

## SCHEDULE A: Bylaws of

### The Association of Vancouver Island and Coastal Communities (the "Society")

#### Part 1 – DEFINITIONS AND INTERPRETATION

##### Definitions

##### 1.1 In these Bylaws:

**"Act"** means the *Societies Act* of British Columbia as amended from time to time;

**"AGM"** means the Annual General Meeting of the Society;

**"Bylaws"** means these Bylaws as amended from time to time;

**"Member's Administrator"** means the Chief Administrative Officer of the Member, or their appointed subordinate, who has authority to act on that Member's behalf, including with respect to receiving notice and communications by the Society, but who carries no voting rights;

**"Director" or "Directors"** means the person(s) elected or appointed to the Executive in accordance with these Bylaws;

**"Electoral Areas"** has the meaning set out in the *Local Government Act*, RSBC 2015 c 1, as amended from time to time;

**"Executive"** means the board of directors of the Society, comprised of the President, First Vice-President, Second Vice-President, Electoral Area Representative, the immediate Past President and the Directors at Large elected by the Members at the AGM;

**"Executive Policies"** means the policies pertaining to the Society as approved by a majority of the Executive from time to time, which shall be made available to the Members;

**"Member"** means a Member admitted under section 3.2 of these Bylaws who has not ceased to be a Member;

**"Member's Representative"** means persons who are officials of Members by virtue of having been elected in accordance with the laws of British Columbia or Canada, for as long as they hold office;

**"Officer" or "Officers"** means the President, First Vice-President, Second Vice-President, Past President, Secretary and Treasurer;

**"Table Officers"** means the President, First Vice-President, Second Vice-President, and the Past President.

### **Definitions in Act apply**

1.2 The definitions in the Act apply to these Bylaws.

### **Conflict with Act or regulations**

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

### **Interpretation**

1.4 In these Bylaws, unless the context otherwise requires, words imparting the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa. The division of these Bylaw into articles and sections and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation hereof. Unless otherwise provided, each reference to an article or a section is to the corresponding article or section hereof. Whenever the words "include", "includes" or "including" are used in this Bylaw, unless the context otherwise requires, such words shall be deemed in each instance to be followed by the words "without limitation."

## **Part 2 – GENERAL**

### **Registered Office**

2.1 The registered office of the Society shall be in the Province of British Columbia.

### **Financial Year**

2.2 Unless otherwise approved by the Executive, the financial year of the Society shall end on the 31st day of December in each year.

### **Maintenance of Records**

2.3 The Executive shall see that all necessary books and records of the Society required by these Bylaws or by any applicable statute or law are regularly and properly kept.

## **Part 3 – MEMBERS**

### **Eligibility for Membership**

3.1 The following entities shall be eligible for membership in the Society:

- (a) the cities, districts, townships, towns, villages and regional districts located within or partly within the following Regional Districts: Alberni-Clayoquot, Capital, Central Coast, Comox Valley, Cowichan Valley, Mount Waddington, Nanaimo, North Coast, qathet, Strathcona and Sunshine Coast;

- (b) the Islands Trust; and
- (c) other local governments located within or partly within the regional districts listed in section 3.1(a) or located within the Islands Trust.

#### **Application for membership**

- 3.2** An entity set out in section 3 may apply to the Executive for membership in the Society, and the person becomes a Member on the Executive's acceptance of the application. In considering an application for membership, the Executive will have regard to the criteria for membership set out in the Executive Policies.

#### **Life Members**

- 3.3** The Executive may grant Life Memberships to persons who meet the criteria set out in the Executive Policies. Life Members shall have the rights set out in the Executive Policies, but shall not be entitled to vote unless also serving as a Member's Representative.
- 3.4** All Past-Presidents of the Society shall be admitted as Life Members.

#### **Duties of members**

- 3.5** Every Member must uphold the constitution of the Society and must comply with these Bylaws.

#### **Appointment of Member's Administrator**

- 3.6** Each Member must confirm the contact information and provide an email address for the Member's Administrator on being accepted as a Member of the Society.

#### **Amount of membership dues**

- 3.7** The amount of the annual membership dues and payment dates will be set out in the Executive Policies.

