

**BYLAWS OF**

**Parent Support Services Society of BC**

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# BYLAWS OF Parent Support Services Society of BC

## PART 1- INTERPRETATION

### 1.1 Definitions

In these Bylaws, unless the context or subject matter otherwise require the following meanings:

"Act" shall mean the Society Act of British Columbia, any amendments thereto and regulation there under from time to time in force in the province of British Columbia;

"Board" or "Board of Directors" or "Directors" or "directors" shall mean the directors of the Society holding office at the material time or times;

"Bylaws" shall mean the bylaws of the Society'

"member" shall mean an applicant for incorporation of the Society who has not ceased to be a member and every other individual who becomes and remains a member of the Society in accordance with these Bylaws;

"Register of Members" shall mean a written list of members of the Society created and maintained in accordance with Bylaw 2.4 below;

"ordinary resolution" or "resolution" shall mean:

- (a) a resolution passed in general meeting by the members by a simple majority of the votes cast in person or by proxy: or
- (b) a resolution that has been submitted to the members and consented to in writing by at least 75% of the members who would have been entitled to vote on it in person or by proxy at a general meeting of the Society; and a resolution so consented to shall be an ordinary resolution passed at a general meeting of the Society;

*"Society" shall mean the Parent Support Services Society of BC;*

"special resolution" shall mean:

- (a) A resolution passed in a general meeting by a majority of not less than 75% of the votes of the members who, being entitled to do so, vote in person or by proxy
  - (i) of which not less than 14 days notice has been given specifying the intention to propose the resolution, or

(ii) if every member entitled to attend and vote at the meeting agrees, at a meeting at which less than 14 days notice has been given;

(b) a resolution consented to in writing by every member who would have been entitled to vote on it in person or by proxy at a general meeting; and a resolution so consented to shall be deemed to be a special resolution passed at a general meeting of the Society;

## 1.2 Number and Gender

Words importing the singular shall include the plural and vice versa. Words importing male or female persons shall include the other gender. Words importing persons shall include corporations unless otherwise defined

## 1.3 Consistency with Society Act

The meaning of any words or phrases defined in the Society Act shall, if consistent with the subject or context, bear the same meaning in these Bylaws.

## 1.4 Interpretation Act

The Rules of Construction contained in the Interpretation Act of British Columbia and any amendments thereto from time to time in force, shall apply mutatis mutandis, to the interpretation of these Bylaws.

## 1.5 Headings

The division of the Bylaws into paragraphs and subparagraphs and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation of these Bylaws.

## PART 2- MEMBERSHIP

### 2.1 Persons Entitled to Apply

Any person above the age of consent and who subscribes to the vision, mission and values of the Society is entitled to apply for membership in the Society.

### 2.2 Classes of Membership

These shall be the following classes of membership in the Society with the following right and obligations:

(a) General Membership

Any individual interested in furthering the objects of the Society may apply to the Society for General Membership and the Directors in their discretion may grant General Membership to any individual. Holders of General Membership in the society shall be known as "General Members" and entitled to notice of and to attend and vote at all meeting of members. General members shall be entitled to stand for election to and hold office on the Board of Directors of the Society.

(b) Organization Membership

Any organization interested in furthering the objects of the Society may apply for Organization Membership and the Directors in their discretion may grant membership. Organization membership entitles the organization so designated the right to receive notice of and attend meetings of members by a named representative of the organization, but does not entitle the Organization Member to vote at meetings of members, nor to have its representative stand for or hold office on the Board of Directors of the Society.

(c) Honourary Membership

Upon the recommendation of the Board of Directors to a meeting of members, the members of the Society may grant Honourary Membership to any individual by ordinary resolution. Honourary membership entitles the holder to notice of and to attend at all meetings of members for a period of one year from the date such membership was granted, but does not entitle the Honourary member to vote at meetings of members, nor to stand for or hold office of the Board of Directors of the Society.

(d) Honourary Life Membership

Upon the recommendation of the Board of Directors to a meeting of members, the members of the Society may, by ordinary resolution, grant Honourary Life Membership to any person who has rendered outstanding service to the Society. The holder of Honourary Life Membership shall have the same rights and obligations as General Members that the Honourary Life Member shall not be required to pay membership fees.

