

**CANADIAN HEMOCHROMATOSIS SOCIETY  
BY-LAWS  
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**Revised April 8, 2009**

## CANADIAN HEMOCHROMATOSIS SOCIETY BY-LAWS

By-laws relating generally to the conduct of the affairs of the Canadian Hemochromatosis Society.

### PART 1 - INTERPRETATION

**1.1 Definitions.** In these by-laws and all other by-laws of the Canadian Hemochromatosis Society, unless the context otherwise requires:

(a) “**Act**” means the British Columbia *Society Act* and any regulations made under the *Society Act*, as amended from time to time;

(b) “**by-law**” or “**by-laws**” means any by-law or by-laws of the Society from time to time in force and effect;

(c) “**directors**” or “**board**” or “**board of directors**” means the directors of the Society or a branch of the Society, as the case may be, for the time being;

(d) “**Member**” means any person defined as a Member in by-law 2.2;

(e) “**Society**” means the CANADIAN HEMOCHROMATOSIS SOCIETY;

(f) “**Special Business**” means (i) at a general meeting all business other than the adoption of the rules of order; and (ii) at an annual meeting all business other than the adoption of the rules of order, the consideration of financial statements, the report of the directors, the report of the auditor (if any), the election of directors, the appointment of an auditor (if required) and such other business as, under these by-laws, ought to be transacted at an annual meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

**1.2 Society Act Definitions.** All words which are used in these by-laws that are defined in the Act shall have the meanings given to them in the Act unless the context of these by-laws requires otherwise.

**1.3 Other Definitions.** Any words defined elsewhere in these by-laws shall have the meanings ascribed to them.

### PART 2 - MEMBERSHIP CATEGORIES AND RIGHTS

**2.1 Entitlement.** The Members of the Society shall be those persons who may from time to time be admitted to membership in accordance with these by-laws.

**2.2 Member.** A Member may be:

(a) a natural person;

(b) an associate organization; or

(c) a corporation, who has paid the dues and assessments from time to time due and owing by such Member, and is a Member in good standing.

**2.3 Voting Rights.** Each Member in good standing is entitled to attend and to vote at any meeting of Members of the Society. At any meeting of Members, each Member who is in good standing is entitled to one vote. A Member that is either an associate organization or a corporation may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of the Member and that representative stands in place of the Member for all purposes with respect to the meeting of the Society.

**2.4 Good Standing.** A Member in good standing shall be a Member who has paid all dues and assessments owing by such Member, is not delinquent in the repayment of any debts owed to the Society and who has not resigned, been suspended or expelled from membership in the Society.

**2.5 By-Law Compliance.** Each Member will uphold the constitution of the Society and comply with the Society’s by-laws.

**2.6 Entitlement to By-Laws.** Each Member is entitled to a copy of the Society's constitution and by-laws. The directors may set a fee for issuing a copy of the constitution and by-laws but such fee is not to exceed \$1.00.

**2.7 By-Law Amendments.** These by-laws may only be amended or altered by special resolution.

### **PART 3 - ADMISSION TO MEMBERSHIP**

**3.1 Membership.** Membership in the Society shall be by invitation or application. Any person meeting the criteria outlined in by-law 2.2 may be invited by the Society or may apply to the Society for membership and upon acceptance by the board shall be a Member.

**3.2 Membership Year.** The membership year shall commence on January 1 and terminate on December 31 of each year.

**3.3 Non-Transferable.** The membership of a Member in the Society and all rights arising from the membership are non-transferable.

**3.4 Cessation of Membership.** A Member shall cease to be a member of the Society:

(a) **Resignation** - by delivering a written resignation signed by the Member to the registered address of the Society. Upon the resignation of a Member, all unpaid dues and assessments, calculated on a pro-rata basis, owing by that Member prior to his or her resignation shall immediately become due and payable and the Member shall remain liable for payment to the Society of any such dues or assessments;

(b) **Death** - upon his or her death, or, in the case of a Member that is not a natural person, on dissolution;

(c) **Expulsion** - upon being expelled in accordance with these by-laws; or

(d) **Not in Good Standing** - subject to by-law 3.6, if the Member has not been in good standing for four consecutive months.

**3.5 Expulsion.** The board of directors may, subject to the Society's Policies on Discipline and in accordance with by-law 3.8, expel any Member of the Society where the Member has failed to observe, in a material and serious degree, the rules and by-laws of the Society or where the Member has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Society. Alternatively, a Member may be expelled by a special resolution of the Members at a general meeting. If a Member is the subject of a proposed expulsion by special resolution, then the notice, given in accordance with by-law 15.1, of the special resolution shall outline the reasons for the proposed expulsion and the Member shall be given an opportunity to address the Members at the general meeting before the special resolution is voted on.

**3.6 Termination/Suspension.** The membership of any Member in the Society may be terminated or suspended, at the discretion of the directors, in accordance with by-law 3.8, if:

(a) **Qualification Failure** - the Member, through the occurrence of any event, becomes ineligible for membership;

(b) **Unpaid Dues** - the Member has not paid his or her annual dues within four months from the date due, such termination or suspension to continue until such time as the dues are paid in full; or

(c) **Unpaid Assessments** - the Member has failed to pay any assessment imposed pursuant to these by-laws, such termination or suspension to continue until the unpaid assessment is paid in full.

