

**PROPOSED NEW BYLAWS OF
ACT AUTISM COMMUNITY TRAINING SOCIETY (“ACT”)
PRESENTED TO THE ACT MEMBERSHIP FOR APPROVAL
AT THE ANNUAL GENERAL MEETING HELD JUNE 17,
2021**

**THIS NEW SET OF BYLAWS WILL COMPLY WITH THE
SOCIETIES ACT**

**ON APRIL 29, 2021, THE ACT GOVERNANCE
COMMITTEE RECOMMENDED ADOPTION OF THESE
BYLAWS**

**ON MAY 20, 2020, THE ACT BOARD OF DIRECTORS
APPROVED THE GOVERNANCE COMMITTEE
RECOMMENDATION.**

**THE ACT BOARD OF DIRECTORS RECOMMENDS THAT
THE MEMBERSHIP PASS A SPECIAL RESOLUTION TO
ADOPT THIS NEW SET OF BYLAWS AS A REPLACEMENT
FOR THE EXISTING BYLAWS**

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SOCIETIES ACT (BRITISH COLUMBIA)

BYLAWS OF

ACT AUTISM COMMUNITY TRAINING SOCIETY

PART 1 -- INTERPRETATION

1.01 DEFINITIONS

- (1) In these Bylaws, unless the context otherwise requires, the following terms have the following meanings.
- (a) “**Board**” means, as of any specific time, the directors of the Society then in office.
 - (b) “**Business Day**” in a location means a day other than a Saturday, Sunday, or statutory holiday in that location.
 - (c) “**Bylaws**” means the Bylaws of the Society as amended, re-enacted, or substituted from time to time. The words “**herein**”, “**hereto**”, “**hereby**”, “**hereunder**”, “**hereof**” and similar words refer to the Bylaws and not to any specific part, section, or other subdivision of these Bylaws.
 - (d) “**Constitution**” means the constitution that sets out the name of the Society and the purposes of the Society.
 - (e) “**Director**” means an individual who has been elected, in accordance with section 6.06 of the Bylaws, as a member of the board of directors of the Society, regardless of the title by which the individual is called.
 - (f) “**General Meeting**” means a meeting of the members of the Society held in accordance with Part 4 and Part 5 of these Bylaws.
 - (g) “**Incumbent Officer**” has the meaning assigned by section 10.03(3).
 - (h) “**Interim Director**” has the meaning assigned by section 6.06(3).
 - (i) “**Interim Officer**” has the meaning assigned by section 10.03(3).
 - (j) “**Member**” means a person who becomes, in accordance with Part 3 of these Bylaws, a member of the Society and who remains a member of the Society.
 - (k) “**Ordinary Resolution**”, as applicable in respect of a resolution of the Members or the Board (as applicable), means either of the following resolutions.
 - (i) A resolution passed at a meeting by a simple majority of the votes cast.
 - (ii) A written resolution that, after being sent to all the individuals eligible to vote on the resolution, has been approved by at least 75% of those individuals.
 - (l) “**Registered Address**” of a Director means the address of that Director as recorded in the register of directors maintained by the Society.

- (m) “**Society**” means the ACT Autism Community Training Society.
 - (n) “**Societies Act**” means the *Societies Act* of the province of British Columbia and all regulations and other subsidiary legislation made pursuant thereto, as the foregoing are amended, re-enacted, or substituted from time to time. A reference to a specific provision of the Societies Act means that specific provision as it may be amended, re-enacted, or substituted from time to time.
 - (o) “**Special Resolution**” as applicable in respect of a resolution of the Members or the Board (as applicable), means either of the following resolutions.
 - (i) A resolution passed at a meeting by at least 75% of the votes cast.
 - (ii) A written resolution consented to in writing by all the individuals able to vote on the resolution.
- (2) Unless the context otherwise requires, any term that is not defined in these Bylaws, but that is defined in the Societies Act, has the meaning assigned to that term by the Societies Act.

1.02 RULES OF INTERPRETATION

- (1) Unless the context otherwise requires, the rules of interpretation set out in this section 1.02 apply.
- (2) Expressions referring to writing include printing, lithography, typewriting, photography, and any other means of representing or reproducing words or language in a visible and durable form.
- (3) Expressions referring to signing include the following.
 - (a) Facsimile, printed or mechanically-reproduced signatures.
 - (b) Signatures transmitted by telecopy or any other means of transmission, notwithstanding that the original signature is not received.
- (4) Whenever these Bylaws refer to the setting of a fee, such fee is not to exceed any maximum fee permitted by the Societies Act.
- (5) All words importing the singular include the plural (and vice versa).
- (6) All words referring to a specific gender include the masculine, feminine and neuter genders.
- (7) Words referring to individuals refer only to natural human beings and do not include corporations.
- (8) The word “personal” refers to individuals.

1.03 COUNTERPART AND FACSIMILE SIGNATURES

- (1) A resolution in writing may be signed in any number of counterparts, each of which may be signed by fewer than all the Members or Directors (as the case may be) named as signatories to the resolution. Once all the Members or Directors (as the case may be) named as signatories to the resolution have signed at least one of such counterparts, all the counterparts shall be deemed to be a part of a single document and any one such counterpart shall be deemed to be an original document.
- (2) A Member or Director may deliver a signed written resolution by transmitting the signed resolution by any means of analog or digital transmission that accurately reproduces an image of

the signed resolution and that can be read by the recipient of the transmission. For this purpose, an acceptable means of transmission includes the following.

