

Bylaws



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**BYLAWS  
OF**

**THE BRITISH COLUMBIA LIONS SOCIETY  
FOR CHILDREN WITH DISABILITIES**

**These bylaws were approved on December \_\_, 2019 by the Directors and Members of the Society.**

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# **1. INTERPRETATION**

## **1.1 Definitions**

In these Bylaws unless the context otherwise requires:

- (a) “Board” means all the Directors of the Society from time to time;
- (b) “Bylaws” means these Bylaws as altered from time to time;
- (c) “Chair” means the Director holding the office of Chair from time to time in accordance with Bylaw 9.1;
- (d) “Constitution” means the constitution of the Society and any amendments thereto;
- (e) “Directors” means the directors of the Society from time to time, and “Director” means any one of them;
- (f) “Districts” means the five (5) districts of Lions International MD19 currently known as A, D, E, H, and I located within the Province of British Columbia and MD49 in the Yukon;
- (g) “Head Office” means the head office of the Society from time to time more particularly described in Bylaw 11.1;
- (h) “Lion” or “Lioness” means any individual who is a member of a Lions Club or a Lioness Club in good standing;
- (i) “Lions Club” means an organization made up of Lions located in the Province of British Columbia and/or the territory of Yukon chartered by the International Association of Lions Clubs;
- (j) “Lioness Club” means an organization made up of Lionesses located in the Province of British Columbia and/or the territory of Yukon;
- (k) “Lions Clubs International” means the International Association of Lions Clubs throughout the world;
- (l) “Community” means anyone who is not a Lion or Lioness;
- (m) “Members” means the individuals who are the members of the Society from time to time in accordance with Bylaw 2.1 of these Bylaws and “Member” means any one of them;
- (n) “Nominating and Governance Committee” means the committee of the Board comprised of Directors charged with the responsibilities described in Bylaw 8.7(a)(i);
- (o) “Officers” means the officers of the Society elected or appointed by the Directors annually in accordance with Bylaws 9.1 and 9.8;
- (p) “President/CEO” means the individual appointed by the Board to manage the day-to-day operations of the Society as provided for in Bylaw 9.8;

- (q) “Roberts Rules of Order” means the rules governing the conduct at meetings more particularly described in a publication entitled *Robert’s Rules of Order* as revised from time to time;
- (r) “Secretary” means the Director holding the office of Secretary from time to time in accordance with Bylaw 9.1;
- (s) “Society” means The British Columbia Lions Society for Children with Disabilities;
- (t) “*Societies Act*” means the *Societies Act* (British Columbia) from time to time in force and all amendments thereto and includes all regulations and amendments thereto made pursuant to the *Societies Act*;
- (u) “Standing Committees” means all committees established by the Board pursuant to Bylaw 8.7;
- (v) “Term” has the meaning set out in Bylaw 5.6(a);
- (w) “Treasurer” means a Director holding the office of treasurer from time to time in accordance with Bylaw 9.1; and
- (x) “Vice-Chair” means a Director holding the office of vice-chair from time to time in accordance with Bylaw 9.1.

## **1.2 Societies Act Definitions**

The definitions in the *Societies Act* and the definitions and rules of construction in the *Interpretation Act*, with the necessary changes, so far as applicable, and unless the context requires otherwise, apply to these Bylaws as if they were an enactment. If there is a conflict between a definition in the *Societies Act* and a definition or rule in the *Interpretation Act* relating to a term used in these Bylaws, the definition in the *Societies Act* will prevail in relation to the use of the term in these Bylaws. If there is a conflict between these Bylaws and the *Societies Act*, the *Societies Act* will prevail.

## **1.3 Interpretation**

Words importing the singular shall include the plural, and vice versa, and words importing the masculine gender shall include females, and words importing persons shall include bodies corporate.

## **2. MEMBERSHIP**

### **2.1 Qualifications for Membership**

- (a) The Members of the Society are all the Members on the date these Bylaws become effective and those individuals who subsequently become Members of the Society in accordance with these Bylaws and, in either case, have not ceased to be Members. All Members shall have the right to vote.
- (b) The Members of the Society shall only be comprised of such persons that are:

- (i) Lions and/or Lioness;
- (ii) Individuals from the Community;
- (iii) Corporate and/or individual donors to the Society;
- (iv) Parents or guardians of children, youth or other individuals who have benefited from services of the Society; and/or
- (v) Volunteers of the Society

who submit an application for membership to the Society. Membership applications received by the Society less than 60 calendar days prior to the next Annual General Meeting will not be considered or accepted by the Society prior to such Annual General Meeting.

