BYLAWS
OF
THE BRITANNIA COMMUNITY SERVICES CENTRE SOCIETY

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1 INTERPRETATION

1.1 Definitions

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

(a) "**Act**" means the *Societies Act*, S.B.C. 2015, c. 18, as amended from time to time, and includes any successor legislation thereto;

(b) "**Address of the Society**" means the registered office address of the Society on record from time to time with the Registrar;

(c) "**agencies**" includes the civic agencies or any other public or private agencies;

(d) "**Board**" means the Directors acting in their capacity as Directors, and as authorized by the Constitution and these Bylaws, in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;

(e) "**Board Resolution**" means:

(i) a resolution passed by a simple majority of the votes cast by the Directors entitled to vote on such matter:

(A) in person at a duly constituted meeting of the Board,

(B) by Electronic Means in accordance with these Bylaws, or

(C) by combined total of the votes cast in person and by Electronic Means; or

(ii) a resolution that has been submitted to all Directors and consented to in writing by two-thirds (2/3) of the Directors who would have been entitled to vote on the resolution at a meeting of the Board,

and a Board Resolution approved by any of these methods is effective as though passed at a meeting of the Board;

(f) "**Britannia Secondary School**" means the secondary school known as Britannia Secondary School, operated by the School Board, and includes any legal successor thereto;

(g) "**Bylaws**" means the bylaws of the Society as filed with the Registrar;

(h) "**Centre**" means the Britannia Community Services Centre located at 1661 Napier Street, Vancouver, BC V5L 4X4;

(i) "**civic agencies**" means the following agencies, together with their respective administrations:

(i) the Park Board,

(ii) the School Board, or

(iii) the Vancouver Public Library;

(j) "**Constitution**" means the constitution of the Society as filed with the Registrar;

(k) "**Directors"** means those Persons who are, and those Persons who subsequently become, directors of the Society in accordance with the Act and these Bylaws, and who in either case have not ceased to be directors;

(l) "**Electronic Means**" means any system or combination of systems, including but not limited to mail, telephonic, electronic, computer or web-based technology or communication facility, that:

(i) in relation to a meeting or proceeding, permits all participants to communicate or otherwise participate contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and

(ii) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;

(m) "**Employee**" means a Person employed by or engaged under a contract for services with:

(i) the Park Board,

(ii) the School Board,

(iii) the Society,

(iv) the Vancouver Public Library, or

(v) any other agency,

and where such Person carries out their responsibilities at the Centre or in a program administered by the Society;

(n) "**Executive Director**" means the Senior Manager appointed by the Board in accordance with Bylaw 13.1 with the duties set out in Bylaw 13.2;

(o) "**General Meeting**" means each annual general meeting and any extraordinary general meetings of the Society, but does not include any gatherings of Members for purposes other than the conduct of official business of the Society;

(p) "**In-Camera Session**" means the portion(s) of a meeting of the Board which is declared by the chairperson of such meeting, or by majority vote of the Directors present, to be closed to Persons who are not Directors or guests invited to remain in attendance;

(q) "***Income Tax Act***" means the *Income Tax Act*, R.S.C. 1985 (5^{th} Supp.), c.1 as amended from time to time;

(r) "**Members**" means those Persons who are, or who subsequently become, members of the Society in accordance with these Bylaws and, in either case, have not ceased to be members;

(s) "**Membership Year**" means the period of approximately one (1) year relating to the term of membership in the Society, which period will be from January 1 until December 31 in a given year, unless otherwise determined by Board Resolution;

(t) "**Ordinary Resolution**" means:

(i) a resolution passed by a simple majority of the votes cast by those Members entitled to vote:

(A) in person at a duly constituted General Meeting,

(B) by Electronic Means in accordance with these Bylaws, or

(C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or

(ii) a resolution that has been submitted to the Members and consented to in writing by at least two-thirds (2/3) of the voting Members,

and an Ordinary Resolution approved by any one or more of these methods is effective as though passed at a General Meeting of the Society;

(u) "**Open Session**" means the portion(s) of a meeting of the Board which is not declared as an In-Camera Session, and is open to observation by Members without specific invitation;

(v) "**Park Board**" means the Vancouver Board of Parks and Recreation, and includes any legal successor thereto;

(w) "**Person**" means a natural person;

(x) "**President**" means the Person elected to and currently serving in the office of president of the Society in accordance with these Bylaws;

(y) "**Registered Address**" of a Member or Director means the address of that Person as recorded in the register of Members or the register of Directors;

(z) "**Registrar**" means the Registrar of Companies of the Province of British Columbia;

(aa) "**School Board**" means The Board of Education of School District No. 39 (Vancouver), commonly known as the Vancouver School Board, and includes any legal successor thereto;

(bb) "**Senior Manager**" means a Person appointed by the Board under Bylaw 13.1, if any, to exercise the Board's delegated authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society;

(cc) "**Society**" means the "**The Britannia Community Services Centre Society**";

(dd) "**Special Resolution**" means:

(i) a resolution, of which the notice required by the Act and these Bylaws has been provided, passed by at least two-thirds (2/3) of the votes cast by those Members entitled to vote:

(A) in person at a duly constituted General Meeting,

(B) by Electronic Means in accordance with these Bylaws, or

(C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or

(ii) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a General Meeting,

and a Special Resolution approved by any one or more of these methods is effective as though passed at a General Meeting;

(ee) "**Treasurer**" means the Person elected to and currently serving in the office of treasurer of the Society in accordance with these Bylaws;

(ff) "**Vancouver Public Library**" means the public library established by the City of Vancouver under the *Library Act*, R.S.B.C. 1996, c. 264, and includes any legal successor thereto; and

(gg) "**Vice-President**" means the Person elected to and currently serving in the office of vice-president of the Society in accordance with these Bylaws.

