- (ii) must pay all moneys owed to the Society.

3.8 MEMBER RESIGNATION

A member:

- (a) may resign by giving written notice to the Secretary;
- (b) may specify when the resignation is to take effect; and
- (c) is liable for any money owing to the Society.

The Board may deem a member to have resigned if the member has not paid an amount at least equivalent to the required dues, or completed the minimum number of volunteer shifts, **30 days** prior to the Annual General Meeting.

SECTION 4. MEETINGS OF MEMBERS

4.1 GENERAL MEETINGS

- (a) General Meetings must be held in the **Capital Regional District** at a location selected by the Board.

- (b) There are two types of General Meetings: the annual general meeting and special general meetings.

4.2 CALLING GENERAL MEETINGS

4.2.1 Required action by the Board

The Board must:

- (a) provide written notice calling a general meeting;
- (b) give not less than **14** days' notice in advance of a general meeting;
- (c) give no more than **60** days' notice in advance of the general meeting;
- (d) select a place within the Capital Regional District for the meeting;
- (e) state the date, time, place and reason for the meeting in the notice;
- (f) if the meeting is an electronic meeting, give instructions for attending, participating, and if applicable, voting at the meeting;
- (g) attach the agenda of the business to be transacted in the notice:
 - (i) include the text of any motions requiring special resolutions;
- (h) attach background information on all motions;
- (i) if the society has fewer than 100 members:
 - (i) send the notice to the members' email address for those members who have provided that address in the member register;
- (j) if the society has more than 100 members:
 - (i) send the notice to the members by email;
 - (ii) post the notice on the Society's website for at least 21 calendar days before the meeting.
- (k) The notice must be available to all members but if by mistake a member does not receive the notice, the meeting can be held and the proceedings at the meeting are valid.

4.2.2 Member rights and waivers

A member:

- (a) may waive their entitlement to be notified of a general meeting; and
- (b) is deemed to have waived entitlement to notification if the member is present at the meeting, unless they are present to object that the meeting is not called lawfully.

4.3 QUORUM FOR GENERAL MEETINGS

4.3.1 Quorum

Quorum:

- (a) must be at least **three (3)** members in good standing who are not employees of the Society and who are either present in person or have voted in advance of the meeting;
- (b) must be present or have voted in advance for the proceedings of a general meeting to be valid;
- (c) is not needed to elect a chair, or to adjourn a meeting, or end a general meeting; and
- (d) is needed for all other business.

4.3.2 No quorum

If there is no quorum:

- (a) within **15** minutes from the time the meeting was set to start, the meeting:
 - (i) stands adjourned until the same day in the next week, at the same time unless otherwise advised; and
 - (ii) the voting Members present will constitute quorum for that meeting
- (b) during a general meeting:
 - (iii) business in progress is suspended until quorum is again present;
 - (iv) after **15** minutes, the meeting is terminated if it was requisitioned; or
 - (v) after 15 minutes, the meeting stands adjourned to be called for the same day in the next week, at the same time and in the same place unless otherwise advised.

4.4 ORDER OF BUSINESS AT GENERAL MEETINGS:

The order of business at a general meeting called by the Board is:

- (a) electing the chair if necessary;
- (b) determining that there is a quorum;
- (c) confirming the meeting will be conducted using Roberts Rules of Order;
- (d) confirming that the agenda will be as stated in the notice calling the meeting;
- (e) dealing with the special business; and
- (f) adjourning the meeting.

4.4.1 Chairing a general meeting

- (a) The President will chair the general meetings.
- (b) If the President is unable to preside or is not present within **15** minutes of the start time in the notice, the meeting will be chaired by:
 - (i) the Vice-President;
 - (ii) a director if the Vice-President is unable to preside; or
 - (iii) if none of these is available within 15 minutes of the time set for the meeting, the members present will elect a member to preside.

4.4.2 Participating in general meetings

(a) All Members:

- (i) have the right to attend all general meetings; and
- (ii) may participate in the proceedings.

(b) All Voting Class Members may also vote on all matters if the member is in good standing.

(c) Members may participate in a general meeting:

- (i) in person;
- (ii) by telephone; or
- (iii) using any electronic communication medium as long as all meeting participants are able to communicate with each other.

4.4.3 Member proposals

Voting Class Members may propose items to be included in the agenda for an annual general meeting.

(a) The proposal must:

- (i) be submitted by a **minimum of three** of Voting Class Members;
- (ii) include one statement in support of the proposal to be included in the meeting notice
- (iii) include a description on the proposal that together with the statement for the notice does not exceed **500** words; and
- (iv) not be substantially the same as a proposal considered at a general meeting in either of the two previous calendar years.

(b) The Board must:

- (i) include the proposal in the notice calling the annual general meeting if it receives the proposal at least seven days before the notice is sent;
- (ii) must state the proposal, the names of the members submitting the proposal, and one statement from the proposers in support of the proposal;
- (iii) must distribute the proposal in advance of the meeting such that members who will vote in advance have sufficient time to do so; and
- (iv) may decline the proposal if it is substantially the same as a proposal considered at the annual general meeting in the previous two years.

4.4.4 Voting at a general meeting

(a) Each Voting Class Member in good standing:

- (i) is entitled to one vote;

- (ii) may vote in person, by email, or mail in advance of the meeting, or by proxy if permitted in the Bylaws.