- (c) Subject to Bylaws 2.1 and 2.2, membership in the Society shall be open to any individual, regardless of sex, race, colour or creed and who is at least 18 years of age and is desirous of advancing the purposes of the Society. Every Member shall uphold the Constitution and comply with these Bylaws and the decisions of the Board and shall endeavour to promote the interests of the Society and carry out the objects for which the Society was incorporated.

## **2.2 Citizenship**

Each Member of the Society must be a Canadian citizen or permanent resident of Canada who resides either within the Province of British Columbia or the Yukon.

## **2.3 Fees**

- (a) The applicable fees, if any, for joining the Society as a Member (“Membership Fees”) will be as approved at the last Annual General Meeting of the Society on the recommendation of the Board.
- (b) The applicable annual membership fees, if any, (“Annual Fees”) will be as approved at the last Annual General Meeting of the Society on the recommendation of the Board.
- (c) A Member’s Membership Fees and first year’s Annual Fees shall be due immediately upon admission of such individual as a Member by the Society, and thereafter, a Member’s Annual Fees shall be due within 30 days after each Annual General Meeting.

## **2.4 Suspension/Expulsion of Member**

A Member may be suspended or expelled by a special resolution of the Members passed at a general meeting. The notice of such general meeting provided in accordance with Bylaw 3.4 shall be accompanied by a brief statement of the reason or reasons for the proposed suspension or expulsion and the subject Member shall be given an opportunity to be heard at the general meeting before such special resolution is put to a vote.

## **2.5 Copies of Constitution and By-Laws**

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

## **2.6 Exclusion to Viewing of Records**

- (a) Every Member is entitled to inspect a record the Society is required to keep under Section 20(1) of the Societies Act, following written request to the Board.
- (b) A Member's request for the inspection of such a record must be delivered in writing to the CEO at least 30 days prior to the requested date of inspection.

## **3. MEETINGS OF MEMBERS**

### **3.1 Annual General Meeting**

The annual general meeting of the Members shall be held at the Head Office of the Society or at such other place in the Province of British Columbia as the Board may determine. The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and after that the annual general meeting of the Society shall be held at least once in every calendar year.

### **3.2 Special General Meetings**

Every general meeting other than an annual general meeting is a special general meeting.

### **3.3 Calling of Special General Meetings**

The Directors may, when they think fit, convene a special general meeting for the transaction of such business as may be properly brought before a special general meeting at such place and time as they think fit. The Directors shall convene a special general meeting on receipt of a requisition from any 10% of the Members.

### **3.4 Notice of General Meetings**

Notice of a general meeting shall be given to each Member in accordance with Bylaw 12.6 not less than fourteen (14) days, and not more than 60 days, before the day fixed for the holding of such meeting and shall specify the place, day and hour of the meeting, and, in the case of special business, the general nature of that business and the text of any special resolution. Notice to members may be sent by ordinary mail, facsimile, email or courier in accordance with these Bylaws.

### **3.5 Waiver of Notice**

Any Member entitled to receive notice of a general meeting may, in writing or otherwise, waive or reduce the period of notice of such meeting.



### **3.6 Defect in Notice**

The accidental omission to give notice of a general meeting or any adjourned meeting to, or the non-receipt of a notice by, any of the Members entitled to receive such notice shall not invalidate any proceedings at that meeting.

## **4. PROCEEDINGS AT GENERAL MEETINGS**

### **4.1 Special Business**

At a general meeting of the Members, the following business is special business:

- (a) at a meeting of the Members that is not an annual general meeting, all business is special business except business relating to the adoption of rules of order; and
- (b) at an annual general meeting, all business is special business except for any or all of the following:
  - (i) the adoption of rules of order;
  - (ii) the consideration of any financial statements of the Society presented to the meeting;
  - (iii) the consideration of any reports of the Directors, auditor or any Standing Committee;
  - (iv) the setting or changing of the number of Directors;
  - (v) the election or appointment of Directors;
  - (vi) the appointment of an auditor, if required;
  - (vii) the setting of the remuneration of an auditor;
  - (viii) business arising out of a report of the Directors not requiring the passing of a special resolution;
  - (ix) any other business which, under these Bylaws or the *Societies Act*, may be transacted at a meeting of the Members without prior notice of the business being given to the Members.