**3.7 Return of Dues/Assessments and Restoration.** Any Member who has ceased to be a Member, or has been expelled, terminated or suspended pursuant to by-laws 3.4, 3.5 or 3.6:

(a) **Return of Dues/Assessments** - in the case of a Member who has ceased or has been expelled or terminated, shall be entitled to a partial refund, calculated on a pro-rata basis, of the dues or assessments that the Member has paid to the Society; and

(b) **Restoration of Membership** - in the case of a Member who has been terminated or suspended, shall not be entitled to the restoration of the Member's membership until all arrears of dues and assessments are paid by the Member to the Society and any requirements for restoration to membership, as may be established by the board, are met by the Member.

**3.8 Procedure for Expulsion, Termination or Suspension.** If grounds appear to exist for the expulsion, termination or suspension of a Member under by-laws 3.5 or 3.6 (the "**Disciplinary Action**"), other than by special resolution as provided in by-law 3.5, the following procedure shall be followed:

(a) **Notice** - The Secretary shall give written notice to the Member of the proposed Disciplinary Action and the reasons therefor at least 30 days prior to the effective date of the Disciplinary Action as set out in the notice. Any notice to be given by the Secretary shall be given in accordance with by-law 15.1.

(b) **Hearing** - During the period from the date the notice was deemed to be given to 10 days before the effective date of the Disciplinary Action, the Member shall be given every reasonable opportunity to present to the board, either orally or in writing, his or her reasons why the Disciplinary Action should not proceed.

(c) **Meeting** - The board of directors shall decide whether or not to proceed with the Disciplinary Action, by a majority of the votes cast at a meeting of the directors to be held not less than five days before the effective date of the Disciplinary Action. In the event the board approves proceeding with the Disciplinary Action, the approval shall be final.

(d) **Appeal** - Any appeal of a Disciplinary Action must be commenced by the Member so affected within one year after the effective date of the Disciplinary Action.

#### **PART 4 - ALLOWANCES TO MEMBERS**

**4.1 Honoraria, Travel and Maintenance.** The board of directors may determine, in its discretion, what honoraria, travel and maintenance allowances the Society may pay to any of its Members, including without limitation, any Member who is a director or officer of the Society or who serves on a committee.

#### **PART 5 - DUES AND ASSESSMENTS**

**5.1 Dues.** The annual dues payable by the Members shall be those fixed by the Members at each annual general meeting of the Society.

**5.2 Assessment.** In addition to the dues described in by-law 5.1, the board may from time to time impose an assessment on Members for any extraordinary expenditures which the board considers appropriate. To be effective, an assessment must first be approved by an ordinary resolution passed at a general meeting of the Members by a simple majority of the votes of the Members cast in respect of a resolution to approve such extraordinary expenditures.

**5.3 Notification by Secretary.** The Secretary shall notify each and every Member, in writing, of the dues and assessments at any time payable by the Member and to what the dues and assessments relate.

**5.4 Payment.** Each Member shall pay to the Society:

(a) the dues fixed in accordance with by-law 5.1 within 30 days of the day of receipt by the Member of the notice referred to in by-law 5.3;

(b) the assessments approved in accordance with by-law 5.2 within the time specified in the notice referred to in by-law 5.3;

and such dues and assessments shall constitute debts due from the Members to the Society which are recoverable by action and are payable as of the due date thereof.

**5.5 Waiver of Dues/Assessments.** The directors may, by resolution, waive the requirement for the payment of any dues or assessments or a portion thereof due to the Society by any Member.

## **PART 6 - MEETINGS OF MEMBERS**

**6.1 Annual Meeting.** Subject to the provisions of the Act, the first annual meeting of the Members shall be held not later than 15 months after the incorporation of the Society and subsequently, the annual meeting shall be held:

(a) once in every calendar year and (i) not more than 15 months after the holding of the preceding annual meeting; or (ii) more than 6 months after the end of the Society's fiscal year; and

(b) on such day in each year and at such time and place, within the Province of British Columbia, as the board may by resolution determine, provided that the Members may by ordinary resolution, subject to the Act, authorize an annual meeting to be held outside of the Province of British Columbia.

**6.2 General Meeting.** General meetings of Members may be convened on any day and at any time and place, within the Province of British Columbia, as is determined by the board. Subject to the provisions of the Act, the Members may by ordinary resolution authorize a general meeting of Members to be held outside of the Province of British Columbia.

**6.3 Members May Initiate General Meeting.** A general meeting of the Members shall be convened by the board within 21 days of receipt by the Society at its registered office of a written requisition which states the purpose of the general meeting and which is signed by at least 10% of the Members who are entitled to vote and are in good standing. Upon receipt by the Society of the written requisition, the Secretary shall notify the board of the written requisition and shall give written notice of the general meeting to each Member at least 14 clear days before the date of the general meeting, such notice to be in accordance with by-law 15.1.

**6.4 Notice of Meeting.** The Secretary shall give written or electronic notice to the auditor (if any) and to each Member shown on the register of Members, who is in good standing on the day that notice is given, of a meeting of Members (either a general meeting or an annual meeting) at least 14 clear days before the date of the Meeting, such notice to be in accordance with by-law 15.1.