1.2 Societies Act Definitions

Except as otherwise provided, the definitions in the Act on the date these Bylaws become effective apply to these Bylaws and the Constitution.

1.3 Plural and Singular Forms and Gender-Neutral Pronouns

In these Bylaws:

(a) a word defined in the plural form includes the singular and vice-versa; and

(b) the pronouns "they", "them" and "their" are used throughout as gender-neutral pronouns and refer to a Person of any gender.

2 MEMBERSHIP

2.1 Admission to Membership

Membership in the Society is restricted to:

(a) those Persons who transition as Members in accordance with Bylaw 2.3(a); and

(b) those Persons who are subsequently admitted as Members in accordance with these Bylaws.

2.2 Eligibility for Membership

A Person may be eligible to be accepted as a Member if they:

(a) are sixteen (16) years of age or older; and

(b) are interested in advancing the purposes and supporting the activities of the Society.

2.3 **Transition of Membership**

On the date these Bylaws come into force:

(a) each Person who is a member of the Society in good standing and who is eligible for membership under these Bylaws will continue as a Member until the conclusion of the current term of membership, unless they otherwise cease to be a Member in accordance with these Bylaws; and

(b) each Person who is a member of the Society not in good standing or who is ineligible for membership under these Bylaws will be deemed to have resigned from membership effective that date.

2.4 **Application for Membership**

An eligible Person may apply to the Society to become a Member by:

(a) submitting a completed application, in such form and manner as may be established by the Society, at the Address of the Society; and

(b) submitting such information or documentation as the membership coordinator may require to confirm eligibility for membership.

2.5 **Membership Coordinator**

The Board may delegate the review and acceptance of new applications and re-applications for membership to a Person or committee, which Person or committee will be referred to for the purposes of these Bylaws as the membership coordinator.

If no membership coordinator is designated by the Board, then the duties for that position set out in these Bylaws remain with the Board.

2.6 **Reviewing and Acceptance of Application**

The membership coordinator, if any, will review all applications for membership in the Society and may, if necessary to determine eligibility for membership, request the Person to provide further information or documentation in support of the application.

The membership coordinator may, by entering the Person's information into the register of members, accept that Person as a Member as determined in accordance with these Bylaws.

2.7 **Reporting and Ratification of Membership**

The membership coordinator, will regularly report to the Board regarding applications for membership received and approved.

The Board will consider a Board Resolution to ratify the approval of memberships made in the last interval and may, if necessary determine any issues related to membership of an applicant.

2.8 **Referral of Application to Board**

The membership coordinator, may at any time refer an application for membership to the Board for further consideration and, if so referred, the Board may, by Board Resolution, accept, postpone or refuse such application for membership.

The Board may refuse or postpone an application for membership for any reason which, in the Board's view, is necessary or prudent to protect the reputation and integrity of the Society.

2.9 **Membership not Transferable**

Membership is not transferable.

2.10 **Term of Membership**

Once accepted as a Member, a Person continues as a Member until:

(a) the date which is thirty (30) days following the conclusion of the current Membership Year, unless membership is renewed in accordance with these Bylaws; or

(b) their membership otherwise ceases in accordance with these Bylaws.

2.11 **Renewal and Re-application of Membership**

A Member who continues to be eligible may renew their membership within thirty (30) days of the conclusion of the applicable Membership Year, in such form and manner as may be determined by the Board from time to time. The Board may, in its discretion, require review and approval of a renewal of membership by any Member.

A Person whose membership has expired or otherwise ceased other than by expulsion and who remains eligible may re-apply for membership after its expiry in accordance with Bylaw 2.4.

A Person expelled from membership may, unless prohibited by the terms of the expulsion resolution, re-apply for membership in accordance with the terms of the expulsion resolution, provided that if the expulsion resolution does not restrict re-application, the Person may re-apply for membership after one (1) year from the date of expulsion.

Renewals and re-applications for membership are subject to acceptance by the Board.

2.12 **Cessation of Membership**

A Person will immediately cease to be a Member:

(a) upon the date which is the later of:

  (i) the date of delivering their resignation in writing to the Executive Director or to the Address of the Society; and

  (ii) the effective date of the resignation stated thereon;

(b) upon the date that is thirty (30) days from the conclusion of the applicable Membership Year, unless renewed in accordance with these Bylaws;

(c) upon the date which is ninety (90) days from the date on which such Member ceases to be in good standing;

(d) upon the date such Member is no longer eligible pursuant to Bylaw 2.2;

(e) upon such Member's expulsion; or

(f) upon such Person's death.

3 MEMBERSHIP RIGHTS AND OBLIGATIONS

3.1 Rights of Membership

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

(a) to receive notice of, and to attend, all General Meetings;

(b) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;

(c) to exercise a vote on matters for determination by the Members;

(d) to stand for election as a Director, in accordance with these Bylaws;

(e) may serve on committees of the Society, as invited; and

(f) may participate in the programs and initiatives of the Society, in accordance with such criteria as may be determined by the Board from time to time.