(e) The number of non-voting members will never exceed the number of voting members.

### 2.3 Changing Membership

Honourary Members may apply to the Society for General Membership and upon acceptance and payment of membership fees, may acquire General Membership and all

the rights and obligations associated therewith. Termination of General Membership for non-payment of fees shall not disentitle the person from subsequently acquiring or reacquiring any class of membership which they become or are otherwise qualified to receive under these Bylaws. Membership is not transferable from one person to another person.

#### 2.4 Register of Members

The Society shall maintain and keep current a Register of Members at its head office, listing each member of the Society, the class of membership held by each such member, and showing the last known mailing address of each such member and whether such membership is in good standing. It shall be the responsibility of each member to advise the Society in writing of such member's mailing address and to notify the Society in writing of any changes in such mailing address

#### 2.5 Members not in good standing

All members of the Society are in good standing except a member who has failed to pay his or her current annual membership fee.

#### 2.6 Termination of Membership

The membership of any person in the society shall terminate upon any of the following events, namely:

- (a) death of the member;
- (b) written resignation of the member delivered to the head office of the Society;
- (c) in the case of a General Member, if such member fails to pay the membership fees due in connection with his or her membership within 30 days prior to the annual general meeting or within 30 days after receiving notice in writing from the Society of the membership fees due.
- (d) if membership is terminated by resolution of the Board of Directors in accordance with article 2.7 below.

#### 2.7 Member Conduct Review

Despite any provision in these Bylaws to the contrary, if the Board receives an allegation that a member has breached the Bylaws of the society or engaged in conduct which may bring discredit to the Society, then the Board in its discretion may call for a review of the conduct and membership of the member involved. The review shall be conducted in the following manner, namely:

- (a) If the Board calls for a review, then the President shall immediately appoint three

persons to a committee, with two alternates to be used in the event of peremptory challenges to these appointments by the member.

- (b) The President shall then give written notice of the hearing to the member in question, to the persons appointed to the committee and their alternates, and to the complainant(s), if any. The notice shall be mailed or delivered at least 21 days prior to the date set for the hearing of the matter. The notice shall contain particulars of the alleged breach of conduct, the time and place of the hearing, the names of the persons appointed to the committee to hear the matter and the names of the two alternates. The notice shall further advise the member whose conduct is in question that the member has the right to issue up to two peremptory challenges to the persons appointed to the committee, provided that this is done at least 10 days before the date set for the hearing. In addition, the notice shall advise both the member in question and the complainant(s), if any, that they have the right to be present and represented at such a hearing. All aspects of a review process shall be carried out in strict adherence to privacy legislation.
- (c) The committee shall hear and receive such evidence, whether in verbal or written form, and order such further inquiries, set such procedure and adjourn the matter from time to time as it sees fit in its sole discretion. The committee shall not be bound by the rules of evidence.
- (d) Within 14 days of the conclusion of the hearing, the committee shall deliver a written report and recommendation to the Board of Directors, the members in question and the complainant(s), if any.
- (e) After receipt of the committee report, the Board shall review the matter at one of the two next following regularly scheduled Board meetings or at a special meeting called for the purpose. The member in question shall be given at least 7 days prior notice of the place and time of the Board review and shall have the right to be present, to be represented and to make representations at the Board review.
- (f) Upon review, the Board may or may not accept the recommendation of the committee, and may, in its sole discretion, suspend the membership of the member in question for a certain period, terminate the membership of the member in question, deprive the member of any office held by that member with or without termination or suspension of membership, or dismiss the allegation. The Board's decision shall be in writing and delivered to the member in question within 14 days of the Board review.
- (g) The Board's decision shall be final.

## 2.8 Membership Fees

The amount of the annual membership fees shall be set by the Directors.

## PART 3- MEETINGS OF MEMBERS

### 3.1 Types of Meetings.

In these Bylaws, all general meetings of members other than annual general meetings are referred to as extraordinary general meetings. All meetings of members shall be held in the Province of British Columbia at a time and in a place determined by the board of Directors or, in the case of an extraordinary meeting called by the President alone, determined by the President.