**6.5 Waiver of Notice.** Members who are entitled to vote at a meeting of Members may waive notice of a meeting of Members by consent in writing.

**6.6 Omission of Notice.** The accidental omission to give notice of any meeting of Members, any irregularity in the notice of any meeting of Members or the non-receipt of any notice by any Member or Members or by the auditor of the Society (if any) shall not invalidate any resolution passed or any proceedings taken at any meeting of Members.

**6.7 Entitlement to Attend Meetings.** Only Members and the auditor may attend meetings of Members, provided, however, that the board of directors may invite non-Members to attend meetings of Members.

## **PART 7 - PROCEEDINGS AT MEMBERS' MEETINGS**

**7.1 Chair of the Meeting.** The President shall be chair at any meeting of Members. If fifteen minutes after the time appointed for holding the meeting the President is absent or unable to act as chair at a meeting of Members, then the Vice-President shall be chair of the meeting of Members. If fifteen minutes after the time appointed for holding the meeting the Vice-President is absent or is unable to act as chair, in place of the President, at a meeting of Members, then the Members who are present and entitled to vote shall choose a director who is present and able to act as chair of the meeting, and if no director is present and able to act or if all the directors present decline to take the chair then the Members who are present and entitled to vote shall choose one of their number to act as chair of the meeting.

**7.2 Adjournment.** The chair of any meeting of Members may, with the consent of a majority of the Members present at the meeting of Members and entitled to vote, adjourn the meeting to a fixed time and place and no notice of such adjournment need be given to the Members unless the adjournment lasts 10 days or longer in which case notice must be issued to the Members in accordance with by-laws 6.4 and 15.1.

Any business may be brought before or dealt with at any adjourned meeting of Members which might have been brought before or dealt with at the original meeting of Members in accordance with the notice calling the meeting.

**7.3 Quorum.** A quorum at any meeting of Members shall be six (6) Members of record in good standing and entitled to vote. No business shall be transacted at any meeting of Members unless the requisite quorum is present at the time of the transaction of such business. If, in a meeting of Members convened pursuant to by-law 6.3, a quorum is not present at the time appointed for the meeting (or within 30 minutes after the time appointed for the meeting), then the meeting is terminated. If, in a meeting of Members not convened pursuant to by-law 6.3, a quorum is not present at the time appointed for the meeting (or within 30 minutes after the time appointed for the meeting) then the meeting shall be adjourned until the same day of the following week and the provisions of by-laws 6.4 and 15.1 with regard to notice shall apply to such an adjourned meeting. If at the adjourned meeting a quorum is not present at the time appointed for the meeting (or within 30 minutes after the time appointed for the meeting) then the number of Members present is deemed to constitute a quorum.

**7.4 Minutes.** Minutes of all meetings of Members shall be kept by the Secretary and signed by the chair of the meeting of Members. The minutes may be inspected during office hours by any Member of the Society at the registered office of the Society upon giving reasonable notice to the Secretary.

**7.5 Annual Meeting Agenda.** The agenda of the annual meeting shall include at least the following items:

- (a) approval of the minutes from the previous annual meeting and any other general meetings held since the previous annual meeting;
- (b) report of the President;
- (c) report of the Executive Director
- (d) report of the Secretary;
- (e) report of the Treasurer, including presentation of the annual financial statements of the Society;
- (f) reports from committees, if any;
- (g) election of directors;
- (h) appointment or waiver of auditor; and
- (i) other business, if any.

**7.6 Rules of Order.** The directors may, at any time, adopt such rules of order to govern the meetings of Members as the directors may determine. Any such rules of order shall be available for inspection during normal business hours at the registered office of the Society.

## **PART 8 - VOTING AT MEMBERS' MEETINGS**

**8.1 Voting.** Unless provided otherwise in the Act or these by-laws:

- (a) the chair may propose a resolution;
- (b) every resolution must be seconded before it is voted on;
- (c) every question, other than the election of directors, submitted at a meeting of Members shall be decided in the first instance by a show of hands;
- (d) the election of directors shall be done by secret ballot; and
- (e) in the case of an equality of votes, the chair of the meeting shall not have a casting vote and the resolution shall not pass.

**8.2 Secret Ballot.** A secret ballot may be demanded by any Member who is entitled to vote at the meeting of Members either before or after any vote by show of hands. If at any meeting of Members a secret ballot is demanded on the election of a chair or on the question of an adjournment, the secret ballot shall be taken forthwith without adjournment. If at any meeting of Members a secret ballot is demanded on any other question, the vote shall be taken by ballot in such manner and either at once, later in the meeting or at an adjournment of that meeting as the chair of the meeting directs. The result of a secret ballot shall be deemed to be the resolution of the meeting at which the secret ballot was demanded. A demand for a secret ballot may be withdrawn.

**8.3 Effect of Vote.** No resolution of the Members of a meeting of the Society invalidates a prior act of the Directors that would have been valid if the resolution had not been passed.

**8.4 Entitlement to Vote.** No Member shall be entitled to vote at any meeting of Members unless the Member is entitled to vote pursuant to the provisions of by-law 2.3 and the Member has paid all dues and assessments, if any, then payable by the Member.