### **4.2 Quorum**

- (a) A quorum for a general meeting is nine (9) Members.
- (b) No business, other than the election of Chair of the meeting and the adjournment or termination of the meeting, shall be conducted at a general meeting at any time when a quorum is not present.

- (c) If, at any time during the general meeting, there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (d) 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, shall be terminated; and in any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place, and if, at the continued meeting, a quorum is not present within thirty (30) minutes from the time appointed for the continuation of the adjourned meeting, the Members present shall constitute a quorum for that meeting.

#### **4.3 Chair of General Meeting**

The Chair or, in their absence, the Vice-Chair shall preside as the chair of a general meeting. If at a general meeting:

- (a) there is no Chair or Vice-Chair present within fifteen (15) minutes after the time appointed for the holding of the meeting; or
- (b) the Chair or Vice-Chair are unwilling to act as chair of the meeting;

the Members present shall elect one of their number present at the meeting to be the chair of the meeting.

#### **4.4 Adjournment of General Meeting**

- (a) The Chair of a general meeting may, or, if so directed by the voting Members 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.
- (b) When a meeting is adjourned for twenty-one (21) days or more, notice of the continued meeting shall be given as in the case of the original meeting.

#### **4.5 Resolutions of Members**

Every resolution proposed at a general meeting must be seconded and the Chair of such meeting may not move or second. In case of an equality of votes, the Chair shall cast a deciding vote.

#### **4.6 Ordinary Resolution**

Unless otherwise required by the *Societies Act* or these Bylaws, at all meetings of the Members of the Society every question shall be decided by ordinary resolution.

#### **4.7 Voting**

A declaration by the Chair of the general meeting that a resolution has been carried or carried unanimously or by any particular majority or, lost or not carried by any particular majority, shall be conclusive evidence of that fact.

#### **4.8 Proxy Voting Prohibited**

Voting by proxy is not permitted.

### **5. BOARD OF DIRECTORS**

#### **5.1 Number of Directors**

- (a) The affairs of the Society shall be overseen by the Board. The Board shall consist of a minimum of ten (10) and a maximum of sixteen (16) Directors, each of whom at the time of election must be at least 18 years of age and has the power under the law to contract.
- (b) The Members may from time to time set the number of Directors subject to the range described in Bylaw 5.1(a).

#### **5.2 Composition of the Board**

- (a) The Board shall be comprised of Directors with diverse backgrounds, which may include individuals from local businesses, the community, Lions, or members of families which benefit from the Society, provided that the composition of the Board shall be restricted as follows:
  - (i) each District in Lions International MD19 must be represented on the Board by one (1) Director and no more than two (2) Directors;
  - (ii) no two (2) Directors can be members of the same Lions Club or Lioness Club;
  - (iii) the Board will be balanced at all times and be comprised of one-half (1/2) Lions and one-half (1/2) Community Members; and
  - (iv) the President/CEO will be a non-voting “ex-officio” member of the Board.

#### **5.3 Termination of Directorship**

An individual shall cease to be a Director:

- (a) on the expiration of the Director’s term of office;
- (b) by delivering their resignation to the Secretary at the Head Office either by courier, mail, facsimile or such other electronic delivery;
- (c) upon their absence, without written permission from the Chair, from three (3) Board meetings within a twelve (12)-month period;
- (d) on their death;
- (e) on being removed from the Board in accordance with Bylaw 5.4.

#### **5.4 Removal of a Director**

The Members may by special resolution remove a Director before the expiration of such Director’s Term, and may elect a successor to complete that Term. The Directors may remove any Director

before the expiration of such Director's Term if the Director ceases to be qualified to act as a Director of the Society pursuant to the *Societies Act* and does not promptly resign, and the Directors may appoint a Director to fill the resulting vacancy.

### **5.5 Board Vacancies**

- (a) Subject to Bylaw 5.4, if a Director resigns their office or otherwise ceases to hold office in accordance with Bylaw 5.3, the Members may elect or appoint by ordinary resolution a Director to fill the resulting vacancy. Balanced Board composition as per Bylaw 5.2 must be maintained.
- (b) If a Director that is a Lion ceases to be a Lion, that Director must resign from the Board under Bylaw 5.3(b), unless there is less than six (6) months left in his/her term as Director.