### 3.2 Extraordinary General Meetings

Extraordinary General Meetings may be called as deemed necessary or advisable by the President or by the Board of Directors. In Addition, an extraordinary general meeting shall be called by the Board of Directors upon receipt of a written request for same, provided that the request is signed by not less than five per cent of the members of the Society entitled to vote at a meeting of members and provided further that the request contains reason for calling the extraordinary general meeting, including particulars of the business to be dealt with or considered at the extraordinary general meeting.

### 3.3 Annual General Meeting

The Society shall hold an annual general meeting of members once each year, provided always that a period of 15 months shall not elapse between any two annual general meetings. The following general matters shall be included, as appropriate, on the agenda for and transacted at each annual general meeting, namely:

- (a) Adoption of the Minutes of the last annual general meeting;
- (b) Reports of Officers, if any;
- (c) Reports of Committees, if any;
- (d) Auditor's or Accountant's Report and approval of Financial Statements;
- (e) Correspondence addressed to the meeting, if any;
- (f) Unfinished business, if any;
- (g) Election of Directors;
- (h) Establishment of Annual Membership Fees;
- (i) Appointment of Auditor or Accountant;

- (j) Adjournment.

### 3.4 Notice of Meetings

Subject to the provisions of Article 3.10 respecting adjourned meetings, notices of all meetings of members shall be in writing and shall be given not less than 14 days prior to the date of the meeting to all members entitled to notice. Notices shall be delivered in person, by email, or sent by ordinary mail addressed to the address of each such member recorded in the Register of Members. Accidental omission to give notice of a meeting to any member or the non-receipt of notice by any member shall not invalidate the proceedings at that meeting. Despite the foregoing, all members entitled to attend and vote in person or by proxy at a general meeting may, by unanimous consent given before, after or during a general meeting, waive or reduce the period of notice otherwise required for that meeting and an entry in the Minutes of the general meeting shall be sufficient evidence of the due convening of the meeting.

### 3.5 Content of Notices of Meetings

Notice of all meetings of members shall state the time and place of the meeting, whether the meeting is an annual general meeting or an extraordinary general meeting and shall contain a description of any special business to be transacted at the meeting in detail sufficient to allow the person receiving notice to understand and appreciate the nature of the proposed special business. Except as otherwise provided by the Act, where any special business at a general meeting includes considering, approving, ratifying, adopting or authorizing any document or the execution thereof or the giving effect thereto, the notice convening the meeting shall be sufficient if it states that a copy of the document or proposed document is or will be available for inspection by members at the head office of the Society during regular business hours up to the date of the meeting.

### 3.6 Special Business Defined

All business shall be deemed to be special business which is transacted at either an extraordinary general meeting or an annual general meeting, except the adoption of rules of order, the conduct of and voting and, in the case of an annual general meeting only, the following:

- (a) the consideration of the financial statements and the respective reports of the auditors or Directors;
- (b) fixing or changing the number of directors, approval of a motion to elect two or more directors by a single resolution and the election of directors;
- (c) the appointment and fixing the remuneration of the auditor;

- (d) any business brought under consideration by the report of the Directors, and
- (e) such other business as by these Bylaws or the Act may be transacted at a general meeting without prior notice thereof being given to the members.

### 3.7 Quorum

A quorum shall consist of not less than 10 members in good standing and being entitled to vote at a general meeting of members. No business, other than the election of a chairman and the adjournment of a meeting, shall be conducted at a general meeting at a time when a quorum is not present.

### 3.8 Procedure if No Quorum Present

If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated: but in any other case, it shall stand adjourned to the same time within 14 days at a day and place determined by the Board members present. If, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present and being entitled to vote at a general meeting of members shall constitute a quorum.

### 3.9 Chairperson

In order of preference, the President, Vice-President, or in their absence, one of the other Directors present, shall preside as chairperson of a general meeting. However, if none of the President, Vice-President or other Directors are present at a general meeting within 15 minutes of the time appointed for the general meeting, or are present but unwilling to act as chairperson, then the members present and entitled to vote shall choose one of their number to be chairperson of the meeting.