#### **Member not in good standing**

- 3.8** A Member is not in good standing if the Member fails to pay the Member's annual membership dues, if any, and the Member is not in good standing for so long as those dues remain unpaid.

#### **Member not in good standing may not vote**

- 3.9** Where a Member is not in good standing:
- (a) its Member's Representatives may not vote at a general meeting, and
  - (b) it is deemed not to be a voting Member for the purpose of its Member's Representatives consenting to a resolution of the voting Members.

### **Termination of membership**

**3.10** A Member shall cease to be a Member:

- (a) if the Member is not in good standing for 6 consecutive months;
- (b) by delivering the Member's resignation in writing to the Secretary of the Society or by mailing it or delivering it to address of the Society, such resignation to be effective upon delivery or at the time specified in the written resignation, whichever is earlier;
- (c) on being expelled in accordance with these bylaws; or
- (d) on the Member's dissolution.

### **Expulsion of Member**

**3.11** A Member may be expelled by a special resolution of the Members passed at a general meeting provided that:

- (a) a notice of special resolution for expulsion, along with a brief statement of the reason(s) for the proposed expulsion is provided 14 days in advance of the general meeting; and
- (b) the Member who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at a general meeting before the special resolution is put to a vote.

### **Transferability**

**3.12** Membership is not transferable.

## **Part 4 – GENERAL MEETINGS OF MEMBERS**

### **Time and place of general meeting**

**4.1** A general meeting must be called at least once in each calendar year. General meetings shall be held in British Columbia at the time and place determined by the Executive.

### **Calling of Meetings**

**4.2** The Executive shall have power to call, at any time, a general meeting. In addition, the Executive shall call a general meeting on written requisition of Member's Representatives holding at least ten percent of the votes that may be cast at a general meeting of the Members.

### **Notice of Meeting**

- 4.3** Written notice of the date, time and location of a general meeting shall be sent to every Member whose name is entered in the register of Members at the close of business on the record date for notice at least 14 days, and not more than 60 days, before the meeting.
- 4.4** Notice of general meetings shall be given by e-mail, mail, courier or personal delivery to each Member entitled to attend such meeting, or to a Member's Administrator, as applicable.
- 4.5** Notice of a general meeting must state the nature of the business to be transacted at the meeting and shall include the text of any special resolution proposed, together with sufficient detail of any special business to permit a Member receiving the notice to form a reasoned judgment concerning that business.

### **Accidental Omission**

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

### **Ordinary business at general meeting**

- 4.7** At a general meeting, special business is all business conducted at a general meeting, except the following:
- (a) adoption of rules of order;
  - (b) consideration of any financial statements of the Society presented to the meeting;
  - (c) consideration of the reports, if any, of the Executive or auditor;
  - (d) election or appointment of directors;
  - (e) appointment of an auditor, if any;
  - (f) business arising out of a report of the Executive not requiring the passing of a special resolution.

### **Chair of general meeting**

- 4.8** The following individual is entitled to preside as the chair of a general meeting:
- (a) the President;
  - (b) the First Vice-President, if the President is unable to preside as the chair;
  - (c) the Second Vice-President, if the President and First Vice-President are unable to preside as the chair; or

- (d) In the absence of the President, First Vice-President and Second Vice-President, one of the other Directors present.

#### **Alternate chair of general meeting**

- 4.9 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the Member Representatives who are present must elect an individual present at the meeting to preside as the chair.

#### **Persons entitled to be present**

- 4.10 The only persons entitled to attend a general meeting shall be the Members, the Life Members, the Members' Representatives, the Directors and the auditor, if any. Any other persons may be admitted only on the invitation of the Executive. For greater certainty, only Member's Representatives will have the right to speak and vote at such meetings although others present at such meetings in accordance with these bylaws shall be allowed to speak with the consent of the meeting.

#### **Quorum required**

- 4.11 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting Members is present.

#### **Quorum for general meetings**

- 4.12 The quorum for the transaction of business at a general meeting is 20 voting members, which shall be determined by at least 20 Member's Representatives, representing different Members, being present. No business shall be transacted at a general meeting unless a quorum of Members is present.