### **5.6 Term**

- (a) Each Director elected at an annual general meeting shall hold office for a two-year term ("**Term**"). Prior to the end of each Term, a Director wishing to continue to hold office as a Director must put their name forward to the Nominating and Governance Committee to be considered for re-election. A Director may be elected to hold office as a Director for a maximum of three (3) consecutive Terms.
- (b) If a Director is elected or appointed at any time during a Term to fill a vacancy, such Director will be eligible to complete only two (2) additional Terms following the expiration of the Term in which he was elected or appointed. Upon expiration of the third consecutive Term, a Director must wait a minimum of one (1) year before they can be considered for re-election to the Board.
- (c) At each annual general meeting of the Society, all Directors, whose Terms are to expire, shall cease to be Directors of the Society, but are eligible for re-election or re-appointment.

### **5.7 Election**

Election of Directors shall take place at the annual general meeting of the Society. The Members of the Society shall elect the number of Directors to the Board necessary to fill the vacancies in the Board.

### **5.8 Consent to be a Director**

No election, appointment or designation of an individual as a Director is valid unless:

- (a) that individual consents to be a Director of the Society; or
- (b) that individual is elected or appointed at a meeting at which the individual is present and the individual does not refuse, at the meeting, to be a Director.

### **5.9 Irregularity in Elections**

- (a) If, at any general meeting of the Members at which there should be an election of Directors, the places of any of the retiring Directors are not filled by that election, those retiring

Directors who are not re-elected and who are asked by the newly elected Directors to continue in office will, if willing to do so, continue in office to complete the number of Directors for the time being set pursuant to these Bylaws until further new Directors are elected at a general meeting of the Members convened for that purpose. If any such election or continuance of Directors does not result in the election or continuance of the number of Directors for the time being set pursuant to these Bylaws, the number of Directors of the Society is deemed to be set at the number of Directors actually elected or continued in office provided subject to the range set out in Bylaw 5.1(a).

- (b) Whenever at any election of the Board the full number of Directors is not elected or there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board provided that the number of Directors on the Board is not less than the quorum set pursuant to Bylaw 7.3(a).

## **6. BOARD OF DIRECTORS**

### **6.1 Nomination of Candidates for Board**

The Nominating and Governance Committee will nominate as candidates for the office of Director at least as many individuals as are necessary under the circumstances then prevailing. Such nominations will be made in writing and the list of such nominations will be furnished to the Secretary no later than twenty-one (21) days before the next Annual General Meeting. Any individual so nominated must meet the qualifications of membership, upon their election as Director, set out in Bylaw 2.1. No Nominations will be accepted during the course of an Annual General Meeting

### **6.2 Consultation with Districts**

The Nominating and Governance Committee may consult with each District to ensure there is a comprehensive communications and consultation process.

### **6.3 Notification of Candidates**

The Secretary will, at least fourteen (14) days prior to the date of the annual general meeting, cause to be delivered by regular mail or email to all voting Members a list of those individuals nominated by the Nominating and Governance Committee to run for the office of Director.

### **6.4 Nomination not Effective Until Election**

No nominee will be referred to as a Director of the Society until elected at an annual general meeting by the Members in accordance with these Bylaws.

### **6.5 Election Where Number of Nominees Greater than Available Positions**

In the event that there are a greater number of nominees than the number of vacancies to be filled, such nominees will be voted upon at the annual general meeting of the Society and those nominees with the highest number of votes will be declared elected effective as at the end of the annual general meeting.

## **6.6 Election/Acclamation of Directors**

In the event that the number of nominees is equal to or less than the number of vacancies to be filled, such nominees will be elected by acclamation and it will not be necessary in such case to conduct a vote for the election of Directors.

## **7. MEETINGS OF THE BOARD**

### **7.1 Required Meetings**

The Directors may meet together for the conduct of business, adjourn and otherwise regulate their meetings as they think fit, and meetings of the Directors held at regular intervals may be held at the place, at the time and on the notice, if any, as the Directors may from time to time determine.

### **7.2 First Meeting of New Board**

Each newly elected Board, provided a quorum of Directors is present, may without notice, hold its first meeting for the purpose of organization and the election and appointment of Officers immediately following the meeting of Members at which such Board was elected.