### 3.10 Adjournments

The chairperson may and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty day or more, notice shall be given as in the case of an original meeting, but otherwise it shall not be necessary to give notice of an adjourned meeting or the business to be transacted at an adjourned meeting.

### 3.11 Resolutions

No resolution proposed at a meeting need be seconded and the chairperson may move

or propose a resolution. Unless the Act or these Bylaws otherwise provide, any action to be taken by resolution of the members may be taken by ordinary resolution.

### 3.12 Voting

Subject to the provisions of the Society Act, at any general meeting of members a resolution put to the vote of the members shall be decided by a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is directed by the chairperson or demanded by at least one member entitled to vote who is present in person or by proxy. The chairperson shall declare to the meeting the decision on every question in accordance with the result of the show of hands or the poll, as the case may be, and such decision shall be entered in the book of proceedings of the Society. A declaration by the chairperson that a resolution has been carried, or carried unanimously, or by a particular majority, or lost or not carried by a particular majority will be entered into the book of proceedings of the Society and shall be conclusive evidence, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution. In the event of a dispute as to the admission or rejection of a vote, the decision made by the chairperson in good faith shall be final and binding.

### 3.13 Effect of Equality of Votes

In case of an equality of votes, the chairperson shall not have a casting or second vote in addition to the vote to which the chairperson is entitled as a member, and the proposed resolution shall not pass.

### 3.14 Poll Procedure

All voting by poll shall be subject to the following provisions, namely:

- (a) No poll may be demanded respecting a vote on the election of a chairperson.
- (b) A poll demanded on a question of adjournment shall be taken forthwith.
- (c) A poll demanded on any other question shall be taken as soon as, in the opinion of the chairperson, is reasonably convenient, but in no case later than 7 days after the meeting and at such time and place and in such manner as the chairperson of the meeting directs.
- (d) The result of the poll shall be deemed to be the resolution of and passed at the meeting at which the poll was demanded.
- (e) Any business other than that upon which the poll was demanded may be proceeded with pending the taking of the poll.
- (f) A demand for a poll may be withdrawn.

- (g) Every Ballot cast upon a poll and every proxy appointing a proxy-holder who casts a ballot upon a poll shall be retained by the Secretary for such period and be subject to such inspection as the Act may provide.
- (h) On a poll, a person entitled to cast more than one vote by virtue of holding proxies, need not if he or she votes, use all of the proxy votes or cast all of the proxy votes in the same way.

### 3.15 Proxies

Members entitled to vote at meetings of members may vote by proxy, subject to the following provisions:

- (a) No special form of proxy is required, except that each proxy shall be in writing, signed by the member appointing a proxy-holder to vote on that member's behalf, and shall show the name of the proxy-holder, the date of execution and the meeting at which the proxy is to be effective.
- (b) No person shall be a proxy-holder unless he or she is a member entitled to be present and vote on his or her own behalf at the meeting at which the proxy is to be effective.
- (c) A proxy-holder may act as proxy for more than one member.
- (d) A proxy shall be valid for only one meeting and adjournments thereof.
- (e) A proxy shall not be effective unless the proxy is delivered to the head office of the Society at least one day prior to the date scheduled for the meeting or deposited with an officer of the Society not less than 30 minutes before the time scheduled for holding the meeting at which the proxy is to be used.
- (f) Subject to any specific restrictions which may be contained in the proxy, a proxy-holder may vote and act for and on behalf of the member who appointed the proxy-holder in the same manner, to the same extent and with the same power as if the appointing member were personally present at the meeting.
- (g) Notwithstanding any provision in these Bylaws to the contrary, proxies may only be used on a vote poll and shall not be effective on a show of hands.

## PART 4- DIRECTORS

### 4.1 Powers of Directors

The Board of Directors may exercise all the powers and do all the things that the Society may exercise and do, and which are not by these Bylaws or by Statute or otherwise

lawfully directed or required to be exercised or done by the Society in a general meeting of members, but subject, nevertheless, to:

- (a) all laws affecting the Society;
- (b) these Bylaws; and
- (c) rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in a general meeting of members. No rule made by the Society in a general meeting of members invalidates a prior act of the Board of Directors that would have been valid if that rule had not been made.