- (a) Transmission by telecopy or fax machine.
- (b) Transmission of an electronic image by email in PDF, XPS or similar form of image-reproduction software that would indicate if any post-scanning edit has been made to the electronic version of the document.

Such signature and transmittal will be sufficient to establish the proper signature of the resolution by that Member or Director. The copy so transmitted shall, for all purposes, be as effective as if the Member or Director had personally delivered a signed original copy of the resolution in writing.

1.04 THE SOCIETIES ACT GOVERNS OVER BYLAWS

In any conflict between these Bylaws and the Societies Act, the provisions of the Societies Act will take precedence over the Bylaws.

1.05 SEVERABILITY

If any provision of these Bylaws is void, illegal or invalid, such provision shall be severed and the remaining provisions shall be construed and take effect as if such provision had been omitted.

PART 2 -- FINANCE

2.01 BORROWING POWERS OF THE BOARD

- (1) The Society shall not borrow any funds unless
 - (a) the borrowing is to further the purposes of the Society; and
 - (b) the borrowing has been authorized
 - (i) by Special Resolution pursuant to section 2.01(2); or
 - (ii) by Ordinary Resolution in compliance with the terms of an unexpired borrowing policy that has been adopted by the Board pursuant to section 2.01(3)
- (2) The Board may, by Special Resolution, authorize the Society to borrow a specific amount of funds on the terms set out in that Special Resolution and for the purpose set out in that Special Resolution.
- (3) The Board may, by Special Resolution, adopt a borrowing policy that sets out the terms and conditions under which the Board may, by Ordinary Resolution, approve the borrowing of funds
 - (a) Any such borrowing policy may include restrictions on the ability of the Board to approve a borrowing and may set maximum borrowing limits.
 - (b) Any such borrowing policy shall be effective for no more than five years from the date of adoption of the borrowing policy.
 - (c) A borrowing policy adopted by the Board may be re-approved for any number of separate periods of no more than five years duration, provided that any such re-approval is approved by Special Resolution of the Board passed no more than 6 months prior to the

expiry of the borrowing policy that is being re-approved. In the case of any such re-approval, the period that the re-approved borrowing policy is in effect shall count from the date on which the then-existing borrowing policy expires.

- (4) The Members may, by Special Resolution, restrict the borrowing powers of the Board. Any such restriction will expire at the next annual General Meeting unless renewed by Special Resolution of the Members at that next annual General Meeting.

2.02 PERSONAL LIABILITY FOR DEBTS OF THE SOCIETY

If a Director or other person becomes liable for the payment of an amount that is primarily payable by the Society, Division 7 of the Societies Act will apply regarding the indemnification of the Director or other person from any loss in respect of such liability.

2.03 INVESTMENT OF THE SOCIETY'S FUNDS

The manner in which the Society's funds are invested is up to the discretion of the Board.

PART 3 -- MEMBERS

3.01 MEMBERSHIP

- (1) Only an individual may become a Member of the Society.
- (2) The initial Members were the applicants for incorporation of the Society.
- (3) Membership is open to the following individuals.
 - (a) An individual who has received an autism diagnosis.
 - (b) An individual who is related to an individual described in section 3.01(3)(a).
 - (c) An individual who provides therapeutic or other professional and science-based services to any individual described in section 3.01(3)(a) or 3.01(3)(b), provided that such therapy relates to autism or the effects of autism.
 - (d) An individual who conducts science-based research in respect of autism.
 - (e) An individual who has an interest in the scientific literature on autism.
 - (f) An individual who is engaged in disseminating science-based information about autism.
 - (g) An individual who benefits the autism community. For the purpose of this section 3.01(3), the autism community consists of individuals described in the preceding paragraphs of this section 3.01(3).
 - (h) An individual who does not qualify under any of the preceding paragraphs of this section 3.01(3) but is nevertheless approved by the Board as an individual whose membership would be of benefit to the autism community.
- (4) An individual described in section 3.01(3) may apply to become a Member by
 - (a) providing such information as is then prescribed by the Board in a membership application form; and

- (b) on being recommended for membership by an existing Member.
- (5) Subject to section 3.01(6), the Board shall accept the application of an individual if the Board determines that the individual qualifies for membership under section 3.01(3), provided that the individual has been recommended for membership by an existing Member. On acceptance by the Board of the membership application and the payment of any membership due then in effect, the individual shall become a Member.
- (6) Between the end of one annual General Meeting and the end of the immediately following annual General Meeting, the number of new Members must not exceed the number determined by the following formula.

15% of MEMNUM

In the above formula, **MEMNUM** is equal to the aggregate number of Members who were Members at the end of the last annual General Meeting, less the number of individuals who have ceased to be Members since the end of the last annual General Meeting.

- (7) Every Member shall uphold the Constitution and comply with these Bylaws.
- (8) The Board may impose annual membership dues and adjust any such dues from time to time, but there is no requirement for the Board to impose membership dues.