(b) Members who are in attendance at the meeting:

- (i) may participate in accordance with section 4.4.4a.
- (ii) may vote by show of hands, oral vote or any other method at the meeting as long as the voters' intent is clear;
- (iii) by ballot at the meeting:
 - (i) if the motion is with respect to an identifiable company or individual;
 - (ii) before or after a vote conducted as in (a) above, if the members present at the meeting vote by simple majority in favour of a ballot; or
 - (iii) at the direction of the chair.

(c) Members who vote in advance of a general meeting:

- (i) may vote on some or all of the motions being proposed;
- (ii) must ensure that the Secretary receives their vote(s) **at least 48 hours** before the meeting; and
- (iii) are aware that minor changes may be made to motions at the meeting.

(d) Members will refer all matters back to the Board for further consideration

- (i) when, at a meeting, substantive changes are proposed to motions
- (ii) the Board will inform members of the results of their deliberations; and
- (iii) may bring the matter back to the members at a future general meeting.

4.4.5 Voting by proxy

A Member who chooses to vote by proxy:

- (a) must put the proxy in writing;
- (b) permits the proxy holder to take any action the proxy giver is entitled to take unless proxy giver states limitations in the proxy;
- (c) may give the proxy to a member of the society who is in good standing and who is aged **18 years or over**; and
- (d) may revoke the proxy at any time.

4.4.6 Voting results

(a) If a vote does not have the majority required:

- (i) the chair does not have a second or casting vote; and
- (ii) the proposed resolution does not pass.

- (b) The President must announce the outcome of each vote.
- (c) The Secretary will record the motion and results in the minutes of the meeting.

4.5 ADJOURNING A GENERAL MEETING

A general meeting may be adjourned.

If a general meeting is adjourned, the Board must send a new notice if:

- (a) the meeting is adjourned for more than **10** calendar days; or
- (b) new items of business will be added to the agenda.

4.5.1 Changes approved at a general meeting

A change that is approved at a general meeting:

- (a) that alters the constitution or Bylaws, goes into effect when it is uploaded onto the Registrar's system; and
- (b) does not invalidate any prior act that would have been valid if the change had not been made.

4.6 ANNUAL GENERAL MEETINGS

4.6.1 Timing of the annual general meeting

The Board:

- (a) may delegate review of the draft audited financial statements to the Finance Committee in advance of the annual general meeting
- (b) must seek a motion to approve and adopt the audited financial statements at the annual general meeting; and
- (c) must hold the annual general meeting no later than **six months** after the end of the financial year that is being reported on in the financial statements.

4.6.2 Order of business at an annual general meeting

The order of business at an annual general meeting is:

- (a) electing the meeting chairperson if necessary;
- (b) confirming that there is a quorum;
- (c) confirmation of the rules of order;
- (d) approving / amending the agenda;
- (e) approving the minutes of any special general meetings held since the previous annual general meeting and the minutes of the last annual general meeting;
- (f) dealing with unfinished business from the previous annual general meeting and from special general meeting(s) held since the last annual general meeting;

- (g) consideration and voting on special resolutions that were included with the notice calling the meeting;
- (h) consideration of the financial statements,
- (i) consideration of any auditor's report;
- (j) consideration of the Board's Report and any other reports from the directors;
- (k) business arising out of any directors' report that does not require a special resolution;
- (l) consideration of any Member Proposals;
- (m) electing and / or appointing directors; and
- (n) appointing an auditor (if required);
- (o) dealing with special business included in the notice calling the meeting;
- (p) dealing with other business stated in the agenda; and
- (q) adjourning the meeting.

4.6.3 Requesting items for inclusion on the annual general meeting agenda

Members may ask that item(s) be added to the agenda.

The item:

- (a) will be included on the agenda distributed before the meeting if it is received up to **72** hours before the meeting notice is distributed;
- (b) may be put forward as a motion to amend the agenda when the motion to approve the agenda is tabled at the start of the meeting; and
- (c) may be added during the meeting if proposed, seconded and approved by a 2/3 majority.

4.6.4 Adjourning an annual general meeting

The Chair:

- (a) may adjourn the meeting without requiring a motion if:
 - (i) the time specified for the meeting has expired;
 - (ii) all the items on the agenda have been completed; or
 - (iii) in an emergency; and
- (b) must adjourn a meeting if so-directed by a simple majority of the voting members present.

4.6.5 Business at adjourned annual general meeting

- (a) Business at the subsequent adjourned meeting is restricted to the unfinished business from the original adjourned meeting.
- (b) Unless the meeting is adjourned for **30** days or more, the Board does not have to give notice of the:

- (i) adjourned meeting; or
- (c) the business to be transacted at the adjourned meeting.

4.7 SPECIAL GENERAL MEETINGS

4.7.1 Called by the Board

The Board:

- (a) may call a general meeting at any time to deal with item(s) that cannot be delayed until the next annual general meeting;
- (b) must provide notice of the meeting no more than 60 days before and no less than 21 days before the meeting;
- (c) must send the notice of the meeting to all voting members; and
- (d) may send the notice by email.

The proceedings at the meeting are valid even if the Board accidentally omits to send the notice to a voting member or if the member does not receive the notice.

4.7.2 Requisitioned by members

Voting Members may requisition a general meeting.

(a) The requisition:

- (i) must be submitted by **10%** of the Voting Class Members;
- (ii) must show the names and signatures of the requisitionists;
- (iii) must state the business to be discussed in no more than **500** words, including any special resolution the requisitionists wish to have considered;
- (iv) may be made in a single record or may be several records in similar form;
- (v) must be delivered to the Society's registered address; and
- (vi) must be sent to all directors.