#### 4.2 Number of Directors and term of office

The Board of Directors shall be comprised of no less than 4 and no more than 15 Directors, who shall be elected by the members in good standing for a period of two years at the Annual General Meeting. Retiring directors shall be eligible for re-election.

Further, in the event that the members fail to elect or appoint the required number of directors at an annual general meeting, then the Board may elect or appoint additional directors to the board in order to bring the number of directors elected or appointed in that year up to the minimum required to be elected or appointed for that year in accordance with this Bylaw.

#### 4.3 Director Qualifications

Only a voting member of the Society is entitled to be elected or appointed to remain on the Board of Directors, provided that:

- (a) he or she consents to such election or appointment;
- (b) he or she is not, and does not during his or her term become an employee of the Society;
- (c) he or she is not and does not become disqualified to act as a Director pursuant to the provisions of the Act or these Bylaws.

Notwithstanding the foregoing, in the event that a person is elected or appointed to the Board of Directors at a time when such person is not a voting member of the Society, the election or appointment shall be deemed valid retroactively to the date of such election or appointment if the person becomes a voting member of the Society within 30 days after the person's election or appointment. If a person who is not a voting member of the Society is purportedly elected or appointed to the Board and fails to become a voting member within 30 days of their election or appointment, then such person's election or appointment shall be deemed void.

#### 4.4 Vacancies on the Board of Directors

In the event that a Director vacates that office prior to the expiration of his or her term for any reason, the vacancy may be filled by the remaining Directors for the remainder of the term of the vacating director.

#### 4.5 Remuneration and Expenses

No Director shall receive remuneration for being or acting as a Director, but a Director may be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.

#### 4.6 Early Termination of Office

A director will cease to hold office prior to the expiration of his or her term

- (a) The Director dies, becomes bankrupt, ceases to be a voting member of the Society or otherwise become disqualified from acting as a Director under the provisions of these Bylaws or the Act;
- (b) the Director is removed by Board resolution passed by the other Directors, by reason that, in the opinion of the remaining Directors,
  - (i) the Director in question has become apparently unable to perform his or her duties as a Director by reason of mental or physical infirmity;
  - (ii) the Director has been convicted of a criminal or civil offense the nature of which is likely to bring disrepute to the Society;
  - (iii) the Director in question has committed a breach of these Bylaws or Act or otherwise acted in a manner likely to bring disrepute to the Society;
- (c) the Director tenders his or her written resignation by mail, hand, or facsimile transmission to the head office of the Society;

- (d) during any one corporate year of the Society, the Director fails to attend 3 meetings of the Board of Directors for which notice has been given, but provided that this provision shall not apply to Directors who do not reside within 10 miles of the place scheduled for the Board meetings in question.

#### 4.7 Termination and Replacement by Members

The members entitled to vote at general meetings may by special resolution remove a Director before the expiration of his or her term of office, and may elect a successor to complete the term of office of the removed Director.

### PART 5- PROCEEDINGS OF DIRECTORS

#### 5.1 Chairperson

The President shall preside as Chairperson at every meeting of the Directors, or if the President is not present within 15 minutes of the time scheduled for the meeting or is unwilling to act as Chairperson or has advised the secretary that he or she will be unable to attend at the meeting, the Directors shall choose one of their number to act as Chairperson at the meeting.

#### 5.2 Regulation of Meetings

Subject to Article 5.3 below, the Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they see fit.

#### 5.3 Timing of Meetings

The Board of Directors shall meet within 14 days after each annual general meeting of members and thereafter at such times and places and upon such notice as they see fit, provided that no more than two months shall elapse between meetings of the Directors and provided further that a Director may at any time, and the Secretary, on the request of a director, shall, convene a meeting of the Directors.

#### 5.4 Quorum

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

#### 5.5 Voting

Questions arising at a meeting of Directors shall be decided by a majority of votes of the Directors present. In case of an equality of votes, the chairperson shall not have a second or casting vote, and no motion shall pass on an equality of votes. No motion

proposed at a meeting of Directors need be seconded and any Director including the Chairperson may move or propose a motion.