### **7.3 Quorum**

- (a) A quorum for any meeting of the Board shall be fifty percent (50%) plus one (1) of the Directors.
- (b) No business, other than the election of a Chair of the meeting and the adjournment or termination of the meeting, shall be conducted at a Directors' meeting at any time when a quorum is not present.
- (c) If at any time during the Directors' meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (d) If within thirty (30) minutes from the time appointed for a Directors' meeting a quorum is not present, the meeting shall be terminated and shall stand adjourned to the same day in the next week, at the same time and place, and if, at the continued meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Directors present shall constitute a quorum.
- (e) Where a quorum of the Directors have consented hereto, any individual may participate in a meeting of the Directors through the use of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and a person participating in a meeting by such means shall be deemed to be present in person at that meeting.

### **7.4 Chair of Directors' Meetings**

The Chair or, in his absence, the Vice-Chair shall preside as the Chair of a Directors' meeting. If at a Directors' meeting:

- (a) there is no Chair or Vice-Chair present within fifteen (15) minutes after the time appointed for the holding of the meeting; or
- (b) the Chair or Vice-Chair are unwilling to act as Chair of the meeting;

the Directors present shall choose one of their number to be the Chair of the meeting.

#### **7.5 Adjournment of Directors' Meeting**

- (a) The Chair of the meeting may, with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting), adjourn a Directors' meeting from time to time and from place to place, but no business shall be transacted at a continued meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) When a meeting is adjourned for seven (7) days or more, notice of the continued meeting shall be given as in the case of the original meeting.

#### **7.6 Calling of Directors' Meeting**

Meetings of the Board may be formally called by the Chair or the President/CEO at any time and must be called by the President/CEO on receipt of a written request of any three (3) Directors.

#### **7.7 Notice**

Other than for meetings held at regular intervals as determined by the Directors pursuant to Bylaw 7.1, notice of a Directors' meeting shall be given to each Director in accordance with Bylaw 12.6 not less than two (2) days before the day fixed for the holding of such meeting and shall specify the place, day and hour of the meeting.

#### **7.8 Waiver of Notice**

Any Director entitled to receive notice of a Directors' meeting may, in writing or otherwise, waive or reduce the period of notice for a particular meeting.

#### **7.9 Defect in Notice**

The accidental omission to give notice of a meeting or any adjourned meeting to, or the non-receipt of a notice by, any of the Directors entitled to receive such notice shall not invalidate any proceeding at that meeting.

#### **7.10 Temporary Absence of Director**

A Director who may be absent temporarily from British Columbia may send or deliver by ordinary mail, facsimile, email or courier to the Head Office a waiver of notice of any Directors' meetings and may at any time withdraw the waiver, and until the waiver is withdrawn:

- (a) no notice of meeting of Directors shall be sent to that Director; and
- (b) any and all meetings of the Directors, notice of which has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective.

### **7.11 Resolution of Directors**

- (a) Every resolution proposed at a Directors' meeting must be seconded and the Chair of such meeting may move, second or propose a resolution.
- (b) Questions arising at any meeting of Directors are to be decided by a majority of votes and, in case of any equality of votes, the Chair shall have a casting or second vote in addition to the vote to which the Chair may be entitled as a Director.

### **7.12 Resolution by Consent**

A resolution of the Directors or of any committee of the Directors consented to in writing by all of the Directors entitled to vote on it, whether by signed document, fax, email or any other method of transmitting legibly recorded messages, is as valid and effective as if it had been passed at a meeting of the Directors or of the committee of the Directors duly called and held. Such resolution may be in two or more counterparts which together are deemed to constitute one resolution in writing.

### **7.13 Voting**

All votes at any Directors' meeting shall be taken orally or by a show of hands. A declaration by the Chair of the Directors' meeting that a resolution has been carried or carried unanimously or by any particular majority or, lost or not carried by any particular majority, shall be conclusive evidence of the fact.

## **8. POWERS OF DIRECTORS**

### **8.1 General Power of Board**

The Board shall administer the affairs of the Society in all things and may make or cause to be made for and in the name of the Society any kind of contract which the Society may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Society is, by its Constitution or otherwise, authorized to exercise and do.