3.02 TERMINATION OF MEMBERSHIP

- (1) Pursuant to Section 11(1)(a)(iii) of the Societies Act, an individual shall cease to be a Member on the earliest to occur of any of the following events.
 - (a) The individual resigns as a member by
 - (i) delivering a signed written resignation to the Secretary of the Society or to the registered office of the Society; or
 - (ii) mailing a signed written resignation to the registered office of the Society.
 - (b) The individual dies.
 - (c) The individual is expelled.
- (2) In accordance with Section 70 of the Societies Act, a Member may be expelled by a Special Resolution of the Members passed at a General Meeting, provided that the following is done.
 - (a) The Board has, by Ordinary Resolution, recommended the proposed expulsion.
 - (b) The Board sends a written notice to the Member in question regarding the proposed expulsion, including the reasons for the proposed expulsion.
 - (c) The Board provides all Members with notice of the Special Resolution for expulsion, including the reasons for the proposed expulsion.
 - (d) The individual who would be expelled by the proposed Special Resolution is given a reasonable opportunity to be heard at the General Meeting before the Special Resolution is put to a vote.
- (3) An individual who has been expelled as a Member may not re-apply for membership for at least

60 months from the date of expulsion and shall not be re-admitted as a Member unless the Board approves the re-admission by Special Resolution that takes into consideration the circumstances of the expulsion. An individual who has previously been expelled as a Member has no right to be re-admitted as a Member.

- (4) A Member may not transfer that Member's membership in the Society.

PART 4 -- GENERAL MEETINGS

4.01 CALLING OF GENERAL MEETINGS

- (1) In accordance with Division 2 of the Societies Act, the Board shall call General Meetings of the Society at such times and places as the Board considers appropriate.
- (2) An annual General Meeting shall be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last annual General Meeting.
- (3) Every General Meeting, other than an annual General Meeting, is an extraordinary General Meeting. In accordance with Section 74 of the Societies Act, the Board may call an extraordinary General Meeting at such time as the Board considers appropriate.
- (4) Notice of a General Meeting shall specify the place, day, and hour of meeting and, in case of special business, the nature of that business. In accordance with Section 77 of the Societies Act, the accidental omission to give notice of a General Meeting to, or the non-receipt of a notice by, any Member entitled to receive notice does not invalidate proceedings at that General Meeting.

4.02 NOTICE OF GENERAL MEETING

- (1) Notice of a General Meeting shall be given to all the following individuals.
 - (a) Every Member (including every Member who is a Director) shown on the register of Members on the day notice is given.
 - (b) A representative of the accountant or auditor of the Society.
 - (c) The Executive Director of the Society.
- (2) The Board may, in its discretion, invite other individuals to attend a General Meeting or a portion of a General Meeting and may provide such other individuals with such notice as the Board considers appropriate.
- (3) An individual who attends a General Meeting at the invitation of the Board pursuant to section 4.02(2) shall not be included in the meeting quorum and shall not vote at the meeting.

4.03 SPECIAL BUSINESS CONDUCTED AT GENERAL MEETINGS

- (1) The following business shall be considered special business of a General Meeting.
 - (a) All business at an extraordinary General Meeting, except the adoption of rules of order.
 - (b) All business that is transacted at an annual General Meeting, other than the following business.
 - (i) Settling the conduct of the meeting, the manner of voting, and the adoption of rules of order.

- (ii) Electing Members to the Board.
 - (iii) Considering any financial statements of the Society presented to the meeting, including considering any report made in respect of those financial statements.
 - (iv) Considering a report presented to the meeting by the Board or by an auditor of the Society.
 - (v) Considering whether to appoint an accountant or auditor and, if an accountant or auditor is to be appointed, appointing the accountant or auditor.
 - (vi) Ratifying the acts of the Board.
 - (vii) Other business that, under these Bylaws or the Societies Act, ought to be transacted at an annual General Meeting or that arises out of any of the foregoing matters and that does not require passage by any resolution other than an Ordinary Resolution.
- (2) If a General Meeting is to consider special business, the following rules apply in respect of the notice given for that meeting.
- (a) The notice must state the general nature of the special business.
 - (b) If the special business includes presenting, considering, approving, ratifying, adopting, or authorizing any document, the notice must include a printed or electronic copy of that document. An electronic copy shall be in PDF format or such other format as is readable with a reader software that can be downloaded for free over the internet.

PART 5 -- PROCEEDINGS AT GENERAL MEETINGS

5.01 QUORUM

- (1) Except as otherwise specifically provided for in these Bylaws, the quorum for General Meetings is as follows but is always subject to section 5.01(2).
 - (a) In respect of an unadjourned General Meeting, the quorum is a simple majority of the Members of the Society as set out in Section 82 of the Societies Act.
 - (b) In respect of a General Meeting that has been adjourned for lack of a quorum, the quorum is the number of Members present at the adjourned meeting.
- (2) Provided that at least 50% of the individuals who were Members at the immediately preceding annual General Meeting are still Members, a majority of the Members in attendance at a general meeting must consist of Members who were Members immediately prior to the last annual General Meeting.
- (3) In accordance with Section 83 of the Societies Act, an individual who is entitled to participate in a General Meeting may do so by telephone or any communication facility (including analog and digital facilities) provided that all individuals participating in the meeting are able to communicate with each other.
- (4) No business, other than the election of a chair and the adjournment of the General Meeting, shall be transacted at the General Meeting at a time when a quorum is not present. If a quorum ceases to be present at a General Meeting, any business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated, as the case may be.