3.2 Member not in Good Standing

A Member who is not in good standing has the right to receive notice of, and to attend, all General Meetings, and may participate in programs or initiatives of the Society (subject to eligibility) but is suspended from all of the other rights and privileges described in Bylaw 3.1 for so long as such Member remains not in good standing.

3.3 Dues

The Board will, by Board Resolution, determine the dues or fees payable by Members from time to time and in the absence of such determination by the Board, dues are deemed to be nil.

The Board may determine that:

(a) different dues or fees will apply to different classes of membership; and

(b) dues may be pro-rated, reduced or waived in cases or hardship or other appropriate circumstances.

Once determined, dues are deemed to continue each year until altered by Board Resolution.

3.4 Standing of Members

All Members are deemed to be in good standing except:

(a) a Member who has failed to pay such annual membership dues or fees as are determined by the Board, if any, when due and owing and such Member is not in good standing so long as such amount remains unpaid; and

(b) a Member who is currently suspended by the Society.

3.5 Compliance with Constitution, Bylaws and Policies

Every Member will, at all times:

(a) uphold the Constitution and comply with these Bylaws, the regulations and the policies of the Society in effect from time to time;

(b) abide by such codes of conduct and ethics adopted by the Society; and

(c) further and not hinder the purposes, aims and objects of the Society.

3.6 Expulsion and Discipline of Member

Following a review of a Member's conduct or actions, the Board may, by Board Resolution, expel, suspend, reprimand, fine or otherwise discipline a Member for conduct which, in the reasonable opinion of the Board:

(a) is improper or unbecoming for a Member;

(b) is contrary to Bylaw 3.5;

(c) has caused damage to the property of the Society;

(d) is in violation of the Society's policies; or

(e) is likely to endanger the reputation or hinder the interests of the Society.

At least 14 days prior to passing a Board Resolution under this Bylaw 3.6, the Board must provide notice of the proposed expulsion, suspension, reprimand, fine or other disciplinary action to the Member in question, accompanied by a brief statement of the reasons for the proposed disciplinary action and the date, time and location, if any, at which the Board proposes to consider the Board Resolution in question.

At any time prior to the date and time set out in the notice provided above, a Member who is the subject of proposed expulsion or discipline may provide an oral or written response to the Board, and the Board must consider any such response that is received.

3.7 No Distribution of Income to Members

No part of the income of the Society will be payable to, or otherwise available for the personal benefit of, any Member and any income, profits or other accretions to the Society will be used in promoting the purposes of the Society.

4 MEETINGS OF MEMBERS

4.1 Timing of General Meetings

The General Meetings of the Society will be held at such date, time and, if applicable, location, in accordance with the Act, as the Board decides.

4.2 Annual General Meetings

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

4.3 Extraordinary General Meetings

Every General Meeting other than an annual general meeting is an extraordinary general meeting.

4.4 Calling of Extraordinary General Meetings

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

(a) at the call of the President;

(b) when resolved by Board Resolution; or

(c) when such a meeting is requisitioned by the Members in accordance with the Act.

4.5 Notice of General Meeting

The Society will provide notice of every General Meeting to each Member by:

(a) e-mail sent to the address provided by each Member who has provided the Society with an e-mail address not less than fourteen (14) days and not more than sixty (60) days prior to the date of the General Meeting; and

(b) posting notice of the General Meeting on the Society's website for Members, for at least twenty-one (21) days immediately prior to the date of the General Meeting.

If necessary in the Board's discretion, the Society may send notice of a General Meeting to one or more Members in accordance with Bylaw 18.1.

4.6 Contents of Notice

Notice of a General Meeting will specify the date, time and, if applicable, location of the meeting and will include the text of every Special Resolution to be proposed or considered at that meeting.

If the Board has decided to hold a General Meeting with participation by Electronic Means, the notice of that meeting must contain instructions for attending and participating in the meeting by Electronic Means, including instructions for voting.

4.7 Omission of Notice

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

5 PROCEEDINGS AT GENERAL MEETINGS

5.1 Business Required at Annual General Meeting

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

(a) the approval of the minutes of the previous annual general meeting and any extraordinary general meetings held since the previous annual general meeting;

(b) consideration of the financial statements and the report of the auditor thereon, if any;

(c) consideration of any Members' proposals submitted in accordance with the Act;

(d) the election of Directors; and

(e) such other business, if any, required by the Act or at law to be considered at an annual general meeting.

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

5.2 **Attendance at General Meetings**

The following Persons are entitled to attend every General Meeting:

(a) each Member;

(b) each Director; and

(c) the Society's auditor, if any.

In addition, the Board may invite any other Person or Persons to attend a General Meeting as observers and guests.

All observers and guests may only address the General Meeting assembly at the invitation of the Person presiding as chairperson, or by Ordinary Resolution.

5.3 **Electronic Participation in General Meetings**

The Board may decide, in its discretion, to hold any General Meeting in whole or in part by Electronic Means.

When a General Meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

Persons participating by Electronic Means are deemed to be present at the General Meeting.

5.4 **Quorum**

A quorum at a General Meeting is thirty (30) Members in good standing on the date of the meeting.

No business, other than the election of a Person to chair the meeting and the adjournment or termination of the meeting, will be conducted at a General Meeting at a time when a quorum is not present.