(b) The Board:

- (i) must call the meeting within **21** days of receiving the requisition;
- (ii) must hold the meeting within no more than 60 days after receiving the requisition or failing to do so, the majority of the requisitionists may call the meeting;
- (iii) must send the notice in the same manner as if they had called the meeting; and
- (iv) must conduct the meeting for the sole purpose stated in the requisition.

The Society will reimburse the requisitionists for actual costs reasonably incurred unless the members vote not to do so by an ordinary resolution at the meeting.

4.7.3 Ordered by the court

- (a) The court may order that a general meeting be held:
 - (i) at the request of a voting member or a director; or
 - (ii) for any reason the court considers appropriate.
- (b) The court:
 - (i) will direct how the meeting will be called, held and conducted;
 - (ii) will specify the notice, date, time, location and manner; and
 - (iii) may order that the quorum be varied or dispensed with at the meeting.

4.7.4 Order of business at a special general meeting

The order of business at a special general meeting requisitioned by the members is:

- (a) electing the chair if necessary;
- (b) confirming that there is a quorum;
- (c) confirmation of the rules of order;
- (d) considering the matters stated in the requisition; and
- (e) adjournment of the meeting.

SECTION 5. BOARD OF DIRECTORS

5.1 BOARD POWERS

- (a) Directors must act with a view to the purposes of the society and must comply with their duties under the *Societies Act*.
 - (i) A director is responsible to the members who elected them.
- (b) The Board:
 - (i) has the authority to take any actions that the Society may take;
 - (ii) has the power to deal with all Society business between general meetings; and
 - (iii) must comply with all laws affecting the Society, these Bylaws, and any policies or procedures that are passed by the Board.

5.2 BOARD DUTIES

The Board oversees the management of the Society's activities and internal affairs.

The Board:

- (a) will administer all the affairs of the Society;
- (b) will provide strategic direction to the Society;
- (c) will oversee the Society's operations;
- (d) will oversee the financial viability of the Society and set the budget;

- (e) will establish terms of reference for all committees of the Board;
- (f) will appoint the members of the committees;
- (g) may engage an appropriately qualified person to be the senior manager responsible for operational duties;
- (h) may not delegate responsibility for:
 - (i) setting and approving the strategic and operating plans;
 - (ii) setting and approving the associated budget;
 - (iii) approving the financial statements; or
 - (iv) accepting the audit report on the financial statements.

5.2.1 Validity of acts

The Board's acts are valid:

- (d) for the purpose of appointing directors to fill vacancies even if there are fewer than a quorum;
- (e) if they comply with the governance documents that were in place at the time; and
- (f) remain valid even if the governance is subsequently changed; and
- (g) are not invalid because of a defect in how directors were appointed.

5.2.2 Delegation

The Board may:

- (a) delegate tasks and responsibilities to individual directors or committees; and
- (b) not delegate the responsibility for:
 - (i) setting and approving the strategic and operational plans;
- (c) setting and approving the associated budgets;
- (d) approving the financial statements;
- (e) accepting an audit report or review of the financial statements; or
- (f) approving, suspending, or revoking membership; and
- (g) cancel the delegation at any time.

5.3 BOARD COMPOSITION

- (a) The Board has between seven and 12 directors with the necessary skills, experience, knowledge, and characteristics to carry out its duties.
- (b) The senior manager provides support to the Board on operational items; they are not members of the Board.

5.4 COMMITTEES OF THE BOARD

5.4.1 Establishing committees

(c) The Board:

- (i) may establish standing and ad hoc committees to undertake work outlined in terms of reference for each committee
- (ii) may appoint the chair of each committee if not defined in these Bylaws or the committee terms of reference;
- (iii) may appoint the members of each committee or may delegate that responsibility to the committee chair;
- (iv) will appoint at least one director to each committee to act as a Board liaison; and
- (v) may allocate funds to enable the committee to perform their functions.

(a) The committees

- (i) may appoint the committee chair from amongst the committee members if the Board has not appointed a chair or if not appointed according to these Bylaws;
- (ii) may meet and adjourn as they consider required;
- (iii) will work within the terms of reference;
- (iv) must report in a timely way to the Board on their activities, expenditures, and outcomes; and
- (v) have no decision-making authority.

5.4.2 Standing Committees

The Society standing committees are the Executive Committee and the Finance Committee.

5.4.3 Ad Hoc Committees

(a) The Board: may establish *ad hoc* committees.

(b) The *ad hoc* committee:

- (i) will carry out the tasks and duties assigned to them by the Board;
- (ii) will make recommendations to the Board;
- (iii) has no power to make decisions or take action unless specifically stated in the terms of reference; and
- (iv) must report regularly and in a timely way to the Board on their activities, expenditures and outcomes.

5.5 PROCEEDINGS OF THE BOARD

5.5.1 Board Meetings

(a) The Board will meet:

- (i) in a full or partial in-person setting or an electronic meeting;
- (ii) at any time that it considers appropriate; and

(iii) a minimum of **nine meetings per year**; with a minimum of **two meetings scheduled per quarter**.

(b) A quorum of the board is a simple majority of directors.

(c) Directors who are unable to attend a meeting:

- (i) should notify the Secretary;
- (ii) may vote in advance of the meeting;
- (iii) must register any advance vote(s) with the President (or alternate chair) or the Secretary; and
- (iv) are then considered to be present for the purpose of a quorum.

5.5.2 Calling a meeting

(a) The Board:

- (i) will set the time and dates of Board meetings for the upcoming year at the first meeting of the Board after the annual general meeting; and
- (ii) may adjust the meeting schedule on a case-by-case basis.