#### **Lack of quorum at commencement of meeting**

- 4.13 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting Members is not present, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the Member's Representatives who are present constitute a quorum for that meeting.

#### **If quorum ceases to be present**

- 4.14 If, at any time during a general meeting, there ceases to be a quorum of voting Members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

### **Adjournments by chair**

- 4.15** The chair of a general meeting may, or, if so directed by the Member's Representatives at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

### **Notice of continuation of adjourned general meeting**

- 4.16** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

### **Voting**

- 4.17** The Member Representatives of each Member having the right to vote on a matter shall each be entitled to one vote on such matter. No Member Representative shall have more than one vote, regardless of whether they represent more than one Member.

### **Methods of voting**

- 4.18** Every question at a general meeting shall be decided on by a show of hands, except for the election of directors which shall occur by ballot.
- 4.19** Notwithstanding the voting procedures set out above, voting may occur at a general meeting by electronic means approved by the Executive. The Executive may establish rules for voting by electronic means, provided such rules allow Member Representatives reasonable access to voting and ensure confidentiality, security and integrity of the voting process.

### **Announcement of result**

- 4.20** Whenever a vote has occurred, a declaration by the chair that the vote has been carried, carried by a particular majority, or not carried, and an entry to that effect in the minutes of the meeting, shall be prima facie evidence of the fact without proof of the number or proportion of votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the results of the vote so taken shall be the decision of Members upon the said question.

### **Attendance by electronic means**

- 4.21** No general meetings shall be held by teleconference, videoconference or other electronic means.

### **Proxy voting not permitted**

- 4.22** Voting by proxy is not permitted.

### **Casting Vote**

**4.23** In the case of an equality of votes, the chair shall not have a casting or second vote.

### **Matters decided at general meeting by ordinary resolution**

**4.24** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

### **Member's Resolutions at AGM**

**4.25** Voting Members, either via its Member's Administrator or its Member Representatives, may submit resolutions to be considered at the AGM in accordance with the policies and procedures set out in the Executive Policies, which may include, but are not limited to submission deadlines, late submission deadlines, mechanisms for block voting and delivery requirements.

### **Executive Resolutions**

**4.26** Notwithstanding anything in these Bylaws to the contrary, the Executive may submit any matter not requiring a special resolution to the Members at a general meeting at any time.

## **Part 5 – DIRECTORS**

### **Number of Directors on the Executive**

**5.1** The number of Directors must be 8 or a greater number determined from time to time by the Members.

### **Composition of the Executive**

**5.2** The Executive shall consist of the following positions:

- (a) President;
- (b) immediate Past-President;
- (c) First Vice-President;
- (d) Second Vice-President;
- (e) Electoral Area Representative; and
- (f) Directors at Large.



### **Authority and Responsibility**

- 5.3 Subject to the provisions of the Act and these Bylaws, the Executive shall manage or supervise the management of the Society.

### **Election of directors**

- 5.4 At each AGM, the voting Members entitled to vote for the election of directors must elect the Executive. Each Director will be elected to a specific position on the Executive, excepting the outgoing president who will be appointed to hold his or her position of the Executive.

### **Election of Electoral Area Representative**

- 5.5 Only Member's Representatives of the Society representing Electoral Areas are entitled to vote for the position of Electoral Area Representative.

### **Acclamation**

- 5.6 An election may be by acclamation, otherwise it must be conducted by ballot.

### **Nominations**

- 5.7 The Executive may establish nomination procedures for the election of directors, which procedures shall be set out in the Executive Policies.

### **Qualifications of Directors**

- 5.8 In addition to the qualifications of Directors set out in the Act, all Directors must be a Member's Representative.

### **Executive may fill casual vacancy on Executive**

- 5.9 The Executive may, at any time, appoint a Member's Representative as a director to fill a vacancy that arises on the Executive as a result of the resignation, death or incapacity of a director during the director's term of office.

### **Term of appointment of director filling casual vacancy**

- 5.10 A director appointed by the Executive to fill a vacancy ceases to be a director at the end of the next AGM.