#### 5.6 Resolutions in Writing

A resolution of the Directors in writing and identified as such in the Board of Directors' minutes, is as valid and effective as if regularly passed at a meeting of Directors.

#### 5.7 Attendance by Communication Facilities

A Director may participate in a meeting of Directors or of any committee of Directors by means of conference telephones or other communications facilities by means of which all Directors participation in the meeting can hear each other and provided that all such Directors agree to such participation. A Director participating in a meeting in accordance with this Bylaw 5.7 shall be deemed to be present at the meeting and to have so agreed and shall be counted in the quorum and entitled to speak and vote at the meeting.

#### 5.8 Committees of Directors

The Directors may delegate any, but not all, of their powers to committees consisting of at least one Director. Such a committee shall conform to any rules imposed on it by the Directors and shall report every act or thing done in the exercise of the delegated powers to the earliest meeting of the Directors to be held next after it has been done. Subject to the rules imposed on the committee by the Directors, the committee may choose its own chairperson and may meet and adjourn as it considers proper.

### PART 6- DISCLOSURE OF INTEREST OF DIRECTORS

#### 6.1 Declaration of Interest

A Director who is, in any way, directly or indirectly interested in an existing or proposed contract or transaction with the Society or who holds any office or possesses any property whereby, directly or indirectly, a duty or interest might be created to conflict with his or her duty or interest as a Director shall declare the nature and extent of his or her interest in such contract or transaction or of the conflict or potential conflict with his or her duty and interest as a Director, as the case may be, in accordance with the provisions of the Act and these Bylaws. Any such declaration must be made in writing and delivered to the Society or alternatively stated verbally at and recorded in the minutes to a meeting of the Board of Directors. Such declaration must be made or given as soon as is reasonably possible after such conflict or potential conflict becomes apparent to the Director or as soon as possible after such conflict or potential conflict would become apparent to a reasonable person in the position of the Director.

## 6.2 Voting in Case of a Conflict

A Director shall not vote in respect of any such contract or transaction with the Society in which he or she is interested and if he or she shall do so his or her vote shall not be counted, but he or she shall be counted in the quorum present at the meeting at which such vote is taken. Subject to the Act, the foregoing prohibition shall not apply to:

- (a) purchasing and maintaining insurance to cover Directors against liabilities incurred by them as Directors; or
- (b) the indemnification of any Director or Directors by the Society.

The foregoing exception may be suspended or amended to any extent approved by the Society in general meeting and permitted by the Act, either generally or in respect of any particular period.

## 6.3 Effect of Conflict of Interest

No Director or intended Director shall be disqualified from their office by contracting with the Society either with regard to a position as a vendor or purchaser of services or goods or otherwise (except as auditor or accountant with the Society). Subject to compliance with the disclosure and other provisions of the Act and these Bylaws, no contract or transaction entered into by or on behalf of the Society in which a Director is in any way interested shall be liable to be voided by reason thereof.

## 6.4 Accountability of Director

A Director may be or become a director or other officer or employee of, or otherwise interested in, a corporation or firm in which the Society may be interested as a Shareholder or otherwise, and, subject to compliance with the disclosure and not be accountable to the Society for any remuneration or other benefits received by him or her as a director officer or employee of, or from his or her interest in, such other corporation or firm, unless the Society in general meeting otherwise direct.

## PART 7 - OFFICERS

### 7.1 Office Positions

The officers of the Society shall consist of a President, one Vice-President, a Secretary, a Treasurer and such other officers as may be determined at a general meeting of members of the Society.

### 7.2 Election/Appointment of Officers and Term

The officers of the Society shall be elected or appointed by the Directors from among

their number at the first meeting of Directors held following the annual general meeting of members in each year. Officers shall hold office until the first meeting of Directors following the next annual general meeting of members, or until they resign or otherwise vacate or are removed from such position, whichever shall first occur.

### 7.3 Duties of the President and Vice-President

The President shall preside at all meetings of the Society and of the Directors and shall supervise the other officers in the execution of their duties. Subject to the directions of the Board of Directors, the President will perform such other duties as may be assigned by the Board or the members on behalf of the Society or as may be normal function of presidents of similar organizations. In the absence of the President, the Vice-President shall perform the duties of the President, and such other duties as may be assigned by the Board of Directors, the members or the President.