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

5.5 **Lack of Quorum**

If within thirty (30) minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, will be terminated, but in any other case it will stand adjourned to another date, as determined by the Board, that is within thirty (30) days from the date of the General Meeting, at the same time and, if applicable, location, and if at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Members present will constitute a quorum and the meeting may proceed.

5.6 **Chairperson at General Meetings**

The President (or in the absence or inability of the President, the Vice-President) will, subject to a Board Resolution appointing another Person, preside as chairperson at all General Meetings.

If at any General Meeting the President, Vice-President or such alternate Person appointed by a Board Resolution, if any, is not present within fifteen (15) minutes after the time appointed for the meeting, the Directors present may select one of themselves to preside as chairperson at that meeting.

5.7 **Alternate Chairperson**

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

5.8 **Chairperson to Determine Procedure**

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

5.9 **Adjournment**

A General Meeting may be adjourned from time to time and from a given location, if applicable, to another, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

5.10 **Notice of Adjournment**

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than fourteen (14) days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

5.11 **Minutes of General Meetings**

The Executive Director or such other Person designated by the Board will ensure that minutes are taken for all General Meetings.

6 VOTING BY MEMBERS

6.1 **Ordinary Resolution Sufficient**

Unless the Act, these Bylaws or adopted rules of order provide otherwise, every issue for determination by a vote of the Members will be decided by an Ordinary Resolution.

6.2 **Entitlement to Vote**

Each Member in good standing is entitled to one (1) vote on matters for determination by the Members. No other Person is entitled to vote on a matter for determination by the Members, whether at a General Meeting or otherwise.

6.3 **Voting Methods**

Voting by Members may occur by any one or more of the following methods, in the discretion of the Board:

(a) by show of hands or voting cards;

(b) by written ballot; or

(c) by vote conducted by Electronic Means.

Where a vote is to be conducted by show of hands or voting cards, and prior to the question being put to a vote, a number of Members equal to not less than ten percent (10%) of the votes present may request a secret ballot, and where so requested the vote in question will then be conducted by written ballot or other means whereby the tallied votes can be presented anonymously in such a way that it is impossible for the assembly to discern how a given Member voted.

6.4 **Voting by Chairperson**

If the Person presiding as chairperson of a General Meeting is a Member, then such Person may, in their sole discretion, cast a vote on any motion or resolution under consideration at the same time as voting occurs by all Members. A Person presiding as chairperson who is not a Member has no vote.

The Person presiding as chairperson of a General Meeting does not have a second or a casting vote in the event of a tie and a motion or resolution that is tied is defeated.

6.5 **Voting by Proxy**

Voting by proxy is not permitted.

7 DIRECTORS

7.1 **Management of Property and Affairs**

The Board will have the authority and responsibility to manage, or supervise the management of, the property and the affairs of the Society.

In addition, the Board will be responsible for the management of the Centre and may make policies, rules or regulations governing its operation, provided that such rules or regulations are not inconsistent with these Bylaws, the bylaws or regulations of the civic agencies, the bylaws of the City of Vancouver, or any applicable statute.

Without limiting the generality of the foregoing, the Board will be responsible for:

(a) developing and maintaining a high degree of community participation in the affairs of the Society and the activities of the Centre;

(b) identifying community needs and determining program policy according to those needs;

(c) working with Indigenous peoples to learn and grow together to address historic injustices;

(d) developing and providing programs and services within the community consistent with the Society's commitment to reconciliation with Indigenous peoples; and

(e) providing programs and services to the community consistent with the policies of the Centre and with the funding and other support provided by the civic agencies, the City of Vancouver, provincial or federal government departments, other agencies, and volunteer groups.

7.2 **Qualifications of Directors**

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

(a) is less than nineteen (19) years of age, except in the case of a Person serving as a youth director pursuant to Bylaw 7.3(b), who must be at least sixteen (16) years of age and not more than nineteen (19) years of age upon election or appointment;

(b) has been found by any court, in Canada or elsewhere, to be incapable of managing their own affairs and has not since been found by a court to be capable again;

(c) is an undischarged bankrupt; or

(d) has been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, in accordance with the Act.

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

(e) not a Member in good standing;

(f) an "ineligible individual" as defined by section 149.1(1) of the *Income Tax Act*; or

(g) an Employee or the spouse of an Employee.

7.3 **Composition of Board**

The Board will be composed of a minimum of eleven (11) and a maximum of eighteen (18) Directors, as follows:

(a) no less than eleven (11) and no more than fourteen (14) Persons, as set by Board Resolution, elected by the Members as Directors in accordance with Part 8;

(b) up to two (2) Persons elected by the Members as youth directors; and

(c) up to two (2) Persons appointed as Directors by the Board in accordance with Bylaw 7.5.

To the greatest extent possible, the Board must include:

(d) at least two (2) Directors of the Society who are Indigenous Persons as recognized by an Indigenous community from a territory within Canada, including a Person of First Nations, Métis, or Inuit ancestry, with at least one (1) of such Directors residing in the Grandview-Woodland or Strathcona areas of the City of Vancouver; and

(e) at least ten (10) Directors who reside in the Grandview-Woodland or Strathcona areas of the City of Vancouver.

In connection with the foregoing:

(f) the Board must abide by the Society's policies, including the Indigenous Identity Policy, as may be amended from time to time; and

(g) if a Director who is living within the Grandview-Woodland or Strathcona areas of the City of Vancouver moves out of such area during their term, they may complete the current year of their term, but must run for re-election at the next annual general meeting as an out of area candidate.