### **Termination of Directorship**

- 5.11 A person shall immediately cease to be a Director of the Society:
- (a) upon delivering his or her resignation in writing to the secretary of the Society or upon delivering it to the address of the Society;

- (b) ceasing to be a Member's Representative by reason of ceasing to be an elected official of that Member;
- (c) on being elected to a provincial or federal office;
- (d) on ceasing to be qualified as a Director under the Act or these Bylaws;
- (e) upon his or her death; or
- (f) by special resolution of the Members removing a director.

**Director seeking provincial or federal office**

**5.12** A director may remain on the Executive while seeking a nomination for provincial or federal office. If the director is successful in securing the nomination, he/she will take a leave of absence from the Executive until the election is over. If successful in the election, the director will resign from the Executive; if not successful the director may return to the Executive.

**Part 6 – DIRECTORS' MEETINGS**

**Calling Executive meeting**

**6.1** The Secretary, on the request of any two Directors, shall call a meeting of the Executive.

**Number of meetings**

**6.2** There shall be a minimum of one meeting of the Executive per year or such greater number of meetings as is determined, from time to time, by the Executive.

**Notice of Executive meeting**

**6.3** Notice of an Executive meeting may be given by mail, telephone, fax, email or other means of recorded electronic communication to each director not less than seven days prior to the Executive meeting, unless all directors agree otherwise.

**Content of Notice**

**6.4** A notice of the meeting of the Executive need not specify the purpose of or the business to be transacted at the meeting, except that a notice of a meeting of directors shall provide notice of any of the following matters to be dealt with at the meeting:

- (a) submit to the Members any question or matter requiring the approval of Members;
- (b) fill a vacancy among the directors or to appoint additional directors between AGMs;  
or
- (c) approve the Annual Financial Statements.

### **Waiver of Notice**

- 6.5** The attendance of a director at a meeting of the Executive is a waiver of notice of the meeting, except if the 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.

### **Regular meetings**

- 6.6** The Executive may, by resolution of the Executive, establish the date, time and place of regular meetings of the Executive. A copy of such resolution or a list of such dates, time, and places shall be sent to each director immediately following the passage of such resolution and no further notice of these scheduled meetings will be required to be sent notwithstanding section 6.4.

### **Conduct of Executive meetings**

- 6.7** The Executive may regulate their meetings and proceedings as they think fit, provided that in the event of a conflict these bylaws shall prevail.

### **Attending by Teleconference, Videoconference and other electronic means**

- 6.8** Any director may attend a meeting of the Executive by teleconference, videoconference and other electronic means as permit all persons participating in the meeting to communicate adequately with each other during the meeting, and a director participating in the meeting by those means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Executive while a director holds office.

### **Voting while participating electronically**

- 6.9** A director participating in the meeting by any of the means set out in section 6.8 may vote, and that vote may be held by teleconference, videoconference or any other electronic means that the Society has made available for that purpose.

### **Seconding motions**

- 6.10** A resolution proposed at a meeting of the Executive must be seconded prior to being voted on.

### **Proceedings valid despite omission to give notice**

- 6.11** The accidental omission to give notice of an Executive meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

### **Quorum of directors**

- 6.12** The quorum for the transaction of business at an Executive meeting is 5 directors.

## **Voting**

**6.13** Subject to these Bylaws, any question arising at any meeting of the Executive shall be decided by a majority of votes. Each director (including for greater certainty, the chair) is entitled to exercise one vote. All votes at any such meeting shall be taken by show of hands in the usual manner of assent or dissent. Whenever a vote by show of hands shall be taken upon a question, a declaration by the chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, and the result of the vote so taken shall be the decision of the Executive upon the said question.

## **Chair of Executive meetings**

**6.14** The following individual is entitled to preside as the chair of an Executive meeting:

- (a) the President;
- (b) the First Vice-President, if the President is unable to preside as the chair; or
- (c) the Second Vice-President, if the President and the First Vice-President is unable to preside as the chair.

**6.15** If none of the President, First Vice-President or Second Vice-President is present within 15 minutes of the time fixed for the holding of the meeting, the directors present and entitled to vote shall choose one of the directors to chair the meeting.

## **Casting Vote**

**6.16** In the case of an equality of votes at any Executive meeting, the chair shall not have a second or casting vote and the question shall be deemed to be decided in the negative.