### 7.4 Duties of the Secretary

The Secretary shall:

- (a) ensure the conduct of all official correspondence of the Society and the Board of Directors;
- (b) ensure issuance of all notices of meetings of the members and Directors;
- (c) keep minutes of all meetings of the Society and the Board of Directors;
- (d) have custody of the common seal of the Society, if any; and
- (e) maintain or ensure the maintenance of the Register of Members.

### 7.5 Duties of the Treasurer

The Treasurer shall:

- (a) keep or ensure the keeping of the financial records, including books of account, necessary to comply with the Act; and
- (b) render and provide or ensure the rendering and provision of financial reports and statements to the Directors, members, auditor and others when required.

### 7.6 Removal and Replacement of Officers

Without restricting any other provision for replacement or removal of officers appearing in these Bylaws or the act, the Board of Directors may remove and replace or temporarily substitute any officer of the Society from time to time as the Board of Directors may consider appropriate.

## PART 8- INDEMNIFICATION OF DIRECTORS AND OFFICERS

### 8.1 Indemnification of Directors

Subject always to the provisions and restrictions contained in the Act, the Directors shall cause the Society to indemnify a Director or former Director of the Society and the heirs and personal representative of any such person from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by such person, including an amount paid to settle an action or satisfy a judgment in a civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or having been a Director of the Society, including an action brought by the Society. Each Director of the Society on being elected or appointed shall be deemed to have agreed with the Society and consented to act as one of its Directors on the basis of the indemnities provided for in this Part.

### 8.2 Indemnification of Officers, Agents and Employees

Subject always to the provisions and restrictions contained in the Act, the Directors shall cause the Society to indemnify any officer, employee or agent of the Society and the heirs and personal representatives of any such person from and against all cost, charges and expenses whatsoever incurred by such person as a result of acting as an officer, employee or agent of the Society. Without restricting the generality of the foregoing, the Society shall indemnify any person who is acting or has acted as Secretary of the Society; and such person's heirs and personal representatives from and against all costs, charges and expenses whatsoever incurred by such person arising out of the functions assigned to the Secretary by the act or these Bylaws. Each officer upon being appointed shall be deemed to have accepted and consented to such appointment on the basis of the indemnities provided for in this Part.

### 8.3 Breach Under the Act or Bylaws

Provided that such breach is not willful, the failure of a Director or officer of the Society to comply with the provisions of the Act or these Bylaws shall not invalidate any indemnity to which he or she is entitled under this Part.

### 8.4 Acting in Excess of Jurisdiction

For the purposes of the indemnities provided for in this Part a person occupying a position as a Director or officer of the Society who purposes to act in such capacity but does so in a manner which is ultra vires the powers of such Director or officer, or who do so in a manner which causes the Society to act or purport to act in a manner which is ultra vires the powers of the Society, nevertheless shall be deemed to have been acting

in his or her capacity as a Director or officer. Any costs, charges and expense incurred by such person as a result of such action shall be deemed to be costs, charges and expenses covered by and included in the foregoing indemnities. The provision of this Bylaws 8.4 are subject to the proviso that the actions of the Director or officer involved were only inadvertently ultra vires, and were done honestly, in good faith and with a view to the best interests of the Society.

#### 8.5 Insurance

Subject to the provisions and restrictions contained in the Act affecting director, officer or employee insurance, the Directors may cause the Society to purchase and maintain insurance for the benefit of any person who is or was serving as a Director, officer or employee of the Society and such person's heirs and personal representatives against the risk of any liability being incurred by such person as such Director, officer or employee, including any liability arising from inadvertently ultra vires activities.

### PART 9- MAINTENANCE AND INSPECTION OF RECORDS

#### 9.1 Location of Records

All documents and records of the society shall be kept at the head office of the Society, or at such other place as is consistent with the provisions of the Act and these Bylaws. Despite the foregoing, the Directors may by resolutions and from time to time, permit some of the documents, including the financial records of the Society, to be kept at places in the Province other than the address of the Society. However, such a resolution must describe the documents to which it applies and the place they are to be kept and the resolution shall have no effect until a copy of it is filed with the registrar.