(b) **Fifty percent** of directors:

- (i) can require the Secretary to convene a Board meeting;
- (ii) must make the request in writing; and
- (iii) must give the reason(s) for the meeting.

(c) The Secretary must convene the meeting within 14 calendar days of receiving the request.

(d) A majority of the directors who requested the meeting:

- (i) can call the meeting if the meeting has not been held by the 14th day; and
- (ii) must hold the meeting within **30** calendar days of the request being received.

5.5.3 Meeting notice

The Secretary:

(a) may send a reminder notice of a Board meeting at least **two (2)** working days in advance of the meeting if the date has not been changed;

(b) will send a notice of change in date at least **five (5)** working days before a rescheduled meeting;

(c) does not have to send a meeting notice to:

- (iii) a newly elected or a newly appointed director if the meeting is held immediately after the meeting at which the director was elected or appointed; and

(d) a director during any period when they have notified the Secretary that they will be absent and unable to participate.

The directors may waive the notice period if all agree.

5.5.4 Chairing the meeting

- (a) The President will chair the Board meetings.
- (b) The Vice-President will chair the meeting if the President is not present 15 minutes after the meeting was scheduled to start.
- (c) The directors may choose a director who is present to chair the meeting if neither the President nor the Vice-President is present.

5.5.5 Passing of resolutions without a meeting

Directors may pass a directors' resolution without a meeting if **both of the following requirements are met**:

- (a) a copy of the resolution is sent to all of the directors; and
- (b) all of the directors, or if provided for in the Bylaws, a lesser number of those directors,
 - (i) consent to the resolution in writing, and
 - (ii) can participate in person, by telephone or by any other communication medium as long as all members are able to communicate with each, and
 - (iii) are considered to be present at the meeting regardless of how they participate; and
 - (iv) may not vote by proxy at a board meeting

5.5.6 Members participating in a Board meeting

Members:

- (a) may be present at any Board meeting;
- (b) may address the Board if:
 - (i) they make a request in writing;
 - (ii) the request is delivered to the President a minimum of **five (5)** working days before the meeting in question; and
 - (iii) the President, with the advice of the officers, approves the request; and
 - (iv) may speak at the meetings with permission from the chair.

5.5.7 Directors voting at a Board meeting

Directors may:

- (a) vote on resolutions at a Board meeting;
- (b) not vote by proxy;
- (c) vote in advance of a Board meeting; or
- (d) vote by a consent resolution.

5.5.8 Passing of resolutions at a Board meeting

Resolutions:

(a) are passed by:

- (i) a simple majority of the directors present or who have voted in advance; or
- (ii) special resolution if required in these Bylaws; and
- (iii) those that are passed as consent resolutions will be read into the minutes of the following Board meeting.

5.5.9 Voting procedures at a Board meeting

(a) is normally by a show of hands;

(b) will be by written ballot if:

- (i) required by the bylaws;
- (ii) the matter concerns an identifiable individual or company; or
- (iii) requested by a majority of the directors.

(c) If a vote is tied:

- (i) the Chair does not have a second or casting vote; and
- (ii) the resolution does not pass.

SECTION 6. DIRECTORS

6.1 DIRECTOR DUTIES

Directors:

- (a) will carry out the normal duties of such a position;
- (b) may be tasked with chairing a standing or *ad hoc* committee;
- (c) may participate as a member of a committee of the Board; and
- (d) will perform other duties as the Board may assign from time to time.

6.2 FIDUCIARY EXPECTATIONS

Directors must:

- (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 the Act and the regulations; and
- (d) subject to paragraphs (a) to (c), act in accordance with these Bylaws.
- (e) without limiting the above, act with a view to the Society's purpose.

Nothing in a contract or the Bylaws relieves a director from:

- (a) the duty to act in accordance with the Act and the regulations; or
- (b) liability for any negligence, default, breach of duty or breach of trust.

6.3 CONFLICT OF INTEREST

A director:

- (a) must declare a direct or indirect material interest, that is known by the director or reasonably ought to have been known, in

 - (i) a contract or transaction, or a proposed contract or transaction, of the society, or
 - (ii) a matter that is or is to be the subject of consideration by the directors, if that interest could result in the creation of a duty or interest that materially conflicts with that director's duty or interest as a director of the society.
- (b) If all the directors have declared a direct or indirect material interest, any or all of the directors:

 - (i) may be present throughout the meeting; and
 - (ii) may vote.

6.3.1 Disclosure of a material conflict of interest

The director:

- (a) must disclose fully and promptly to the other directors the nature and extent of the interest;
- (b) may be present to provide information;
- (c) must leave the meeting when the issue is discussed and voted on;
- (d) must not act in any way to influence the discussion or vote;
- (e) must abstain from voting on the matter under consideration; and
- (f) is counted as being present for quorum.

6.3.2 Determination of a material conflict of interest

- (a) The Board:

 - (i) must consider any submission from a Voting Class Member or a director that raises a question on a director's conflict of interest;
 - (ii) may conduct an investigation if it is not clear that there is a conflict of interest;
 - (iii) must provide an opportunity for the director to provide relevant information;
 - (iv) must inform the director of the report and investigation;
 - (v) will table the item where there is a question of conflict of interest until the Board votes on the conflict of interest; and
 - (vi) will in their sole and final judgement, determine whether or not there is a material conflict of interest.
- (b) A director who is contracted to perform paid work for the Society, and will make a profit on the contract, must declare the conflict in advance.
- (c) A director who does not declare a conflict of interest in advance:

- (i) must pay an amount equal to any profit must pay an amount equal to any profit; or
- (ii) does not have to pay any penalty if, after disclosure, the contract or transaction is approved by the Board or by a special resolution by the members.