## **Persons entitled to be present**

**6.17** The only persons entitled to attend meetings of the Executive shall be the directors and the Secretary. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting. Only the directors and the Secretary will have the right to speak at such meetings although others duly present at such meetings shall be allowed to speak with the consent of the meeting.

## **Resolution in Writing**

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

## **Part 7 – EXECUTIVE POSITIONS**

### **Role of President**

- 7.1** The President is the chair of the Executive and is responsible for supervising the other directors in the execution of their duties. The President shall also perform such other duties as determined by the Executive from time to time.

### **Role of First Vice-President**

- 7.2** The First Vice-President is the vice-chair of the Executive and is responsible for carrying out the duties of the president if the President is unable to act. The First Vice-President shall also perform such other duties as determined by the Executive from time to time.

### **Role of Second Vice-President**

- 7.3** The Second Vice-President is responsible for carrying out the duties of the First Vice-President if the First Vice-President is unable to act. The Second Vice-President shall also perform such other duties as determined by the Executive from time to time.

### **Role of secretary**

- 7.4** The secretary is responsible for doing, or making the necessary arrangements for, the following:
- (a) issuing notices of general meetings and Executive meetings;
  - (b) taking minutes of general meetings and Executive meetings;
  - (c) keeping the records of the Society in accordance with the Act;
  - (d) conducting the correspondence of the Executive;
  - (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

The secretary shall also perform such other duties as determined by the Executive from time to time.

### **Absence of secretary from meeting**

- 7.5** In the absence of the secretary from a meeting, the Executive must appoint another individual to act as secretary at the meeting.

### **Role of treasurer**

**7.6** The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the Members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

The treasurer shall also perform such other duties as determined by the Executive from time to time.

### **Secretary/Treasurer may be an employee**

**7.7** The Society may hire an employee or contractor to act as Secretary and/or Treasurer and such employee may be hired on terms and conditions as the Executive deems fit.

## **Part 8 – REMUNERATION OF DIRECTORS**

### **Remuneration of directors**

**8.1** The directors shall receive no remuneration for acting as directors or officers, but shall be entitled to receive a reasonable per diem in accordance with the Executive Policies and to be paid their reasonable expenses properly incurred in the performance of their duties, including their travel and other expenses properly incurred by them, for their attending meetings of the Executive or of any committee of the Society which they serve on, or any other meeting which has been approved in advance by the Executive as being properly incurred by them in connection with carrying out the activities of the Society. No director shall receive compensation for attendance at the AGM.

## **Part 9 – COMMITTEES**

### **Constitute Committees**

**9.1** The Executive may delegate any, but not all, of their powers to committees consisting of such persons as they think fit, provided each committee shall have at least one Director serving on it.

### **Committee Rules and Procedures**

**9.2** A committee so formed shall conform to any rules that from time to time may be imposed on it by the Executive and shall report any act or thing done in exercise of the delegated powers to the next meeting of the Executive held after the act or thing has

been done. Any member of any such committee may be removed from a committee at any time at the discretion of the Executive.

**9.3** Membership in each committee shall not be restricted to persons who are directors unless directed by the Executive.

**9.4** The members of a committee may meet and adjourn as they think proper.

#### **Disbanding of Committees**

**9.5** The Executive shall have the power to disband any committee which it creates.

#### **Committee Chair**

**9.6** A committee shall elect a Chair of its meeting but if no Chair is elected or at any meeting the Chair is not present within thirty (30) minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be Chair of the meeting.

### **Part 10 – PROTECTION OF DIRECTORS AND OFFICERS**

#### **Limitation of Liability**

**10.1** Every director and officer in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Society and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject thereto, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or other individual acting in a similar capacity, or for joining in any receipt or other act for conformity, or for any loss, damage or expense to the Society arising from the insufficiency or deficiency of title to any property acquired by or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Society are invested, or for any loss, damage or expense arising from the bankruptcy, insolvency, act or omission of any person, firm or corporation with whom or which any monies, securities or other property of the Society are lodged or deposited, or for any loss, damage or expense occasioned by any error of judgment or oversight on such director's, officer's or other individual's part, or for any other loss, damage or expense related to the performance or non-performance of the duties of his or her respective office or in relation thereto unless the same shall happen by or through his or her own wrongful and wilful act or through his or her own wrongful or wilful neglect or default.