#### 9.2 Inspection by Members and Others

Any books and records of the Society which the Act and other applicable legislation requires be made available for inspection by members or others shall be open for inspection by such persons during regular Society business hours. Subject to Bylaw 9.3 below, the Directors may from time to time determine a reasonable fee to be charged by the Society to defray its expenses for photocopying any such books and records.

#### 9.3 Bylaws Provided to Members

On being admitted to membership in the Society, each member is entitled to a copy of the Constitution and Bylaws of the Society, without charge.

## PART 10- BRANCHES

### 10.1 Establishment of Branches

Subject to the requirements of the Act, the members may by special resolution in a general meeting, establish and maintain one or more branches of the Society.

### 10.2 Power of Branches

A branch of the society shall have the powers conferred by the Society by special resolution from time to time, provided that such powers do not exceed powers of the Society.

### 10.3 Names of Branches

A branch of the Society shall not use a name other than the name of the Society, together with a word or words describing the geographical location of the branch and the word "Branch".

## PART 11-SEAL

The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place. The common seal shall be affixed only when the Directors authorize and then only in the presence of the persons prescribed in the authorizing resolution or, if no person are prescribed, in the presence of the President.

## PART 12- BORROWING POWERS/FINANCIAL

### 12.1 Power to Borrow

In order to carry out the purposes of the society, the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular, but without limiting the foregoing, by issue of debentures.

### 12.2 Debentures

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

### 12.3 Restrictions

The Board of Directors may not, on behalf of the Society, cause the Society to borrow more than twenty thousand dollars in the aggregate without the sanction of a special resolution.

#### 12.4 Signing Authority

The Board may from time to time designate three or more signing officers, at least two of which shall be chosen from among the President, the Vice-President, the Secretary and the Treasurer. Cheques drawn on any account of the Society at a financial institution shall require the signatures of at least two authorized signing officers on behalf of the Society.

### PART 13- AUDITOR OR ACCOUNTANT

#### 13.1 Requirement for Auditor or Accountant

If required by the Act, an audited statement of the Society's finances shall be prepared by an auditor for the Society for each fiscal year of the Society and such statement shall be approved by the Directors and presented to the annual general meeting next following the fiscal year end to which the statement applies. If the Act does not require an auditor or audited financial statements, then a statement of the Society's finances shall be prepared by an independent chartered accountant or firm of chartered accountants in accordance with generally accepted accounting principles and presented to the annual meeting next following the fiscal year to which the statement applies.

#### 13.2 APPOINTMENT AND REMOVAL

At each annual general meeting, the Society shall appoint an auditor or accountant to hold such office until the auditor or accountant is re-elected or a successor is appointed at the next annual general meeting. An auditor or accountant may be removed by ordinary resolution.

#### 13.3 Auditor or Accountant Vacancies

The directors shall fill all vacancies occurring in the office of auditor or accountant.

#### 13.4 Notice to Auditor or Accountant

An auditor or accountant shall be promptly notified in writing of appointment or removal, and shall receive notice of and be entitled to attend at all general meetings of the Society.

#### 13.5 Qualifications of Auditor or Accountant

No Director and no employee of the Society shall be the auditor or accountant for the Society.

## PART 14- NOTICES TO MEMBERS

14.1 A notice required to be given to a member under the Act or these Bylaws may be given to the member personally or by ordinary mail or email addressed to the member at the address appearing in the Register of Members.

### 14.2 Effect of Notice By Mail

A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

### 14.3 Entitlement to Notice

Notice of a general meeting shall be given to the auditor or accountant and to every member who is shown on the Register of members on the day notice is given. No other person is entitled as of right to receive notice of a general meeting.

## PART 15- AMENDMENTS

Alterations, amendments or additions to the Constitution and these Bylaws shall be made only by special resolution approved at any general meeting of the society by a vote in favour of such alteration, amendment or addition from not less than three-quarters of the voting members present and voting in person or by proxy, provided always that notice of such resolution has been given not less than 14 days prior to such meeting.