- (5) If a quorum is not present at a General Meeting within 30 minutes from the time appointed for that meeting, the following rules apply.
- (a) If the General Meeting was convened pursuant to a requisition of Members, the meeting shall be dissolved.
 - (b) If the General Meeting was not convened pursuant to a requisition of Members, the meeting shall be adjourned to the same day in the next week at the same time and place, or to such other subsequent day and hour as the Members then present determine. If at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the adjourned meeting, the Members then present at the adjourned meeting shall, subject to section 5.01(2), constitute a quorum. If the Members then present at the adjourned meeting do not comply with section 5.01(2), the meeting shall be dissolved.

5.02 CHAIR OF MEETING

- (1) The President shall preside as chair of every General Meeting unless the President is unable or unwilling to act as chair of a specific meeting.
- (a) If the President is unable or unwilling to act as chair of a General Meeting, the following officers (in the following order of priority) shall act as chair.
 - (i) The Vice-President.
 - (ii) The Secretary.
 - (iii) The Treasurer.
 - (iv) Any other officer.
 - (b) If no officer is able and willing to act as chair of a General Meeting, the Members who are present at the meeting shall appoint a Member who is present at the meeting to act as chair of the meeting.
- (2) Subject to the Societies Act and these Bylaws, the chair of a General Meeting shall determine the procedure to be followed at that meeting. Without limiting the generality of the foregoing, the chair shall determine any dispute as to the admission or rejection of a vote and such determination shall be final and conclusive if made in good faith.

5.03 ADJOURNMENT OF A GENERAL MEETING

- (1) Subject to sections 5.03(2) and 5.03(3), the chair of a General Meeting may adjourn that meeting from time to time and from place to place. However, no business shall be transacted at an adjourned General Meeting other than the business left unfinished at the General Meeting from which the adjournment took place.
- (2) If a quorum is present at a General Meeting, the chair of the General Meeting may adjourn the General Meeting only after approval of the adjournment by Ordinary Resolution.
- (3) If a quorum is not present at a General Meeting, the chair of the General Meeting must adjourn the General Meeting.
- (4) It is necessary to give notice of an adjournment only if a meeting is adjourned for ten days or more, in which case notice must be given as if the adjourned meeting were an original meeting.

5.04 MOVING AND SECONDING RESOLUTIONS

- (1) A proposed resolution need not be seconded unless the chair of the General Meeting determines otherwise.
- (2) The chair of a General Meeting may move or propose a resolution.

5.05 VOTING AT GENERAL MEETINGS

- (1) Subject to section 5.05(4), only a Member who is present at the General Meeting is entitled to vote. Each such Member is entitled to one vote.
- (2) Unless a matter must be approved by Special Resolution, voting shall be by general expression of support or disapproval unless the chair decides otherwise, or a resolution is passed requiring that voting be conducted in some other manner (such as conducting a poll or calling for a ballot).
- (3) A Member who is entitled to vote at a General Meeting may not appoint an individual to act as a proxyholder. Voting by proxy is not permitted.
- (4) In accordance with Section 84(5)(b) of the Societies Act, a Member who is not able to be present at a General Meeting may vote on a resolution by communicating the Member's position on the resolution by means of fax, email, or other electronic means provided that the chair is satisfied that the Member has initiated the communication.
- (5) In accordance with Section 72(1)(b) of the Societies Act, a resolution can be passed without holding a General Meeting if all the voting Members consent in writing to the resolution on or before the date by which the General Meeting must be held.
- (6) In the case of an equality of votes, the chair of the General Meeting is not entitled to a second vote and the proposed resolution shall be considered to have been defeated.

PART 6 – DIRECTORS

6.01 POWERS AND DUTIES OF DIRECTORS

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

- (a) all laws affecting the Society; and
- (b) the provisions of the Societies Act; and
- (c) these Bylaws.

6.02 NUMBER OF DIRECTORS

- (1) The Board shall consist of at least five but not more than fifteen Directors, or such greater number as determined from time to time by the Board.
- (2) At any time, at least two-thirds of the Directors must reside in British Columbia.

6.03 ACTS OF THE BOARD VALID NOTWITHSTANDING A VACANCY

An action taken by the Board is not invalid merely because there is at that time fewer than the number of Directors required by section 6.02 of these Bylaws.

6.04 REMUNERATION OF DIRECTORS

- (1) Subject to the Societies Act and these Bylaws, the following rules apply in respect of remuneration or reimbursement payments made to a Director.
 - (a) In accordance with Section 46(1) of the Societies Act, no Director shall be remunerated for being or acting as a Director.
 - (b) In accordance with Section 46(2) of the Societies Act, the Society shall reimburse a Director for reasonable expenses necessarily incurred in performing Director duties and engaging in the affairs of the Society. However, the Board may impose conditions regarding the reimbursement of expenses, such as requiring receipts to be submitted before a payment is made.