#### **Indemnity**

**10.2** Subject to the limitations contained in the Act, but without limiting the right of the Society to indemnify any individual under the Act or otherwise to the full extent permitted by law, the Society shall, from time to time and at all times, indemnify each director or officer or former director or officer (and each such director's, officer's or other individual's respective heirs, executors, administrators, or other legal personal representatives and his or her

estate and effects), or another individual who acts or acted at the Society's request as a director or an officer or in a similar capacity of another entity), against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Society or other entity provided that the individual to be indemnified:

- (a) acted honestly and in good faith with a view to the best interests of the Society or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Society's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that the individual's conduct was lawful.

#### **Advance of costs**

**10.3** The Society may advance money to a director, an officer or other individual for the costs, charges and expenses relating to a proceeding referred to in Section 10.2. The individual shall repay the money if the individual does not fulfil the conditions of Sections 10.2(a) and (b).

#### **Insurance**

**10.4** The Society may purchase and maintain insurance for the benefit of an individual referred to in Section 10.2 against any liability incurred by the individual in the individual's capacity as a director or an officer, or in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Society's request.

#### **Indemnities not limiting**

**10.5** The provisions of this article 10 shall be in addition to and not in substitution for or limitation of any rights, immunities and protections to which an individual is otherwise entitled.

### **Part 11 – DISCLOSURE OF INTEREST**

#### **Disclosure of Interest**

**11.1** Without limiting the disclosure of interest provisions in the Act, a director or an officer shall fully and promptly disclose to the Executive, in writing or by requesting to have it entered into the minutes of meetings of the Executive or of committees, the nature and extent of any direct or indirect material interest in:

- (a) a contract or transaction, whether made or proposed, of the Society; or



- (b) a matter that is or is to be the subject of consideration by the Executive, if that interest could result in the creation of a duty or interest that materially conflicts with that director's duty or interest as a director of the Society.

#### **Time of Disclosure for Director**

**11.2** The disclosure required by a director pursuant to section 11.1 shall be made promptly, but in any event shall be no later than:

- (a) at the meeting at which the proposed contract or transaction is first considered;
- (b) if the director was not, at the time of the meeting referred to in Section 11.2(a), interested in the proposed contract or transaction, at the first meeting after the director becomes so interested;
- (c) if the director becomes interested after the contract or transaction is made, at the first meeting after the director becomes so interested; or
- (d) if an individual who is interested in the contract or transaction later becomes a director, at the first meeting after the individual becomes a director.

#### **Time of Disclosure for Officer**

**11.3** The disclosure required by an officer who is not a director pursuant to section 11.1 shall be made promptly, but in any event shall be no later than:

- (a) immediately after the officer becomes aware that the contract, transaction, proposed contract or proposed transaction is to be considered or has been considered at a meeting;
- (b) if the officer becomes interested after the contract or transaction is made, immediately after the officer becomes so interested; or
- (c) if an individual who is interested in the contract or transaction later becomes an officer, immediately after the individual becomes an officer.

#### **Voting**

**11.4** A director or officer who is required to make a disclosure under Section 11.1 shall:

- (a) leave the Executive meeting:
  - (i) when the contract, transaction or matter is being discussed, unless requested to remain to provide information; and
  - (ii) in the case of a director, when the remaining directors vote on the contract, transaction or matter; and
- (b) refrain from any action intended to influence the discussion or vote.

**11.5** Section 11.4 shall not apply where the contract, transaction or matter:

- (a) is for indemnity or insurance pursuant to section 10.4; or
- (b) related to the purchase or maintenance of directors and officers liability insurance;

**Continuing disclosure**

**11.6** For the purposes of this Section, a general notice to the Executive declaring that a director or an officer is to be regarded as interested, for any of the following reasons, in a contract or transaction made with a party, is a sufficient declaration of interest in relation to the contract or transaction:

- (a) the director or officer is a director or an officer, or acting in a similar capacity, of a party referred to in subsection (b) or (c);
- (b) the director or officer has a material interest in the party; or
- (c) there has been a material change in the nature of the director's or the officer's interest in the party.