**8.5 Simple Majority.** At all meetings of Members every resolution put to the vote at a meeting of Members shall, unless otherwise required by these by-laws or under the Act, be decided by a simple majority of the votes duly cast on the resolution.

**8.6 Evidence that Resolution Carried.** At any meeting of Members, unless a secret ballot is demanded in accordance with by-law 8.2, a declaration by the chair of the meeting following a show of hands that a resolution has been carried unanimously, carried by a particular majority or not carried by a particular majority shall be conclusive evidence of the fact.

**8.7 Entitlement to Vote by Proxy.** Each Member shall be entitled to appoint a proxyholder to attend and vote at any meeting of the Members of the Society or any adjournment thereof.

**8.8 Execution of Proxy Instrument.** A proxy shall be in writing under the hand of the Member appointing the proxyholder. A proxy is valid for one meeting or any adjournment thereof.

**8.9 Qualification of Proxyholder.** Any person of full age may act as proxyholder whether or not he or she is entitled on his or her own behalf to be present and to vote at the meeting at which he or she acts as proxyholder. A proxyholder may only represent or act in faith of one person at any particular meeting of Members or adjournment thereof.

**8.10 Deposit of Proxy.** A proxy shall be deposited at the registered office of the Society or at such other place as is specified for that purpose in the notice calling the meeting not less than 48 hours before the time for holding the meeting at which the person named in the proxy proposes to vote or shall be deposited with the Secretary prior to the commencement of the meeting. In addition to any other method of depositing proxies provided for in these by-laws, the directors may from time to time make regulations:

- (a) permitting the depositing of proxies at some place or places other than the place at which a meeting or adjourned meeting of Members is to be held;
- (b) providing for particulars of those proxies to be sent in writing or by facsimile, e-mail or other electronic means before a meeting or an adjourned meeting to the registered office of the Society or any agent of the Society for the purpose of receiving those particulars; and

(c) providing that particulars of those proxies may be voted as though the proxies themselves were produced to the Secretary of the meeting or of the adjourned meeting as required by this by-law 8.10. Votes given in accordance with proxies and particulars of proxies so deposited shall be valid and counted.

**8.11 Validity of Proxy Vote.** A vote given in accordance with the terms of a proxy shall be valid notwithstanding the previous death, bankruptcy or insanity of the Member or revocation of the proxy or of the authority under which the proxy was executed, provided that prior to the meeting no notice in writing of such death, bankruptcy, insanity, or revocation shall have been received at the registered office of the Society or by the Secretary of the meeting or of the adjourned meeting at which the vote was given.

**8.12 Form of Proxy.** A proxy appointing a proxyholder, whether for a specified meeting or otherwise, shall be in the following form or in any other form that the directors shall approve:

**CANADIAN HEMOCHROMATOSIS SOCIETY**

The undersigned is a Member in good standing of the CANADIAN HEMOCHROMATOSIS SOCIETY and the undersigned hereby appoints

\_\_\_\_\_ of \_\_\_\_\_ or  
failing him or her \_\_\_\_\_ of \_\_\_\_\_ as  
proxyholder for the undersigned to attend at and vote for and on behalf of the undersigned at the meeting of the CANADIAN HEMOCHROMATOSIS SOCIETY being held on the  
\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_ and at any adjournment of that meeting.

Dated this \_\_\_\_ day of \_\_\_\_\_ in the year \_\_\_\_\_.

\_\_\_\_\_  
Name of Member

\_\_\_\_\_  
Authorized Signatory

**PART 9 - BOARD OF DIRECTORS**

**9.1 Number of Directors on the Board.** The affairs of the Society shall be managed by a board of directors consisting of not less than six (6). In addition, at a meeting of the Members, the Members may appoint up to five (5) honorary directors. The duties and responsibilities of the honorary directors will be determined by the board.

**9.2 Powers and Duties of Board.** The directors shall act honestly, in good faith and in the best interests of the Society and they shall always exercise the care, diligence and skill of a reasonably prudent person in exercising power and performing functions as a Member of the board. The board of directors shall be responsible for conducting all business of the Society and may exercise all such powers and do all such acts and things as may be exercised or done by the Society that are not by these by-laws or the Act expressly directed or required to be done in some other manner, and may from time to time by majority vote pass resolutions relating in any way to the Society or to the conduct of its affairs. The board shall ensure that the Society has at least one account with a chartered bank, credit union or trust company for the deposit of funds. The board will ensure that all documents which, according to law, must be filed with governmental bodies are filed in a timely fashion in accordance with applicable law. The board will prepare all reports, including financial reports, required by law to be prepared for the annual meeting of the Society. The board of directors shall report all work done by it or by any committees of the board to the Members at the annual meeting of Members. No act or proceeding of the board is invalid by reason only of there being vacancies among the directors.

**9.3 Disclosure of Interest.** Where a director has either a direct or indirect interest in a proposed transaction involving the Society, the director must disclose to the board, in a full and prompt manner, the nature and extent of the interest, and must otherwise comply with the requirements of the Act.