7.4 **Invalidation of Acts**

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

7.5 **Appointment of Directors**

The Board may, from time to time by Board Resolution, appoint as a Director up to two (2) qualified Persons who have expertise, skills or knowledge that is beneficial to the Board or to the Society (as determined by the Board).

7.6 **Election of Directors**

A Director is elected if an Ordinary Resolution electing the Person as a Director is approved in accordance with these Bylaws.

Directors will normally be elected at the annual general meeting of the Society and will take office commencing at the close of the annual general meeting.

7.7 **Transition of Directors' Terms**

Each Person who is a Director on the date these Bylaws come into force will continue as a Director for the remaining term to which such Director was elected, unless they otherwise cease to be a Director in accordance with these Bylaws.

Any previous terms served by Directors prior to these Bylaws coming into force will be counted towards the term limits set out below.

7.8 **Term of Directors**

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

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

7.9 **Consecutive Terms and Term Limits**

Directors may be elected or appointed for up to six (6) consecutive years, by any combination of terms. A Person who has served as a Director for six (6) consecutive years may not be re-elected or re-appointed for at least one (1) year following the expiry of their latest term.

Notwithstanding the foregoing term limits, the Board may, by Board Resolution in its sole discretion, extend the term of a Director who is currently serving in their sixth consecutive year for one (1) additional year, such extension to be available only once per Director. At the conclusion of the extended term, the Director may not be re-elected or re-appointed for at least one (1) year following the expiry of the extended term.

7.10 **Extension of Term to Maintain Minimum Number of Directors**

Every Director serving a term of office will retire from office at the close of the annual general meeting in the year in which their term expires, provided that if insufficient successors are elected and the result is that the number of Directors would fall below eleven (11), the Person or Persons previously elected as Directors may, if they consent, continue to hold office, and the term of such Director or Directors is deemed to be extended, until such time as successor Directors are elected.

7.11 **Appointment to fill Vacancy**

If a Director ceases to hold office before the expiry of their term, the Board, by Board Resolution, may appoint a Member qualified in accordance with Bylaw 7.2 to fill the resulting vacancy.

The position occupied by an appointed replacement Director will become available for election at the next annual general meeting and each such appointed replacement Director will continue in office until the conclusion of the next annual general meeting unless they otherwise cease to be a Director in accordance with these Bylaws. The appointed replacement Director may run for the vacant position.

The period during which a Person serves as an appointed replacement Director does not count toward the term limits set out above.

7.12 **Removal of Director**

A Director may be removed before the expiration of their term of office by either of the following methods:

(a) by Special Resolution; or

(b) a resolution of the Directors passed by at least two-thirds (2/3) of the votes cast by the Directors entitled to vote on such resolution.

If by Special Resolution, the Members may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term of office.

If by resolution of the Directors, the Director proposed for removal has a conflict of interest and may not vote on the resolution, but is entitled to not less than seven (7) days' advance notice in writing of the proposed resolution and to address the Board prior to the vote on the resolution.

7.13 **Ceasing to be a Director**

A Person will immediately cease to be a Director:

(a) upon the date which is the later of:

(i) the date of delivering their resignation in writing to the President or to the Address of the Society; and

(ii) the effective date of the resignation stated therein;

(b) upon the expiry of such Person's term;

(c) upon the date such Person is no longer qualified pursuant to Bylaw 7.2;

(d) upon the removal of such Person pursuant to Bylaw 7.12; or

(e) upon such Person's death.

8 NOMINATION AND ELECTION OF DIRECTORS

8.1 **Nomination of Directors**

Nominations for election as a Director must be made in accordance with these Bylaws, and such policies and procedures as are established by the Board from time to time.

All nominations are subject to the following rules:

(a) a nomination must be made in writing, in a form established by the Society;

(b) a nominee must be a Member in good standing to be nominated and must remain in good standing in order to stand for election;

(c) a Member in good standing may nominate themselves, and the nomination must be signed by the Member nominated and one (1) other Member in good standing;

(d) a Member may not nominate more nominees than the number of Director positions available for election;

(e) nominations must be submitted in advance of an election, in accordance with such deadlines as may be established by the Board; and

(f) nominations will not be permitted from the floor at a General Meeting.

8.2 **Elections Generally**

Directors, other than those appointed in accordance with Bylaw 7.5, will be elected by acclamation or by vote of the Members, in accordance with the applicable provisions of these Bylaws and such election policies and procedures as are established by the Board from time to time.

8.3 **Election at Annual General Meeting**

The election of Directors will normally take place at, or prior to, the annual general meeting and Directors so elected will take office commencing at the close of such meeting.

8.4 Election by Acclamation

In elections where the number of eligible nominees at the close of the nomination period is equal to or less than the number of positions for Directors that will become vacant at the close of the next annual general meeting, then the eligible nominees are deemed to be elected by acclamation and no vote will be required.