**Access to Disclosures**

**11.7** The Members may examine the portions of any minutes of meetings of Executive or any minutes of meetings of committees that contain disclosures contemplated by Section 11.1, and of any other documents that contain those disclosures, during the Society's usual business hours.

**Avoidance Standards**

**11.8** A contract or transaction for which disclosure is required under section 11.1 is not invalid, and a director or officer is not accountable to the Society or its Members for any profit realized from the contract or transaction, because of the director's or officer's interest in the contract or transaction or because the director was present or was counted to determine whether a quorum existed at the meeting of the Executive or that considered the contract or transaction, if:

- (a) disclosure of the interest was made in accordance with section 11.1;
- (b) the Executive approved the contract or transaction; and
- (c) the contract or transaction was reasonable and fair to the Society when it was approved.

## Part 12 – EXECUTION OF DOCUMENTS, BANKING AND BORROWING

### Signatories

- 12.1** Except for documents executed in the usual and ordinary course of the Society's business, which may be signed by the Secretary or President, any contract or other record on behalf of the Society may be signed by any individual(s) appointed by the Executive to sign a specific document or specific type of document or generally on behalf of the Society. Any document so signed may, but need not, have the Society's seal applied, if there is one.

### Facsimile Signatures

- 12.2** The signatures of any person authorized to sign on behalf of the Society, may, if specifically authorized by resolution of the Executive, be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced. Anything so signed shall be as valid as if it had been signed manually, even if that person has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of the Executive.

### Banking

- 12.3** The banking business of the Society shall be transacted with such banks, trust companies or other firms or corporations carrying on a banking business in Canada, or elsewhere as may from time to time be designated by or under the authority of the Executive. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of power as the Executive may, from time to time, prescribe or authorize.

### Borrowing

- 12.4** The Executive may not do any of the following unless approved by special resolution of the Members:
- (a) borrow money on the credit of the Society;
  - (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Society;
  - (c) give a guarantee on behalf of the Society to secure performance of an obligation of any person; or
  - (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Society, owned or subsequently acquired, to secure any obligation of the Society.

### Standard of Care

- 12.5** In investing the funds of the Society, the Executive may make any investments in which a prudent investor might invest. Subject to the provisions of the Act, the Executive shall not

be liable for any loss that may result in connection with any such investments made by the Executive.

### **Executive Delegation**

- 12.6** From time to time the Executive may authorize any director, officer or committee, to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security for any monies borrowed or remaining due by the Society as the Executive may authorize, and generally to manage, transact and settle the borrowing of money by the Society.

## **Part 13 – NOTICE**

### **Procedure for Sending Notices**

- 13.1** Any notice (which term includes any communication or document) to be given sent, delivered or served pursuant to the Act, these Bylaws or otherwise, to a Member or director shall be sufficiently given if sent to the principal address of the applicable person as last shown in the Society's records. A notice so delivered shall be deemed to have been received when it is delivered. A notice so mailed shall be deemed to have been received on the fifth day after mailing (excluding each day during which there exists any general interruption of postal services due to strike, lockout or other cause). A notice sent by means of electronic, transmitted or recorded communication shall be deemed to have been received when so sent. The president may change or cause to be changed the recorded address of any Member or director in accordance with the information believed by him or her to be reliable.

### **Undelivered Notices**

- 13.2** If any notice given to a Member pursuant to Section 13.1 is returned on two consecutive occasions because such Member cannot be found, the Society shall not be required to give any further notice to such Member until such Member informs the Society in writing of such member's new address.

### **Computation of Time**

- 13.3** In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the day of the meeting or other event shall be included.

### **Certification re: Delivery**

- 13.4** The statutory declaration of the Secretary or the President or of any other person authorized to give notice of a meeting that notice has been given pursuant to these Bylaws shall be sufficient and conclusive evidence of the giving of such notice.

## **Part 14 – RULES AND PROCEDURES**

- 14.1** The proceedings of the annual general meeting must be governed by the Society's Rules and Procedures for Handling Resolutions and, where not in conflict with these, the last edition of Roberts Rules of Order applies.