6.3.3 Records of material conflicts of interest

The conflict of interest must be recorded in:

- (a) the minutes of the Board meeting where the conflict of interest was disclosed; or
- (b) the consent resolution of directors with respect to the conflict of interest.

6.4 ELECTION OF DIRECTORS

6.4.1 Positions for election

Before each annual general meeting, the President:

- (a) will advise the Board of the:
 - (i) terms of office of directors **not** requiring re-election or appointment;
 - (ii) number of positions that need to be filled; and
 - (iii) skills, knowledge, and experience gaps.

6.4.2 Recruitment for directors

- (a) The Board, under the leadership of the President, or delegate, will:
 - (i) identify potential new directors as and when required throughout the year, and
 - (ii) no later than the Board meeting before the Annual General Meeting, will approve candidates to recommend to the membership for election as directors.
- (b) Individuals interested in standing for election as a director:
 - (i) may express their interest to the Board at any time;
 - (ii) must be willing to become a member in good standing of the Society; and
 - (iii) must provide their written consent to stand for election and, if elected, to act as a director.

6.4.3 Election of directors

At the annual general meeting, society members will vote on the candidates, proposed by the Board, as directors for the Society.

6.5 APPOINTMENT OF DIRECTORS

6.5.1 Appointment to fill a vacancy

The Board:

- (a) may appoint a member to fill a position if a director resigns or is deemed to have resigned under section 6.8, or is removed by the membership at a special general meeting; and

(b) may leave a director position vacant if no member is willing to serve.

6.6 QUALIFICATIONS

6.6.1 Director qualifications

A director must:

- (a) be a Voting Class Member;
- (b) be at least age 18 as of the annual general meeting;
- (c) not have been found to be incapable of managing their own affairs by any court in Canada or elsewhere;
- (d) not be an undischarged bankrupt;
- (e) not have been convicted in any jurisdiction of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, **unless**:
 - (i) the court orders otherwise;
 - (ii) 5 years have elapsed since the last to occur of:
 - i. the end of the period set for suspension of the passing of sentence without a sentence having been passed,
 - ii. the imposition of a fine,
 - iii. the end of the term of imprisonment, and
 - iv. the end of the term of any probation, or
 - v. a pardon was granted or issued, or a record suspension was ordered, under the Criminal Records Act (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect;
- (f) not have been found guilty of an offence against a youth by any court in Canada or elsewhere;
- (g) have agreed in writing to serve on the Board; and
- (h) be appointed in accordance with these Bylaws.

6.6.2 Director resignation

A director must resign immediately if at any point they:

- (a) declare that they are no longer qualified; or
- (b) the Board deems that they have ceased to be qualified.

6.7 DIRECTORS' TERMS OF OFFICE

6.7.1 Elected directors

- (a) Directors who are elected at the annual general meeting:
 - (i) can serve for up to six years, consisting of three consecutive two-year terms, excluding any appointed or ex officio terms;

- (ii) retire from office at the annual general meeting when their successors are elected; and
- (iii) are eligible for re-election after a break of at least one year after serving on the Board as an elected or ex officio director.
- (iv) The Members may approve an exemption to the consecutive term limitation.

(b) A Director elected or appointed without a specific term of office, will have their term end immediately after the close of the Society's next annual general meeting.

6.7.2 Appointed directors

Directors who are appointed between Annual General Meetings to fill a vacant position:

- (a) hold office until the next annual general meeting; and
- (a) are eligible for election at the annual general meeting.

6.8 RESIGNATION OF A DIRECTOR

6.8.1 Resignation Process

A director who intends to resign:

- (a) must do so in writing; and
- (b) must stipulate if the resignation is effective:
 - (i) when the Society receives the resignation;
 - (ii) on a specified date; or
 - (iii) on the occurrence of a specified event.

6.8.2 Deemed resignation of a director

The Board can deem a director to have resigned from the Board if:

- (a) the director has not attended **at least once in every quarter**; and a total of **50%** of the Board meetings in any 12-month period;
- (b) the director **has not attended three consecutive Board meetings** without a reason that the Board considers to be valid;
- (c) the director is not in good standing for a period of three months; or
- (d) the director ceases to be a Voting Class Member.

6.9 REMOVAL OF A DIRECTOR

A minimum of 10% of the Voting Class Members may request the removal of a director by providing the Board written notice of the proposed resolution for removal and the rationale for the request, if:

- (a) they consider that the director's conduct has been contrary to the best interests of the Society.

6.9.1 Required action by the Board

The Board must:

- (a) call a special general meeting to consider the proposed removal;
- (b) notify the director in writing of the proposed removal and provide the reasons for the proposed removal;
- (c) inform the director proposed for removal of their right to address the members in person and / or through a written statement (not to exceed 500 words);
- (d) give the director proposed for removal a reasonable opportunity to make representations to the Society at the special general meeting; and
- (e) state the time and place of the special general meeting and deliver notice of the special general meeting not less than **14** calendar days before the meeting at which the vote is to be taken.

6.9.2 Required action by the director proposed for removal

The director proposed for removal:

- (a) must notify the Secretary at least **five business days** before the meeting if they wish to address the membership;
- (b) must provide any written submission at least **five business days** before the meeting;
- (c) may present a written statement (not to exceed **500** words);
- (d) may address the membership for no longer than **10** minutes; and
- (e) may not be present during the discussion or vote.