**9.4 Election/Appointment of Directors.** The directors of the Society shall have a term of two (2) years. Directors may be elected to a maximum of three (3) consecutive two year terms. An election of directors may be by acclamation; otherwise it shall be by secret ballot.

When a director has served three consecutive two year terms, that director is ineligible to seek election as a director of the society for two (2) years. Board members who are elected into successions positions will be automatically exempt from the provision of this by-law.

**9.5 Vacancy.** The directors may at any time and from time to time appoint a qualified person to act as a director to fill a vacancy on the board. A director so appointed holds office only until the conclusion of the next annual meeting of the Members.

**9.6 Power of Board if a Vacancy.** Where there is a vacancy or vacancies on the board, the remaining directors may exercise all the powers of the board as long as a quorum of the board remains in office.

**9.7 Termination of Office.** The office of a director shall automatically be terminated if any of the following events occur:

- (a) the director's term of office expires in accordance with by-law 9.4;
- (b) the director is removed from office in accordance with by-law 9.8;
- (c) the director becomes bankrupt, suspends payment of his or her debts generally or compounds with his or her creditors;
- (d) the director is mentally incompetent. For the purposes of this by-law 9.7(d), a director shall be deemed to be mentally incompetent if two medical practitioners set forth their opinion in writing that the director in question is incapable of managing his or her affairs;
- (e) the director is convicted of an indictable offence;
- (f) the director resigns from his or her office by notice in writing to the Society. Any such resignation shall be effective at the time it is received by the Society or at the time specified in the notice, whichever is later.

**9.8 Removal of Directors.** The Members may, by special resolution of which notice specifying the intention to pass such resolution has been given in accordance with these by-laws, remove any director before the expiration of his or her term of office and may, by the majority of votes cast by the Members present and entitled to vote at that meeting of Members, elect any person to serve in the place of the removed director until the next annual meeting of the Members.

**9.9 Remuneration.** Except as provided in by-law 4.1, no director shall be paid for serving as a director but may be reimbursed for reasonable expenses incurred by him or her in the performance of his or her duties as a director of the Society.

## **PART 10 - MEETINGS OF THE BOARD**

**10.1 Place of Meeting.** The board may meet together at the times and places for the dispatch of business and adjourn and otherwise regulate their meetings and proceedings as they see fit.

**10.2 Holding of Meetings.** Any director may at any time, and the Secretary shall, at the request of any director, convene a meeting of the board. The board must meet a minimum of four times per year, excluding general meetings of the Members of the Society.

**10.3 Notice of Meetings.** Notice of each meeting of the board shall specify the time and place of the meeting. The notice may be sent by prepaid mail or may be delivered, as the Secretary deems appropriate, to each director either personally, or by facsimile, e-mail or other electronic means, or by leaving it at the usual business or residential address of the director as shown on the register of directors, and if no address is shown in the records of the Society, then to the last known

address of such director. Notices shall be given at least seven clear days before the time appointed for holding the meeting or such lesser time as may be reasonable under the circumstances; provided always that a director may in any manner and at any time waive notice of a meeting of directors and attendance of a director at a meeting of directors shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. Notwithstanding the above, it shall not be necessary to give to any director notice of a meeting of directors immediately following an annual meeting at which that director has been elected or notice of a meeting of directors at which that director was appointed. Accidental omission to give notice of a meeting of directors to or the non-receipt of notice by any director shall not invalidate the proceedings of that meeting.

**10.4 Telephone Meetings.** The board of directors may hold meetings by means of conference telephone or any other communication facility whereby all directors participating in the meeting can hear each other and make themselves heard, provided that all the directors consent to the holding of a telephone meeting. Such consent may be made generally or in respect of a particular meeting. A director participating in a meeting in accordance with this by-law 10.4 shall be deemed to be present at the meeting and to have so agreed and shall be counted in the quorum for the meeting and shall be entitled to speak and vote at the meeting.

**10.5 Quorum.** Six (6) Directors shall form a quorum for the transaction of business at any meeting of the board and, notwithstanding any vacancy among the directors, a quorum of the directors may exercise all the powers of the board.

**10.6 Voting.** Each director shall have one vote. Questions arising at any meeting of directors must be seconded and shall be decided by a majority of votes. In case of an equality of votes, the chair does not have a deciding or casting vote.

**10.7 Written Resolutions.** A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of directors duly convened and held. Such resolution may be in one or more counterparts, all of which together shall be deemed to constitute one instrument.

**10.8 Acts Valid.** All acts done at any meeting of directors or by any persons acting as directors shall, notwithstanding that it may afterwards be discovered that there was some defect in the election or appointment of any such directors or persons acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to act as a director.

**10.9 Regulations.** The directors may by resolution make such rules and regulations for the conduct of their affairs and of the affairs of the Society as they deem necessary or desirable, provided that such rules and regulations are not inconsistent with these by-laws or the Act.

## **PART 11 - OFFICERS AND COMMITTEES**

**11.1 Officers and Assistants.** The officers of the Society shall consist of a President, a Vice-President, a Secretary, a Treasurer and any other officers as the directors may from time to time determine, including one or more assistants to any of the officers so appointed. One person may hold more than one office. An officer must be a director of the Society.