8.5 Election by Secret Ballot

In elections where there are more eligible nominees than vacant positions for Directors at the close of the nomination period, election will be by secret ballot and the following rules apply:

(a) the secret ballot may be conducted by written ballot or Electronic Means, either at or prior to the annual general meeting, all at the discretion of the Board;

(b) ballots will be sent or otherwise made accessible to all Members in good standing;

(c) each ballot will include the name of each eligible nominee and the number of vacancies to be filled;

(d) no Member will vote for more Directors than the number of vacant positions. Any ballot will be deemed to be void if it records votes for more nominees than there are vacant positions;

(e) ballots will be counted following the close of the election period by scrutineers appointed by the Board;

(f) nominees will be deemed to be elected in order of those nominees receiving the most votes;

(g) in the event of a tie between two (2) or more eligible nominees for the final vacant position, the scrutineers will place one (1) ballot marked for each tied nominee into a suitable container and the President will draw one (1) ballot from the container at random, and the selected nominee will be elected to the final vacant position; and

(h) the results of an election by secret ballot will be announced to all Members following the counting of the ballots.

8.6 Nomination and Election Policies

The Board may establish, by Board Resolution from time to time, such additional policies and procedures related to the nomination and election of Directors as it determines necessary or prudent for the Society, provided that no such policy and procedure is valid to the extent that it is contrary to the Act or these Bylaws.

9 POWERS AND RESPONSIBILITIES OF THE BOARD

9.1 Powers of Directors

The Board may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Members in General Meetings, but nevertheless subject to the provisions of:

(a) all laws affecting the Society; and

(b) these Bylaws and the Constitution.

Without limiting the generality of the foregoing, the Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Society. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Society in furtherance of the purposes of the Society, including, where required, contracts with civic agencies or the City of Vancouver for the operation of the Centre.

9.2 **Duties of Directors**

Pursuant to the Act, every Director will:

(a) act honestly and in good faith with a view to the best interests of the Society;

(b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;

(c) act in accordance with the Act and the regulations thereunder; and

(d) subject to Bylaws 9.2(a) to 9.2(c), act in accordance with these Bylaws.

Without limiting Bylaws 9.2(a) to 9.2(d), a Director, when exercising the powers and performing the functions of a Director, must act with a view to the purposes of the Society.

9.3 **Policies and Procedures**

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

9.4 **Remuneration of Directors and Officers and Reimbursement of Expenses**

A Director is not entitled to any remuneration for acting as a Director. However, a Director may be reimbursed for all expenses that the Director has necessarily and reasonably incurred while engaged in the affairs of the Society, provided that all claims for reimbursement are in accordance with established policies.

9.5 **Investment of Property and Standard of Care**

If the Board is required to invest funds on behalf of the Society, the Board may invest the property of the Society in any form of property or security in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Society. The Board may establish further policies related to the investment of the Society's funds and property, provided that such policies are not contrary to the Act or these Bylaws.

9.6 **Investment Advice**

The Directors may obtain advice with respect to the investment of the property of the Society and may rely on such advice if a prudent investor would rely upon the advice in comparable circumstances.

9.7 **Delegation of Investment Authority to Agent**

The Directors may delegate to a stockbroker, investment dealer, or investment counsel the degree of authority with respect to the investment of the Society's property that a prudent investor might delegate in accordance with ordinary business practice.

10 PROCEEDINGS OF THE BOARD

10.1 **Board Meetings**

Meetings of the Board may be held at any such date, time and location, if any, as determined by the Board.

10.2 **Regular Meetings**

The Board may decide to hold regularly scheduled meetings to take place at dates and times set in advance by the Board. Once the schedule for regular meetings is determined and notice given to all Directors, no further notice of those meetings is required to be provided to a Director unless:

(a) that Director was not in office at the time notice of regular meetings was provided; or

(b) the date, time or location, if any, of a regular meeting has been altered.

10.3 **Ad Hoc Meetings**

The Board may hold an ad hoc meeting in any of the following circumstances:

(a) at the call of the President; or

(b) by request of any two (2) or more Directors.

10.4 **Notice of Board Meetings**

At least two (2) days' notice will be sent to each Director of a board meeting.

However, no formal notice will be necessary if all Directors were present at the preceding meeting when the date, time and location, if any, of the meeting was decided or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Executive Director.

For the purposes of the first meeting of the Board held immediately following the election of a Director or Directors conducted at a General Meeting, or for the purposes of a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be properly constituted.

If a meeting of the Board will permit participation by Electronic Means, the notice of that meeting must inform Directors and other participants (if any) that they may participate by Electronic Means.

10.5 **Attendance at Board Meetings**

Generally, each meeting of the Board will include an Open Session and an In-Camera Session. Every Director is entitled to attend each meeting of the Board, including each Open Session and In-Camera Session.

The Board by Board Resolution may invite any Person or Persons to attend one or more meetings of the Board as advisors, observers or guests, including, without limitation:

(a) an Employee, including the Executive Director;

(b) representatives of agencies operating at the Centre, including:

(i) the principal of the Britannia Secondary School,

(ii) the community recreation coordinator of the Centre, and

(iii) the librarian-in-charge of the Vancouver Public Library; and

(c) liaison representatives of the City of Vancouver and the civic agencies.

In addition to the foregoing:

(d) Open Sessions will be open for Members to observe, but only Directors will be entitled to vote, and no Member will be entitled to speak during an Open Session. A portion of a meeting of the Board may be designated as an In-Camera Session by the chairperson of the meeting or by majority vote of the Directors present, in either case in their sole discretion, where they determine that the matters under discussion give rise to privacy, confidentiality, or other concerns warranting an In-Camera Session.

(e) The Board may adopt policies, procedures, and protocols governing Open Sessions and In-Camera Sessions, provided that no such policy, procedure, or protocol is valid to the extent that it is contrary to the Act or these Bylaws.