6.9.3 Removal decision

- (a) The decision to remove a director requires a special resolution.
- (b) At a special general meeting, the Members will vote by ballot on a special resolution to remove the director.

6.10 PROTECTION OF DIRECTORS

6.10.1 Liability of directors

A director is not liable for the consequences of any decision or action if they:

- (a) carried out the duties reasonably and in good faith; and
- (b) relied on:
 - (i) the financial statements;
 - (ii) a financial review report;
 - (iii) written report from a qualified professional;
 - (iv) a statement of fact from another director; or

- (v) any information a court considers provides reasonable grounds for the actions.

6.10.2 Insurance

The Society will purchase and maintain insurance to protect the directors and the senior manager against any liability that may be incurred by having been a director or the senior manager.

6.10.3 Indemnification

The Society:

- (a) may indemnify the directors against all penalties in respect of a legal proceeding or investigative action;
- (b) may purchase indemnification insurance; and
- (c) may pay expenses actually and reasonably incurred.

6.11 REMUNERATION

- (a) No director will be paid for serving as a director.
- (b) Directors will be reimbursed for all necessary and reasonable expenses that they incur as directors.

SECTION 7. OFFICERS

7.1 OFFICER POSITIONS

The Officers are the:

- (a) President;
- (b) Vice-President;
- (c) Secretary;
- (d) Treasurer; and
- (e) Immediate Past-President.

The Board may combine the duties of the Secretary and Treasurer into a Secretary-Treasurer position.

7.2 OFFICERS' DUTIES

7.2.1 President(s)

The President (either a single person or co-shared position):

- (a) presides at all meetings of the Society and of the directors;
- (b) serves on the Executive Committee;
- (c) calls and chairs regular meetings of the Board, as well as Annual General Meetings;

- (d) assists the senior manager in preparing the agenda for Board meetings as well as the annual general meeting;
- (e) ensures the Board and its committees are running efficiently, and in direct support of the Society and its mandate;
- (f) works in partnership with the senior manager to make sure Board resolutions are carried out;
- (g) if requested, may co-sign cheques with another signing officer;
- (h) in collaboration with the Board, performs an annual performance evaluation of the senior manager and ensures that such evaluations are undertaken at each level of the organizational structure; and
- (i) sits on committees or tasks groups as required.

7.2.2 Vice-President

The Vice-President (either a single person or a co-shared position)

- (a) attends all board meetings;
- (b) serves on the Executive Committee;
- (c) carries out special assignments as requested by the President;
- (d) understands the responsibilities of the President and is able to perform these duties in the President's absence;
- (e) participates as a vital part of the Board leadership;
- (f) if requested, may co-sign cheques with another signing officer; and
- (g) sits on committees or task groups as required.

7.2.3 Board Secretary

- (a) attends all board meetings;
- (b) serves on the Executive Committee;
- (c) keeps minutes of all meetings of the Board;
- (d) works with the senior manager to:
 - (i) conduct correspondence for the Society
 - (ii) keep custody of all Society's records and documents except those kept by the Treasurer;
 - (iii) maintain the register of members; and
 - (iv) sits on committees or task groups as required.

7.2.4 Treasurer

The Treasurer:

- (a) is an officer and signatory for the Society's finances;
- (b) attends all Board meetings and chairs the Finance Committee;

- (c) serves on the Executive Committee;
- (d) works with the senior manager to:
 - (i) keep financial records, including books of account, necessary to comply with the *Societies Act*;
 - (ii) render financial statements to the Directors, members and others when required;
 - (iii) monitor the budget and advise the Board of problems or other financial management issues;
 - (iv) ensure the Society's accounts are audited by the auditor appointed by the members;
 - (v) if requested, may co-sign cheques with another signing officer; and
 - (vi) oversee the development of the Society's budget, including the presentation to the Board for approval.

7.3 RESIGNATION OF AN OFFICER

If an Officer resigns from their officer position and remains on the Board, the Board:

- (a) must assign the officer's duties to another director, and
- (b) may appoint another member to fill that director's position in accordance with section 6.7.2.

7.4 REMOVAL OF AN OFFICER

The Board:

- (a) can remove a director from an officer position; but
- (b) cannot remove a director from the Board (see section 6.9 Removal of a director).
- (c) must notify the officer of the proposed removal;
- (d) must call a Board meeting;
- (e) must distribute the resolution for removal at least seven days before the meeting;
- (f) must hear and / or read any presentation from the officer in question before voting;
- (g) must pass the removal by special resolution with a 2/3 majority;
- (h) must send a copy of the resolution to the director; and
- (i) must elect a replacement officer for the remainder of the term.

SECTION 8. SOCIETY ADMINISTRATION

8.1 SENIOR MANAGER

- (a) The Board may employ one or more individuals to fulfill the role referred to as the 'senior manager' in the *Societies Act*.

- (b) The Board of Directors determines salaries and employment terms and conditions of these senior management positions.
- (c) The senior manager
 - (i) must be qualified under the terms and conditions of the *Societies Act* and these Bylaws;
 - (ii) will report and be accountable to the Board at a time and in the manner approved by the Board;
 - (iii) will attend board meetings but will **not** be voting members of the board;
 - (iv) will manage the Society and be responsible for the general operations and the administration of the Society;
 - (v) must ensure that the operations of the Society are conducted in compliance with all applicable Acts and other legal requirements and statutes that may apply to the Society;
 - (vi) will employ qualified individuals to successfully manage, administer, and operate the Society; and
 - (vii) may delegate duties and responsibilities as they consider necessary.