### **11.2 Election/Appointment of Officers.**

Every two years the board shall appoint or elect the officers of the Society, who shall have a term of two years. Officers shall retire from office at the expiration of their term of office at the first meeting of the directors held following the annual general meeting of the Members of the Society. Only the directors holding the offices of Secretary and Treasurer may seek re-election for their positions for one additional two year term.

**11.3 Termination of Office.** An officer shall automatically be terminated if any of the following events occur:

- (a) the officer's term of office expires in accordance with by-law 11.2;
- (b) the officer is removed from office in accordance with by-law 11.4;
- (c) the officer becomes bankrupt, suspends payment of his or her debts generally or compounds with his or her creditors;
- (d) the officer is mentally incompetent. For the purposes of this by-law 11.3(d), an officer shall be deemed to be mentally incompetent if two medical practitioners set forth their opinion in writing that the officer in question is incapable of managing his or her affairs;
- (e) the officer is convicted of an indictable offence;
- (f) the officer resigns from his or her office by notice in writing to the Society. Any such resignation shall be effective at the time it is received by the Society or at the time specified in the notice, whichever is later.

**11.4 Removal of Officers.** In the absence of a written agreement to the contrary, the board may, by resolution, remove any officer before the expiration of his or her term of office.

**11.5 Terms of Employment.** The terms of employment or remuneration of the officers appointed by the board shall be settled from time to time by the board.

**11.6 Vacancy.** The directors may at any time and from time to time appoint a qualified person to act as an officer to fill a vacancy. An officer so appointed holds office only until the first meeting of the directors held following the next annual general meeting of the Members of the Society.

**11.7 President.** The President shall be chair of all meetings of the board and of all meetings of the Members save for Branch meetings which shall be chaired by the Chairperson of the Branch. The President shall be an ex-officio Member of every committee or sub-committee of the Society, except the Nominating Committee. During the absence or disability of the President, the President's duties shall be exercised by the Vice-President or as may be directed by the board. The President shall, subject to the authority of the board, have the responsibility for the direction of the Society's affairs.

**11.8 Vice-President.** The Vice-President shall, in the absence of the President, be chair of all meetings of Members and of all meetings of the board. During the absence or disability of the President, the Vice-President shall exercise the duties of the President unless otherwise directed by the board. The Vice-President shall, subject to the authority of the board and the President, have the responsibility for the general management and direction of the Society's affairs.

**11.9 Secretary.** The Secretary shall:

- (a) conduct all correspondence of the Society;
- (b) give all notices required to be given to Members and directors;
- (c) attend all meetings of the directors and the Members and prepare and enter (or cause to be prepared and entered) in books kept for that purpose, accurate minutes of all proceedings of the meetings of directors and Members (such books to be kept at the registered office of the Society );
- (d) be the custodian of the corporate seal and of all books, papers, records and other instruments belonging to the Society; and
- (e) perform any other duties prescribed from time to time by the board.

**11.10 Treasurer.** The Treasurer shall:

- (a) keep (or cause to be kept) full and accurate books of account which record all receipts and disbursements of the Society and, under the direction of the board, control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Society;
- (b) provide the board with an accounting of all transactions of the Society and the financial position of the Society and report on the financial position of the Society to the Members at the general meeting of the Members; and
- (c) perform any other duties prescribed from time to time by the board.

**11.11 Employment of Executive Director.** The board of directors may employ an executive director of the Society (the "Executive Director") who shall be the chief executive officer of the

Society. The Executive Director shall not be a director of the Society. If employed, the Executive Director shall:

(a) be directly responsible to the board of directors and between meetings of the board to the Executive Committee as a whole through the office of the President and, in his or her absence, through the office of the Vice-President;

(b) assist the board in the discharge of its duties;

(c) be responsible for, and have general authority with respect to management and administration of the office of the Society and of all continuing operations of the Society;

(d) perform such other duties and exercise such other authority as shall be established in the administrative regulations of the Society or otherwise determined from time to time by the board of directors; and

(e) chair all operations committees

**11.12 Duty of Other Officers.** The duties of all other officers of the Society shall be set out in the terms of their engagement or as the board requires. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by that assistant, unless the board otherwise directs.

**11.13 Variation of Duties.** From time to time the board may vary, add to or limit the powers and duties of any officer or officers.

**11.14 Delegation of Duties.** In case of the absence or inability to act of any officer of the Society or for any other reason that the board of directors may deem sufficient, the board of directors may delegate all or any of the powers of any officer to any director for the time being.

**11.15 Committees of Directors.** The board may appoint committees of directors, from among their number, and/or Members and may delegate to such committees any of the powers of the board. Any committee so appointed may, subject to a resolution of the board and these by-laws, meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit.

**11.16 Executive Committee.** Without limiting the generality of by-law 11.15, the board of directors may appoint an Executive Committee consisting of such members from among their number as may be determined by the board. The Executive Committee shall exercise the powers of the board and do all acts and things necessary to provide for and ensure the organized and efficient operation of the Society between meetings of the board of directors. The board of directors may dissolve or reconstitute the Executive Committee and may amend or limit any of the powers delegated to it by the board.