10.6 **Participation by Electronic Means**

The Board may determine, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means.

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

10.7 **Quorum**

Quorum for meetings of the Board will be a majority of the Directors currently in office.

10.8 **Director Conflict of Interest**

A Director who knows or reasonably ought to know that they have a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Society, or a matter for consideration by the Directors:

(a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;

(b) will disclose fully and promptly the nature and extent of their interest in the contract, transaction or matter;

(c) is not entitled to vote on the contract, transaction or matter;

(d) will absent themself from the meeting or portion thereof:

(i) at which the contract, transaction or matter is discussed, unless requested by the Board (by consensus or majority vote) to remain to provide relevant information; and

(ii) in any case, during the vote on the contract, transaction or matter; and

(e) refrain from any action intended to influence the discussion or vote.

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

10.9 Chairperson at Board Meetings

The President (or, in the absence or inability of the President, the Vice-President) will, subject to a Board Resolution appointing another Person, preside as chairperson at all meetings of the Board.

If at any meeting of the Board the President, Vice-President or such alternate Person appointed by a Board Resolution, if any, is not present within fifteen (15) minutes after the time appointed for the meeting or requests that they not chair that meeting, the Directors present may choose one of themselves to preside as chairperson at that meeting.

10.10 Alternate Chairperson

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

10.11 Chairperson to Determine Procedure

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

10.12 Minutes of Board Meetings

The Executive Director or such other Person designated by the Board will ensure that minutes are taken for all meetings of the Board.

11 DECISION MAKING AT BOARD MEETINGS

11.1 Passing Resolutions and Motions

Any issue at a meeting of the Board which is not required by the Act, these Bylaws or such rules of order as may apply to be decided by a resolution requiring more than a simple majority will be decided by Board Resolution.

11.2 Resolutions in Writing

A Board Resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. Such resolution will be filed with minutes of the proceedings of the Board and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

11.3 Entitlement to Vote

Subject to Bylaw 10.8, each Director is entitled to one (1) vote on all matters at a meeting of Board. No other Person is entitled to a vote at a meeting of the Board.

11.4 Procedure for Voting

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

(a) by show of hands;

(b) by written ballot;

(c) by roll-call vote or poll; or

(d) by Electronic Means.

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

12 OFFICERS

12.1 Officers

The officers of the Society are the President, Vice-President and Treasurer, together with such other officers, if any, as the Board, in its discretion, may create. All officers must be Directors.

The Board may, by Board Resolution, create and remove such other officers of the Society as it deems necessary and determine the duties and responsibilities of all officers.

12.2 Election of Officers

At each meeting of the Board immediately following an annual general meeting, the Board will elect the officers.

12.3 Term of Office

The term of office for each officer will be one (1) year, commencing on the date the Director is elected as an officer in accordance with Bylaw 12.2 and continuing until the first meeting of the Board held after the next following annual general meeting. A Director may be elected as an officer for consecutive terms.

12.4 Removal of Officers

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

12.5 Replacement

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

12.6 Duties of President

The President will supervise all Directors and the other officers in the execution of their duties and will preside at all General Meetings and meetings of the Board.

12.7 Duties of Vice-President

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

12.8 Duties of Treasurer

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

(a) the keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the Act and the *Income Tax Act*; and

(b) the rendering of financial statements to the Directors, Members and others, when required.

13 SENIOR MANAGERS

13.1 Appointment of Senior Managers

The Board may, by Board Resolution, appoint Senior Managers, including an Executive Director, as it determines necessary from time to time.

The Board is responsible to supervise all Senior Managers in the performance of their duties.

13.2 Executive Director

The Executive Director, if any is appointed, will manage the affairs of the Society and will be responsible for the administration of the Society and the Centre. The Executive Director will supervise and manage all other personnel of the Society and may delegate their responsibilities to other employees as necessary. The Executive Director will have such other duties and responsibilities as determined by the Board.

The Executive Director will regularly report to and advise the Board on all matters relevant to the affairs of the Society.

The Executive Director will function as the Society's secretary and will be responsible for making the necessary arrangements for:

(a) the issuance of notices of General Meetings and meetings of the Board;

(b) the keeping of minutes of all General Meetings and meetings of the Board;

(c) the custody of all records and documents of the Society, except those required to be kept by the Treasurer;

(d) the maintenance of the register of Members; and

(e) the conduct of the correspondence of the Society;

If the Executive Director is absent from any General Meeting or meeting of the Board, the Directors present will appoint another Person to act as secretary at that meeting.

13.3 Removal of Senior Manager

A Person may be removed as a Senior Manager by Board Resolution.

14 INDEMNIFICATION

14.1 Indemnification of Directors and Eligible Parties

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

(a) is or may be joined as a party to such legal proceeding or investigative action; or

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

14.2 Purchase of Insurance

The Society may purchase and maintain insurance for the benefit of any or all Directors, officers, employees or agents against personal liability incurred by any such Person as a Director, officer, employee or agent.

15 COMMITTEES

15.1 Creation and Delegation to Committees

The Board will maintain each of the following standing committees:

(a) Executive Committee;

(b) Finance Committee;

(c) Governance Committee; and

(d) Reconciliation in Action Circle.

In addition, the Board may create such standing and special committees, working groups or task forces as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by Board Resolution.

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

15.2 Standing and Special Committees

Unless specifically designated as a standing committee, a committee is deemed to be a special committee and any special committee so created must be created for a specified time period.