8.2 DELEGATED DUTIES

No individual who has been delegated duties by the senior manager, will have a vote at any meeting of the Board or any Board committees.

SECTION 9. FINANCE

9.1 FINANCIAL YEAR

The financial year is from January 1 to December 31 of each calendar year.

9.2 BANKING

All Society funds must be deposited to the credit of the Society in a financial institution that:

- (a) is regulated by the Superintendent of Financial Institutions;
- (b) carries on banking business; and
- (c) is selected by the Board.

9.3 PAYMENT FROM ACCOUNTS

Any of the following may approve each payment from the account:

- (a) President;
- (b) Vice-President;
- (c) Treasurer;
- (d) Senior Manager.

9.4 BORROWING POWERS

The Board may at their discretion:

- (a) borrow money and issue bonds, debentures, notes or other evidences of debt obligations; and
- (b) set the limit for the Board's exercise of borrowing powers through the annual budget process.

9.5 FINANCIAL STATEMENTS

The Board, at each annual general meeting:

- (a) must present the financial statements for the period:
 - (i) beginning immediately after the end of the preceding financial year,
 - (ii) ending not more than six months before the annual general meeting at which the financial statements are presented, and
 - (iii) the financial review report, if any, on those financial statements.

9.6 AUDIT OF ACCOUNTS

The Society is required to have an audit conducted on the financial statements.

9.6.1 Appointment of the auditor

The Auditor:

- (a) will be appointed at each annual general meeting by ordinary resolution; and
- (b) will hold office until the close of the following annual general meeting or until a successor auditor is appointed.

9.6.2 Qualifications of the auditor

The auditor:

- (a) must be a member of, or in a partnership whose partners are members of:
 - (i) a Provincial or Territorial Institute/Order of Chartered Accountants within Canada, or
 - (ii) the Certified General Accountants Association of British Columbia, or
 - (iii) certified, under the *Business Corporations Act*, by the Auditor Certification Board of that Act.
- (b) must be independent of the Society:
- (c) cannot be a director or employee of the Society; or
- (d) an immediate relative of a director or employee of the Society; and
- (e) must immediately resign if they cease to be qualified.

9.6.3 Removal of the auditor

The Voting Class Members:

- (a) may, by ordinary resolution, remove the auditor before the end of the auditor's term of office;
- (b) must, at least 14 calendar days before the meeting, provide written notice to the auditor giving the date of the meeting and copies of all the materials to be sent to the members for the meeting;
- (c) must send any written representations from the auditor with the notice calling the meeting if such documents are received at least seven calendar days before the meeting; and
- (d) must, by ordinary resolution, appoint a person as auditor to remain as auditor until the end of the next annual general meeting.

9.6.4 Rights of the auditor facing removal

The auditor:

- (a) may send written representations respecting the proposed removal.

9.6.5 Responsibilities of the Society regarding the audit

The Society:

- (a) must provide the auditor with all information and explanations the auditor requires;
- (b) must allow access to all the Society's records;
- (c) may require the auditor to attend the annual general meeting if a member so-requests at least seven calendar days before the meeting;
- (d) must communicate to the auditor any material facts that come to their attention after the meeting that could require a change in the financial statements;
- (e) must change the financial statements accordingly;
- (f) must send the amended financial statements to the auditor and the members explaining the amendment.

9.6.6 Responsibilities of the auditor

The auditor:

- (a) must prepare a report on the financial statements consistent with the financial statements that related to the preceding period;
- (b) must state in the report their opinion on whether the financial statements fairly reflect the Society's financial position;
- (c) must state reasons for any qualifications made in the report;
- (d) must prepare the report in accordance with generally accepted accounting principles;

- (e) is entitled to receive notice and other communication being sent to the Society's members related to the annual general meeting at which the audit report will be presented;
- (f) is entitled to be present and to be heard at the annual general meeting on the financial statements;
- (g) must answer any questions regarding the financial statements; and
- (h) must review and amend their report based on facts and an amended financial statements received after the annual general meeting.

SECTION 10. SOCIETY RECORDS

10.1 RECORDS TO BE KEPT

The Society will keep two kinds of records:

- (a) foundational records as described in section 10.1.1 below; and
- (b) operational records as described in section 10.1.2 below.

10.1.1 Foundational records

The Society must keep records related to its formation, registers of members and directors and records related to the Society as a whole including:

- (a) the certificate of incorporation as a Society;
- (b) certified copies from the Registrar of the:
 - (i) Constitution;
 - (ii) Bylaws;
 - (iii) statement of directors; and
 - (iv) statement of the Society's office;
- (c) copies of records from the Registrar, other than in response to a request;
- (d) orders from any:
 - (i) court or tribunal, and
 - (ii) government body, agency or official;
- (e) the register of directors with their contact information;
- (f) consents to act as director, declarations of conflict of interest and resignations;
- (g) disclosures of interest by directors or the senior manager;
- (h) register of members, by classes of members with contact information;
- (i) the minutes of general meetings, including the text of each resolution passed;
- (j) consents to resolutions received from Members in the case of consent resolutions;
- (k) the financial statements; and
- (l) reviews of the financial statements.

10.1.2 Operational records

The Society must keep records of its operations:

- (a) the minutes of each meeting of directors, including:
 - (i) a list of the directors present, and
 - (ii) the text of each resolution passed at the meeting
- (b) a copy of each consent resolution and a copy of each of the consents;
- (c) accounting records of each transaction that materially affected the financial position; and
- (d) audit and management review reports.