6.05 BOARD MAY SET THE REMUNERATION OF ANY AUDITOR

If the Society has an auditor, the Board may set the remuneration of the auditor.

6.06 ELECTION AND TERM OF DIRECTORS

- (1) To serve as a Director, an individual must be a Member and must meet the attributes set out in Section 44 of the Societies Act.
- (2) At any time, at least two-thirds of the Directors in office at that time must have been elected by the Members in a General Meeting.
- (3) Subject to section 6.06(2), the Board may appoint a Member as a Director (an “**Interim Director**”) between Annual General Meetings.
 - (a) An Interim Director shall serve as a Director only until the next Annual General Meeting following the appointment of that Interim Director.
 - (b) At the next Annual General Meeting following the appointment of an Interim Director, the Interim Director may stand for election as a Member-elected Director.
 - (i) If an Interim Director is elected to the Board by the Members, that Interim Director shall cease to be an Interim Director and shall become a Member-elected Director.
 - (ii) If an Interim Director does not stand for election by the Members, or is not elected by the Members, that individual shall cease to be a Director and may not at any subsequent time be appointed by the Board as an Interim Director.
 - (c) For purpose of section 6.06(4), any time spent by an individual as an Interim Director shall not be counted as part of that individual’s term of office as a Director.
- (4) Pursuant to Section 48 of the Societies Act, a Director’s term of office shall be two years. Upon the expiration of a Director’s initial term of office, a Director may stand for re-election for an additional three consecutive terms of office (for a maximum consecutive period of 8 years). Upon the expiration of the last permitted consecutive term of office, the Director must cease to serve as a

Director.

- (5) A former Director who has served as a Director for 8 consecutive years may be re-elected as a Director provided that at least 2 years have elapsed since the time that the former Director last served as a Director.
- (6) In calculating the duration of a Director's term of office, the term shall commence at the close of the first annual General Meeting held after election of the Director was elected (even if the Director was elected immediately after the end of an annual General Meeting).

6.07 REMOVAL OF DIRECTORS

- (1) A Director ceases to hold office upon
 - (a) ceasing to be a Member for any reason; or
 - (b) ceasing to reside in British Columbia if the number of Directors resident in British Columbia would then be less than two-thirds of all Directors (including Interim Directors).
- (2) The Members may, by Special Resolution, remove a Director from office prior to the end of the Director's term if the following procedure is followed.
 - (a) The Board has, by majority vote, recommended the proposed removal of the Director.
 - (b) The Board sends a written notice to the Director in question regarding the proposed removal, including the reasons for the proposed removal.
 - (c) The Board provides all Members with notice of the Special Resolution for removal, including the reasons for the proposed removal.
 - (d) The individual who would be removed as a Director under the proposed Special Resolution is given a reasonable opportunity to be heard at the General Meeting before the Special Resolution is put to a vote.
- (3) If removing an individual as a Director pursuant to section 6.07(2), a separate Special Resolution is required to also expel the individual as a Member but that separate Special Resolution may be voted on at the same General Meeting.

PART 7 -- PROCEEDINGS AT BOARD MEETINGS

7.01 BOARD MAY SET ITS OWN PROCEDURE

In accordance with Section 54(1) of the Societies Act, the Board may meet together at such places as the Board thinks considers appropriate and adjourn and otherwise regulate Board meetings and proceedings as the Board considers appropriate.

7.02 MINIMUM NUMBER OF BOARD MEETINGS

The Board must hold at least three Board meetings during any 12-month period. Such number may include any Board meeting that follows the annual General Meeting.

7.03 PARTICIPATION IN BOARD MEETINGS

- (1) A Director may participate in a Board meeting by telephone, video conference or any other

communications facility (including analog and digital facilities) provided that each participant who is physically present at the meeting is able to hear and communicate with that Director.

- (2) All Directors may hold a Board meeting and conduct Board business by telephone or any other communications facility (including analog and digital facilities) provided that each participant in the meeting is able to hear and communicate with each other participant.

7.04 QUORUM AT BOARD MEETINGS

- (1) The quorum for a Board Meeting shall be a simple majority of the Directors then in office.
- (2) A Director who is participating in a Board meeting in a manner contemplated in section 7.03 shall be included in the quorum.
- (3) No business, other than the election of a chair and the adjournment of the meeting, shall be transacted at any Board meeting at a time when a quorum is not present. If a quorum ceases to be present at a Board meeting, any business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated, as the case may be.
- (4) A Board meeting at which a quorum is present shall, while such quorum is present, be competent to exercise all the authorities, power and discretions for the time being vested in or exercisable by the Board.

7.05 CHAIR OF BOARD MEETINGS

- (1) The President shall chair every meeting of the Board unless the President is unable or unwilling to do so.
- (2) If the President is unable or unwilling to chair a Board meeting, the Vice-President shall chair the meeting.
- (3) If neither the President nor the Vice-President is able and willing to chair a Board meeting, the Directors present at that meeting may select the chair from among the Directors in attendance at the meeting.
- (4) The chair of a Board meeting may step down for part of a meeting to participate in discussions.