A special committee will automatically be dissolved upon the earlier of the following:

(a) the completion of the specified time period; or

(b) the completion of the task for which it was created.

15.3 **Terms of Reference**

In the event the Board decides to create a committee, it must establish terms of reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the terms of reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

15.4 **Meetings**

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed by the rules set out in these Bylaws governing proceedings of the Board, with the necessary changes having been made to ensure that the language makes sense in the context.

15.5 **Dissolution**

The Board may dissolve a committee by Board Resolution except a committee required by these Bylaws.

16 EXECUTION OF INSTRUMENTS

16.1 **Seal**

The Society will not have a corporate seal.

16.2 **Execution of Instruments**

The Board will have power from time to time by Board Resolution to appoint any officer or officers, or any Person or Persons, including, but not limited to, the Executive Director, on behalf of the Society to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing. The Board may, by Board Resolution, adopt policies delegating signing authority on behalf of the Society.

In the absence of such appointment or policy, contracts, documents or instruments in writing requiring execution by the Society may be signed as follows:

(a) by the President, together with one (1) other Director, or

(b) in the event that the President is unavailable, by any two (2) Directors,

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

16.3 **Signing Officers**

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

17 FINANCIAL MATTERS AND REPORTING

17.1 Accounting Records

The Society will maintain such financial and accounting records and books of account as are required by the Act and applicable laws.

17.2 Borrowing Powers

In order to carry out the purposes of the Society, the Board may, on behalf of and in the name of the Society, raise, borrow or secure the payment or repayment of money in any manner it decides, including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

17.3 Restrictions on Borrowing Powers

The Members may by Ordinary Resolution restrict the borrowing powers of the Board.

17.4 When Audit Required

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

(a) the Directors determine to conduct an audit or review engagement by Board Resolution; or

(b) the Members require the appointment of an auditor by Ordinary Resolution,

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

17.5 Appointment of Auditor at Annual General Meeting

If the Society determines to conduct an audit, an auditor will be appointed at an annual general meeting to hold office until such auditor is reappointed at a subsequent annual general meeting or a successor is appointed in accordance with the procedures set out in the Act or until the Society no longer wishes to appoint an auditor.

17.6 Vacancy in Auditor

Except as provided in Bylaw 17.7, the Board will fill any vacancy occurring in the office of auditor and an auditor so appointed will hold office until the next annual general meeting.

17.7 Removal of Auditor

An auditor may be removed and replaced by Ordinary Resolution in accordance with the procedures set out in the Act.

17.8 Notice of Appointment

An auditor will be promptly informed in writing of such appointment or removal.

17.9 Auditor's Report

The auditor, if any, must prepare a report on the financial statements of the Society in accordance with the requirements of the Act and applicable law.

17.10 Participation in General Meetings

The auditor, if any, is entitled in respect of a General Meeting to:

(a) receive every notice relating to a meeting to which a Member is entitled;

(b) attend the meeting; and

(c) be heard at the meeting on any part of the business of the meeting that deals with the auditor's duties or function.

An auditor who is present at a General Meeting at which the financial statements are considered must answer questions concerning those financial statements, the auditor's report, if any, and any other matter relating to the auditor's duties or function.

18 NOTICES GENERALLY

18.1 Method of Giving Notice

Except as otherwise provided in these Bylaws, a notice may be given to a Member or a Director either personally, by delivery, courier or by mail posted to their Registered Address, or, where a Member or Director has provided a fax number or e-mail address, by fax or e-mail, respectively.

18.2 When Notice is Deemed to have been Received

A notice sent by mail will be deemed to have been given on the day following that on which the notice was posted. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice will only be effective when actually received.

18.3 Days to be Counted in Notice

If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

19 MISCELLANEOUS

19.1 Dissolution

Upon the winding-up or dissolution of the Society, any funds and property remaining after the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution, including the remuneration of the liquidator, and the payment to employees of the Society of any arrears of salaries or wages, and after payment of any debts of the Society, will be distributed to such "qualified donees" as defined by the *Income Tax Act* as are designated by Ordinary Resolution. Any funds or property remaining received for specific purposes will, wherever possible, be distributed to "qualified donees" carrying on work of a similar nature to such specific purposes.

19.2 Inspection of Documents and Records

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

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

(a) the Constitution and these Bylaws, and any amendments thereto;

(b) the statement of directors and registered office of the Society;

(c) minutes of any General Meeting, including the text of each resolution passed at the meeting;

(d) resolutions of the Members in writing, if any;

(e) annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;

(f) the register of Directors;

(g) the register of Members;

(h) the Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;

(i) copies of orders made by a court, tribunal or government body in respect of the Society;

(j) the written consents of Directors to act as such and the written resignations of Directors; and

(k) the disclosure of a Director or of a senior manager regarding a conflict of interest.

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

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

19.3 Right to become Member of other Society

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

20 BYLAWS

20.1 **Entitlement of Members to copy of the Constitution and Bylaws**

On being admitted to membership, each Member is entitled to, and upon request the Society will provide such Member with, access to a copy of the Constitution and these Bylaws.

20.2 **Special Resolution required to Alter Bylaws**

These Bylaws will not be altered except by Special Resolution.

20.3 **Effective Date of Alteration**

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

THESE BYLAWS ADOPTED BY SPECIAL RESOLUTION DATED: ______________, 2026