**11.17 Nominating Committee.** Without limiting the generality of by-law 11.15, the board of directors may appoint a Nominating Committee to be composed of three (3) Members of the Society in good standing. Subject to the provisions of the by-laws of the Society, the Nominating Committee shall nominate a list of sufficient eligible names to complete all anticipated vacancies in director and officer positions and shall exercise such powers of the board as may be delegated to it by the board.

**11.18 Membership Committee.** Without limiting the generality of by-law 11.15, the board of directors may appoint a Membership Committee to be composed of such Members in good standing of the Society as may be determined by the directors at the time of appointment. Subject to the provisions of the by-laws of the Society, the Membership Committee shall compile and provide to the directors a list of persons to whom invitations may be extended by the board to become Members of the Society. The Membership Committee shall exercise such powers of the board as may be delegated to it by the board.

**11.19 Powers of Committees.** Every committee constituted by the board shall have the authorities, powers and discretion which may be delegated to it by the board and shall act in accordance with any requirements, including reporting, which the board may impose upon the committee.

**11.20 Meetings of Committees.** The members of a committee may meet and adjourn as they think fit.

**11.21 Notice of Committee Meetings.** Notice of each meeting of any committee of the board shall specify the time and place of the meeting. The notice may be sent by prepaid mail or may be delivered, as the Secretary deems appropriate, to each committee member either personally, or by facsimile, e-mail or other electronic means, or by leaving it at the usual business or residential address of the committee member as shown in the records of the Society, and if no address is shown in the records of the Society, then to the last known address of such committee member. Notices shall be given at least seven clear days before the time appointed for holding the meeting or such lesser time as may be reasonable under the circumstances; provided always that a committee member may in any manner and at any time waive notice of a meeting of a committee, and attendance of a committee member at a meeting of a committee shall constitute a waiver of notice of the meeting except where a committee member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. Accidental omission to give notice of a meeting of a committee to or the non-receipt of notice by any committee member shall not invalidate the proceedings of that meeting.

**11.22 Committee Meetings by Telephone.** The members of a committee may hold meetings by means of conference telephone or any other communication facility whereby all committee members participating in the meeting can hear each other and make themselves heard, provided that all the committee members consent to the holding of a telephone meeting. Such consent may be made generally or in respect of a particular meeting. A committee member participating in a meeting in accordance with this by-law 11.22 shall be deemed to be present at the meeting and to have so agreed and shall be counted in the quorum for the meeting and shall be entitled to speak and vote at the meeting.

**11:23 Special Committees (Ad Hoc)** Without limiting the generality of by-law 11.15, the Board of Directors may, from time to time, appoint a Special Committee for the purpose of considering unique measures or solving certain issues not resolved by the ordinary process of the Society reporting its findings and recommendations back to the Board of Directors. The Board must appoint a minimum of two (2) Directors to participate on a Special Committee. Once established, the members of a Special Committee may appoint other individuals from the community at large to resource and participate on the committee as required.

## **PART 12 - REGISTERS**

**12.1 Register of Members.** The Society shall keep, or cause to be kept, a register on which the names of all the Members are listed, together with the following particulars:

- (a) the full name and resident address of each Member;
- (b) the date on which the Member is admitted as a Member and the category of membership;
- (c) the date on which any Member ceases to be a Member;
- (d) the dates on which any Member is suspended or reinstated to full membership following a suspension; and
- (e) any other information required by the Act.

**12.2 Register of Directors.** The Society shall keep, or cause to be kept, a register in which the names of the directors are listed, together with the following particulars:

- (a) the full name and resident address of each director;
- (b) the date upon which each director was last elected or appointed as a director;
- (c) the date on which that director ceases to be a director; and
- (d) any other information required from time to time by the directors or the Act.

## **PART 13 - BORROWING POWERS AND USE OF SEAL**

**13.1 Borrowing Powers.** Subject to the Act, the directors may, by resolution, cause the Society to borrow such sums of money on such terms and on such security as the directors may determine and as specified in the resolution of the directors. Despite the foregoing, no debenture shall be issued without the sanction of a special resolution. In addition, the Members may by special

resolution restrict the borrowing powers of the board; however, such restriction will expire at the next annual meeting following the implementation of the restriction.

**13.2 Charge on Property.** To raise or secure the payment of any sum of money borrowed by the Society in accordance with by-law 13.1, the board may mortgage, pledge, hypothecate and charge all or any part of the property of the Society.

**13.3 Common Seal.** The board may adopt a common seal which shall be the seal of the Society and, when required, may destroy the seal and substitute a new seal in its place.

**13.4 Custody.** The seal of the Society shall be kept in the custody of the Secretary or at the registered office of the Society.

**13.5 Use of Seal.** The seal of the Society shall not be affixed to any instrument except as authorized by a resolution of the board and then only in the presence of the persons prescribed in the resolution. If no persons are prescribed in a resolution of the board, then the seal of the Society shall be affixed in the presence of any two directors or officers of the Society.