7.06 CALLING BOARD MEETINGS

The Secretary of the Society (or an employee of the Society duly appointed by the Secretary to act on the Secretary's behalf) may call a meeting of the Board upon the request of any Director.

7.07 GIVING NOTICE OF BOARD MEETINGS

- (1) If a Board meeting is called, the Secretary shall (subject to sections 7.07(2)) provide to each Director not less than three (3) days' written notice of the meeting. The notice shall specify the time and place of the meeting.
- (2) Formal notice of a meeting of the Board is not required in the following circumstances.
 - (a) If all Directors:
 - (i) were present at a meeting at which the time and place of the meeting in question was set; or

- (ii) waive notice of the meeting in question (either prospectively or retrospectively).
 - (b) If the Board establishes a regular fixed time and place for the holding of Board meetings and the meeting is held at such regular fixed time and place.
 - (c) It is not necessary to give any newly elected or appointed Director notice of a Board meeting if a quorum of Directors is present at that meeting and if that meeting is held immediately after a meeting at which the newly elected Director has been elected or appointed.
- (3) A Director may file with the Secretary a document signed personally by the Director waiving notice of future meetings held between specific dates if the Director expects to be unable to attend meetings between those dates for any reason (including temporary absence from British Columbia).
- (a) A Director who has filed such a waiver notice may withdraw that waiver by notice to the Secretary but any such withdrawal shall become effective only as of the 7th day after the withdrawal is sent or delivered to the Secretary.
 - (b) Until the effective date of any such withdrawal, the following will apply.
 - (i) The Secretary (or an employee of the Society duly appointed by the Secretary to act on the Secretary's behalf) shall not send any notices of Board meetings to that Director.
 - (ii) Any and all meetings of the Board (notice of which has not been given to the Director) shall, if a quorum of Directors is present, be valid and effective.
 - (c) The maximum period covered by a notice of waiver shall be 120 days unless an extension is granted by the Board.
 - (d) No Director may file a more than one notice of waiver in any calendar year.

7.08 RESOLUTIONS AT BOARD MEETINGS

- (1) No resolution proposed at a Board meeting need be seconded unless the chair determines otherwise.
- (2) The chair of a Board meeting may move, propose or second any resolution.
- (3) In accordance with Section 52(2) of the Societies Act, a written resolution that is signed by all the Directors is as valid and effective as if regularly passed at a meeting of the Board.

7.09 VOTING AT BOARD MEETINGS

- (1) Questions arising at Board meetings shall be decided by Ordinary Resolution unless the Bylaws require approval by Special Resolution.
- (2) Unless the matter must be approved by Special Resolution, voting shall be by general expression of support or disapproval unless the chair decides otherwise, or a resolution is passed requiring that voting be conducted in some other manner (such as conducting a poll or calling for a ballot).
- (3) In the case of an equality of votes, the chair of the meeting shall not have a casting or second vote and the proposed resolution shall be considered to have been defeated.

7.10 DECISIONS MADE BETWEEN MEETINGS

Between Board meetings, the Board may make a decision by means of a series of telephone, email, or other means of communications provided that the Board subsequently records that decision in written form (whether through a formal written resolution or by recording the decision in the minutes of a subsequent meeting).

PART 8 – BOARD COMMITTEES

8.01 APPOINTMENT OF COMMITTEES

- (1) The Board may from time to time by Ordinary Resolution
 - (a) establish, or
 - (b) disbandany Board committee.
- (2) Unless otherwise determined by Ordinary Resolution of the Board, the President shall appoint the chair of each committee.

8.02 ROLE OF COMMITTEES

- (1) A committee shall serve in an advisory capacity to the Board and shall have no power to bind the Society or to do anything other than to make a recommendation to the Board.
- (2) The Board may appoint to a committee any number of individuals who are neither Directors nor Members, provided that the committee includes at least one Director.
- (3) A committee shall report regularly to the Board on its activities and shall in any event report to the Board on the request of the Board. Each committee shall report to the Board by submitting the committee minutes to the meeting of the Board next following that committee meeting.
- (4) The Board resolution establishing a committee shall set out the following in respect of that committee.
 - (a) The committee terms of reference.
 - (b) Committee membership criteria, including whether and the extent to which the committee may include individuals who are neither Directors nor Members.
 - (c) The budget for the committee.
- (5) The Board may at any time, by Ordinary Resolution, amend a resolution referred to in section 8.02(4).

8.03 PROCEDURE AT COMMITTEE MEETINGS

- (1) Questions arising at a committee meeting shall be determined by a simple majority of votes of the committee members present. In the case of an equality of votes, no committee member has a second vote.
- (2) Voting shall be by expression of support or disapproval unless a particular resolution is passed that it is to be otherwise (such as conducting a poll or calling for a ballot).

- (3) No resolution proposed at a committee meeting need be seconded unless the chair of the meeting determines otherwise.
- (4) The chair of a committee meeting may move, propose or second any resolution.
- (5) Subject to sections 8.03(1), 8.03(2), and 8.03(3) of these Bylaws, the Board may, by Ordinary Resolution, establish and amend committee procedural rules, either for committees in general or for one or more specific committees.
- (6) A committee may determine its own procedure provided that such procedure is consistent with sections 8.03(1), 8.03(2), and 8.03(3) of these Bylaws, the Societies Act, and any committee procedural rule established by the Board.