10.2 DISPOSAL OF RECORDS

The Society may dispose of records that:

- (a) were created or last altered more than 10 years previously; and
- (b) are no longer relevant to the activities or internal affairs of the Society.

10.3 LOCATION OF RECORDS

- (a) The Society will keep non-electronic and electronic records at the Society's registered office.
- (b) The Board may approve other location(s) at which some or all of the records may be kept.
- (c) If there are records that are not kept at the registered office, the Society must have a written notice at the registered office showing the location(s) and the records that are stored there.

10.4 MAINTENANCE OF RECORDS

The Society will take reasonable precautions in preparing and keeping the records to:

- (a) keep the records in a complete state;
- (b) avoid loss, destruction or damage to the records;
- (c) prevent tampering with the records; and
- (d) make access simple, reliable and prompt.

10.5 INSPECTION OF RECORDS

The directors, members and other authorized persons must be able to inspect the books and records at all reasonable times.

10.5.1 Directors

Directors may, without charge, inspect any Society record in section 10.1 Records to be kept.

10.5.2 Members

Members may, without charge, inspect:

- (a) the records listed in section 10.1 Records to be kept;
- (b) directors' disclosures of interest;
- (c) Board meeting minutes;
- (d) consent resolutions;
- (e) accounting records that affect the financial position; and
- (f) financial statements.

10.5.3 Public

A member of the public is not entitled to access any of the Society's records.

10.6 ACCESS TO THE RECORDS

The Society may set:

- (a) a reasonable period of notice; and
- (b) reasonable restrictions on the times for the inspection.

10.6.1 Access by members

Members who want to inspect the Society's records must:

- (a) apply for access in writing;
- (b) state their name; and
- (c) if the member is applying to access the register of members, also state that the information obtained will only be used to:
 - (i) requisition or call a general meeting;
 - (ii) see support for a member proposal; or
 - (iii) influence the voting or members.

10.6.2 Society's duty to provide records

The Society:

- (a) will provide members access to all documents that they are entitled to see;
- (b) may impose a reasonable period of notice;
- (c) may place reasonable restrictions on the times during which the member may inspect the documents; and
- (d) will do so without charge.

10.6.3 Board discretion on access to records

The Board:

- (a) may restrict access if it considers the release may be harmful to the Society or one or more members;
- (b) will restrict access to the directors' register unless the information will be used solely for the Society's activities or internal affairs; and
- (c) will provide access only if the information will be used for organizational purposes.

10.6.4 Required actions by the Society

The Society will:

- (a) respond to requests for inspection within 14 days;
- (b) provide a member with a copy of the Constitution, Bylaws and most recent financial statements without charge; and
- (c) determine whether to charge a fee and set that fee in accordance with the Regulations.

10.7 INSPECTION OF REGISTERS

10.7.1 Register of members

- (a) The Board may, by resolution, restrict a member's right to inspect the Register of Members if they determine that inspection would be harmful to the Society or to the interests of one or more of its members.

10.7.2 Application to inspect the Register of Members

- (a) If the rights have been restricted, a member may apply in writing to the Society to inspect the register of members.
- (b) The application must:
 - (i) include the applicant's name, and
 - (ii) confirm that the information will only be used to:
 - i. requisition or call a general meeting;
 - ii. seek support for a member proposal; or
 - iii. influence the voting of members.
- (c) If the application is approved, the member may inspect the register without charge.
- (d) The Board may:
 - (i) impose a reasonable period of notice; and
 - (ii) restrict the times during which the member may inspect the Register of Members.
- (e) Any member who inspects the register of directors can only use the information in connection with matters related to the Society's activities or internal affairs.

10.7.3 Register of directors

The register of directors can only be used in connection with matters related to the Society's activities or internal affairs.

10.8 COPIES OF RECORDS

A member may request a copy of any document which they are entitled to access.

The Society:

- (a) may charge a fee unless these Bylaws say that the person may receive the copy free of charge;
- (b) will provide the copy if any required fee is paid;
- (c) will send the recipient a notice that the record is available, and
- (d) will send the copy no later than **14** days after the request is received and any required fee has been paid.

10.9 SENDING AND RECEIVING RECORDS

10.9.1 Sending records

The Society will provide the records by:

- (a) email, fax or mail if the recipients provides that information;
- (b) pick-up at the registered office;
- (c) delivery, at cost to the recipient, to the address provided by recipient; or
- (d) any other manner agreed to by the parties.

10.9.2 Receiving records

A record is considered to have been received at the beginning of the:

- (a) 3rd day after the record is delivered to the delivery address;
- (b) 5th day after the record is mailed; and
- (c) 3rd day after the record is emailed or faxed.

10.9.3 Records served

The Society may be served a record if it is delivered to the registered office or to a director.

SECTION 11. SEAL

11.1 REQUIREMENT FOR A SEAL

The Society does not use a seal.

SECTION 12. CHANGES TO THE CONSTITUTION OR BYLAWS

Any change to the Constitution and / or Bylaws requires a special resolution.

SECTION 13. DISSOLUTION OF THE SOCIETY

13.1 DISSOLUTION

The Society:

- (a) may submit a request to the Registrar to dissolve the Society;
- (b) must pay all obligations or make adequate provision for the payment of any liabilities;
- (c) must return any unspent funds provided by the Province of British Columbia to the Minister of Finance;
- (d) may distribute any residual money or other property assets to any organization(s) constituted under the BC *Societies Act* whose Purpose is in alignment with the Society's Purpose; and
- (e) must pass and file an ordinary resolution appointing a record keeper.

The Society may be involuntarily dissolved by the Registrar or the Lieutenant Governor in Council.