## **PART 14 - INDEMNIFICATION AND LIABILITY OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS**

**14.1 Director's , Officer's, Employees' and Agents' Liability.** Subject to the Act, no director, officer, employee or agent of the Society, whether current or former, and including all directors, officers, employees and agents of corporations that are a subsidiary of the Society (each an "**Indemnified Individual**"), shall be liable for:

- (a) the acts, omissions or defaults of any other Indemnified Individual;
- (b) any loss or expense incurred by the Society by reason of the insufficiency or deficiency of title of any property acquired for or on behalf of the Society;
- (c) the insufficiency or deficiency of any security in or upon which any of the money of the Society shall be invested;
- (d) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the money, securities or other property of the Society shall be deposited;
- (e) any loss occasioned by any error of judgment or oversight on the Indemnified Individual's part; or
- (f) any other loss, damage or misfortune which occurs in the execution of the Indemnified Individual's duties to the Society or in relation thereto unless such loss, damage or misfortune happened through the individual's own dishonesty or wilful misconduct.

**14.2 Indemnification.** Subject to the requirements of the Act, the Society shall indemnify each Indemnified Individual, and his or her heirs and personal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by such an individual in a civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a director, officer, employee or agent of the Society, including an action brought by the Society, if:

- (a) the Indemnified Individual acted honestly and in good faith with a view to the best interests of the Society; and
- (b) in the case of a criminal or administrative action or proceeding, the Indemnified Individual had reasonable grounds for believing that his or her conduct was lawful.

**14.3 Insurance.** Subject to the Act, the directors may cause the Society to purchase and maintain insurance for the benefit of any or all Indemnified Individuals against personal liability incurred by such an individual while serving the Society.

## **PART 15 - NOTICES**

**15.1 Notice.** Any notice required to be given to a Member pursuant to the Act or these by-laws shall be sent by prepaid mail, or may be delivered, as the Secretary deems appropriate, to each Member either personally, or by facsimile, e-mail or other electronic means or by leaving it at the

usual business or residential address of the Member as shown on the register of Members, and if no address is shown in the records of the Society, then to the last known address of such Member. Where notice is given by mail, notice shall be deemed to have been given on the second day following the day on which the notice was deposited in the mail. If notice is given by hand delivery or electronic media, notice is deemed to be given on the same day on which the notice was actually delivered or the electronic message was sent. A notice of a meeting of Members shall state the day, time and place of the meeting and the general nature of the business to be transacted at the meeting and, where any Special Business will be transacted at the meeting, the notice shall state a sufficient amount of information regarding the Special Business to allow the Members to make a reasoned decision regarding the Special Business. For any particular meeting of the Members, the Members may waive or reduce the period of notice by unanimous consent in writing.

## **PART 16 - AUDITOR AND ACCOUNTING RECORDS**

**16.1 Auditor.** The Members may (but are not required to unless otherwise required by the Act) appoint an auditor to audit the accounts of the Society and the auditor so appointed shall hold office until the close of the next annual meeting. No director or employee of the Society shall be an auditor. Subject to the Act, the board of directors may fill any casual vacancy in the office of the auditor. The auditor may be removed by ordinary resolution.

**16.2 Remuneration of Auditor.** Subject to the Act, the Members at an annual meeting (or the directors if authorized to do so by the Members), shall fix the remuneration of the auditor.

**16.3 Financial Year.** The financial year of the Society shall terminate on a day in each year to be fixed by the board and the financial statements of the Society's affairs for presentation to the Members at the annual meeting shall be made up to that date.

**16.4 Accounting Records.** The directors shall keep proper accounting records in respect of all financial or other transactions including, but not limited to, records of:

- (a) all money received and disbursed by the Society and the manner in which such receipt or disbursement took place;
  - (b) every asset and liability of the Society;
  - (c) every other transaction affecting the financial position of the Society; and
  - (d) summarized financial statements from each Branch
- (collectively, the "**Accounting Records**").

The Accounting Records of the Society shall be kept at the head office of the Society.

## **PART 17 - INSPECTION OF BOOKS AND RECORDS**

**17.1 Inspection of Books and Records.** The books and records of the Society may be inspected by any Member at the offices of the Society upon giving reasonable notice to the Secretary.

## **PART 18 - BRANCHES AND AFFILIATIONS**

**18.1 Branches in British Columbia.** Subject to the provisions of the Act, the Society may establish and maintain one or more branches of the Society in British Columbia (each a "**Branch**") having the powers, but not exceeding the powers of the Society, that the Society may, in its discretion, confer on such Branch or Branches.

**18.2 Branches Across Canada.** Subject to the provisions of any government act or regulation, the Society may establish and maintain one or more Branches of the Society in any of the Provinces or Territories of Canada having the powers, but not exceeding the powers of the Society, that the Society may, in its discretion, confer on such Branch or Branches.

**18.3 Affiliations.** To promote the purposes of the Society, the board may, in its discretion, approve the affiliation by the Society with any individuals or other organizations having purposes similar to those of the Society.

## **PART 19 - DISTRIBUTIONS AND DISSOLUTION**

**19.1 No Distribution.** The Society shall not distribute to its Members or to any other persons any of its gain, profit or dividend, or otherwise dispose of its assets without receiving full and valuable consideration, and any profits or accretions to the assets of the Society shall be used in promoting its purposes.

**19.2 Transfer of Assets.** Upon the winding-up or dissolution of the Society, the funds and assets of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such non-profit organization or organizations having purposes similar to those of the Society, as determined by the directors, at the time of the winding-up or dissolution of the Society.