PART 9 – EXECUTIVE DIRECTOR

9.01 APPOINTMENT OF EXECUTIVE DIRECTOR

- (1) In accordance with Section 61 of the Societies Act, the Executive Director of the Society shall be appointed by the Board on the terms and conditions set by the Board.
- (2) For purposes of the Societies Act, the Executive Director shall be considered to be a senior manager.

9.02 ROLE OF EXECUTIVE DIRECTOR

- (1) The Executive Director shall be responsible for the administration of the Society in all its activities and shall act as the duly authorized representative of the Board in all matters that the Board has not formally designated to any other individual.
- (2) The Executive Director shall have the necessary power and authority to carry out his or her duties subject only to such policies and procedures as may be adopted, and such orders as may be issued, from time to time by the Board.
- (3) The Executive Director is always subject to the supervision of the Board, and specifically the President, in the execution of his or her duties.

PART 10 -- OFFICERS

10.01 REGULAR OFFICER POSITIONS

- (1) At the first meeting of the Board immediately following the annual General Meeting, the Board must appoint individuals from among the Directors to fill the following officer positions (the “**Regular Officers**”).
 - (a) A President.
 - (b) A Vice-President.
 - (c) A Secretary.
 - (d) A Treasurer.
- (2) The Vice-President shall carry out the duties of the President during the President’s absence.
- (3) The Treasurer shall have the following responsibilities.

- (a) Keeping such financial records, including books of account, as are necessary to comply with the Societies Act.
 - (b) Rendering financial statements to the Directors, Members, and others when required.
- (4) The Secretary (or an employee of the Society duly appointed by the Secretary to act on the Secretary's behalf) shall have the following responsibilities.
- (a) Conducting the correspondence of the Society.
 - (b) Issuing notices of General Meetings.
 - (c) Issuing notices of Board meetings.
 - (d) Keeping minutes of all General Meetings.
 - (e) Keeping minutes of all Board meetings.
 - (f) Having custody of all records and documents of the Society (except those required to be kept by the Treasurer).
 - (g) Maintaining the register of Members.
- (5) If the Secretary (or an employee of the Society duly appointed by the Secretary to act on the Secretary's behalf) is absent from a General Meeting, the Directors shall appoint another individual to act as Secretary at the General Meeting.

10.02 AD HOC OFFICER POSITIONS

- (1) The Board may from time to time create such one or more other officer positions (“**Ad Hoc Officers**”) as the Board considers advisable.
- (2) On creation of an Ad Hoc Officer position, the Board may
 - (a) define the duties of the holder of such office, provided that such duties do not conflict with or derogate from the duties of any Regular Officer; and
 - (b) define the term of office, which term may be renewable or non-renewable.
- (3) If the Board creates an Ad Hoc Officer position, the Board may appoint to that position such individual as the Board considers advisable.

10.03 TERM OF OFFICE FOR REGULAR OFFICERS

- (1) Subject to sections 10.03(2) and 10.04(1), the Regular Officers of the Society shall hold office for the following terms.
 - (a) The President shall hold office for a two-year term, renewable for no more than two two-year terms, for a maximum of four consecutive years.
 - (b) The Vice-President shall hold office for a two-year renewable term.
 - (c) The Treasurer shall hold office for a two-year renewable term.
 - (d) The Secretary shall hold office for a two-year renewable term.

- (2) For the purpose of calculating the duration of a Regular Officer's term of office, and subject to section 10.03(3), the term shall
 - (a) commence at the close of the meeting of the Board at which such officer was elected; and
 - (b) expire at the earlier of the following:
 - (i) the first meeting of the Board immediately following the annual General Meeting in the calendar year such officer's term of office is scheduled to expire; and
 - (ii) the expiration or termination of such officer's term of office as a Director.
- (3) Should any Regular Officer (an "**Incumbent Officer**") not be able to complete his or her term, the Board shall elect a replacement (an "**Interim Officer**") without delay to serve the remainder of the Incumbent Officer's term. In such event, any time spent by an Interim Officer in serving any balance of such unexpired term shall not be counted in calculating the eligibility of the Interim Officer to serve in that office after completion of the unexpired term.

10.04 GENERAL RULES APPLICABLE TO ALL OFFICERS

- (1) All officers are subject to termination by Ordinary Resolution of the Board.
- (2) Officers are always subject to the supervision of the Board, and specifically the President, in the execution of duties.
- (3) The Board may determine, revoke, withdraw, alter, or vary the functions, duties and powers of any officer position.

PART 11 – CONFLICTS OF INTEREST

11.01 CONFLICTS OF INTEREST

- (1) The provisions of this Part 11 are always subject to the applicable provisions of the Societies Act and the other provisions of these Bylaws.
- (2) A Director may not enter into a contract with the Society unless the Director has first disclosed the Director's interest in that contract and the Board has, after considering such disclosure, approved the contract by Special Resolution.
- (3) For the purpose of section 11.01(2), a contract with a Director includes a contract with a corporation, partnership, joint venture or other form of business entity in respect of which a Director holds an interest or in respect of which a Director holds a position of authority unless the Director and all persons related to the Director hold, in the aggregate, interests in that business entity with an aggregate value that is less than 10% of the value of all interests held by all persons in that business entity.
- (4) For the purpose of section 11.01(2), a contract with the Society does not include the agreement of an individual to be a Member or a Director.

PART 12-- SIGNATURE OF DOCUMENTS

12.01 SEAL

- (1) The Society need not have a seal.
- (2) The Board may, by Ordinary Resolution, provide for a Society seal and may, by Ordinary Resolution, do the following in respect of any Society seal so provided for.
 - (a) Destroy that seal and substitute a new seal in its place.
 - (b) Make regulations for the general use of the Society seal.
- (3) If the Board provides for a Society seal, that seal shall be affixed only when authorized by Ordinary Resolution of the Board and then only in the presence of the individuals prescribed in that resolution or, if no individuals are prescribed, in the presence of either of the following.
 - (a) The President and the Secretary.
 - (b) Any two Directors.

PART 13 -- AUDITOR

13.01 APPOINTMENT OF AUDITOR

- (1) Pursuant to Section 111 of the Societies Act, this Part 13 applies only if the Society is required to have, or has resolved to have, an auditor
- (2) At a General Meeting, the Members may, by Ordinary Resolution, appoint or remove an auditor.
- (3) If an auditor is appointed by the Members, the auditor shall hold office until
 - (a) that auditor is re-appointed; or
 - (b) a successor auditor is appointed; or
 - (c) the auditor is removed.
- (4) No Director, and no employee of the Society, shall act as an auditor of the Society.
- (5) An auditor shall be informed forthwith in writing of the appointment or removal of the auditor or the appointment of a successor auditor.

PART 14 -- NOTICES

14.01 HOW TO GIVE A NOTICE

- (1) Subject to section 14.01(2), and except as otherwise permitted or mandated by these Bylaws, a notice may be given to a person in any one of the following ways.
 - (a) By delivering the notice personally to that person.
 - (b) By sending the notice by mail or courier service on a prepaid basis addressed to the person at the person's Registered Address.

- (c) If the person has given a facsimile or text message number to the Society for the purpose of receiving notices, by sending the notice by facsimile or text message transmission to such number.
 - (d) If the person has given an email address to the Society for the purpose of receiving notices, by sending the notice by email to such email address.
- (2) If the person giving a notice knows or ought reasonably to know of any circumstance that might delay the delivery of a notice sent by a specific method set out in section 14.01(1), that person will give the notice by some other means permitted by section 14.01(1).

14.02 DEEMED SERVICE OF NOTICE

A notice shall be deemed to have been given on the following dates, as applicable.

- (a) A notice delivered by personal delivery or courier service shall be deemed to have been given on the day of actual delivery thereof. The person giving the notice shall have the burden of proving the day of actual delivery.
- (b) A notice sent by mail shall be deemed to have been given on the fifth day following the day on which the notice is mailed. The person giving the notice shall have the burden of proving the day of mailing but may do so by proving that the notice was properly addressed and put in a Canadian post office receptacle on that day.
- (c) A notice transmitted by facsimile, text message, or email shall be deemed to have been given
 - (i) on the day of transmission if transmission is before 3 PM (local time at the location of the intended recipient) on a Business Day; and
 - (ii) on the following Business Day at the location of the intended recipient in any other case.

The person transmitting the notice in such manner shall be responsible for confirming successful transmission of the complete transmission.

PART 15– ADOPTION AND AMENDMENT OF BYLAWS

15.01 BYLAWS

- (1) On being admitted to membership, a Member is entitled to receive from the Society, without charge, a copy of the Constitution and Bylaws of the Society.
- (2) For purposes of section 24(4) of the Societies Act, the Board may, in its discretion, allow an individual who is not a Member or Director to view selected Society records (as determined by the Board, but excluding the register of Members) on payment of a fee set by the Board.
- (3) These Bylaws shall not be altered or added to except by Special Resolution of the Members.
- (4) As set out in Section 17(5) of the Societies Act, every provision in these Bylaws is alterable provided that the alteration is made in accordance with the Societies Act.

PART 16 – DISSOLUTION AND WINDING-UP

16.01 DISTRIBUTION OF PROPERTY

- (1) On the winding-up and dissolution of the Society, the assets of the Society must not be distributed among its Members.
- (2) In accordance with Section 124 of the Societies Act, on the winding-up and dissolution of the Society, and after payment of all debts or making provision for the payment of all debts, the Society must pay, transfer, and deliver all its remaining assets to a charitable institution or to trustees on trust for a charitable purpose. The charitable institution or trust must have the following characteristics.
 - (a) Qualify as a registered charity for Canadian federal income tax purposes.
 - (b) Have charitable objectives that are not inconsistent with the objectives of the Society.
 - (c) Be subject, on winding-up and dissolution, to a similar provision that requires the payment, transfer, and delivery of any surplus assets to a charitable institution or to trustees on trust for a charitable purpose.