### **8.2 Specific Powers of Board**

Without any way derogating from the foregoing, the Board is expressly empowered, from time to time:

- (a) to purchase, lease or otherwise acquire, alienate, sell, exchange, or otherwise dispose of, on behalf of the Society, shares, stocks, rights, warrants, options and other securities, lands, buildings and/or other property, moveable or immovable, real or personal, or any right or interest therein owned by the Society, for such consideration and upon such terms and conditions as the Board may deem advisable;
- (b) to manage and control the property and affairs of the Society and to formulate its policies;
- (c) to exercise all the powers of the Society as are not by the *Societies Act* or by these Bylaws required to be exercised by the Members of the Society;



- (d) to take such steps as they deem requisite to enable the Society to receive donations, bequests and benefits for the purpose of furthering the objects of the Society;
- (e) to enact, amend and repeal rules for the management of the affairs of the Society;
- (f) to enact, amend and repeal rules and regulations governing the approval and operations of the Society;
- (g) to determine the conditions under which any activity may be carried on under the joint auspices of the Society and any other group, association or organization;
- (h) to authorize and make expenditures on behalf of the Society from time to time for the purpose of furthering the objects of the Society;
- (i) to enter into trust arrangements with one or more trust companies, on behalf of the Society, for the purpose of creating trust funds in which the capital and interest may be made available for the purposes of the Society in honour and recognition of various persons who have made notable contributions to the Society; and
- (j) to establish the strategic plan and major goals and directions of the Society.

### **8.3 Power to Borrow**

The Society, if authorized by the Directors, may from time to time:

- (a) borrow money in the manner and amount, on the security, from the sources and on the terms and conditions that they consider appropriate;
- (b) issue bonds, debentures, notes or other evidence of debt obligations of the Society for such sums and at such prices as may be deemed expedient; and
- (c) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Society, including book debts, rights, powers, franchises, and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Society.

### **8.4 Remuneration of Directors**

The activities of the Society shall be carried on without purpose of gain for its Directors and any income, profits or other accretions to the Society shall be used in promoting the purposes of the Society. No Director shall be paid remuneration for services rendered to the Society in their capacity as a Director but may be reimbursed for reasonable expenses in acting as such.

### **8.5 Delegation**

The Board may from time to time, by resolution, delegate to any two (2) Directors or any one (1) Director and the President/CEO any, but not all, of the powers conferred on the Directors by these Bylaws to the full extent as the Board may in any such resolution provide, except the power to fill vacancies under Bylaw 5.4 and the power to appoint Officers.

## **8.6 Approval of Transactions by Members**

The Directors in their discretion may submit any contract, act or transaction for approval, ratification or confirmation at any annual general meeting of the Members or at any general meeting called for the purpose of considering the same and any contract, act or transaction that may be approved, ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the *Societies Act* or these Bylaws) shall be as valid and as binding upon the Society and upon all the Members as though it had been approved, ratified and confirmed by every Member of the Society.

## **8.7 Standing Committees**

- (a) The Board shall establish the following Standing Committees:
  - (i) Nominating and Governance Committee responsible for nominating candidates for the Board;
  - (ii) Finance/Audit Committee responsible for overseeing the financial affairs of the Society; and
  - (iii) any other committees the Board deems necessary to carry out the purposes of the Society.
- (b) The Chair of each Standing Committee shall be a Director appointed by the Board.
- (c) Other members of Standing Committees shall be appointed by the Board.
- (d) The responsibilities of all Standing Committees are to be approved by the Board from time to time, and documented in the terms of reference established by the Board for each Standing Committee.

## **8.8 Proceedings for Standing Committee Meetings**

- (a) Where a quorum of the members of such Standing Committee have consented thereto, any committee member may participate in a meeting of a Standing Committee through the use of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and a person participating in a meeting by such means shall be deemed to be present in person at that meeting.
- (b) A resolution in writing, signed by all the members of a Standing Committee entitled to vote on that resolution at a meeting of said Standing Committee, is as valid as if it had been passed at a meeting of said Standing Committee.
- (c) Unless otherwise provided for herein or determined by the Directors, a quorum for a meeting of a Standing Committee is 51% of the members of such Standing Committee.

## **9. OFFICERS**

### **9.1 Election, Appointment and Removal of Officers**

The Board shall annually, or as may be required, elect a Chair, a Vice-Chair, a Secretary and a Treasurer, each of whom shall be a Director. The Chair may not hold any other office. Any one Director may hold the offices of both Secretary and Treasurer. Any Officer shall be subject to removal as an Officer by resolution of the Board passed by a two-third (2/3) majority of Directors present at a meeting of the Board.

### **9.2 Assignment of Powers and Duties**

The Board may assign any powers and duties, which in its discretion it deems desirable, to any Officer or Director who shall perform such assignments.

### **9.3 Chair**

The Chair shall be responsible for chairing the meetings of the Members, the Board and such other powers and duties as may from time to time be prescribed by the Board. The Chair shall be an ex-officio member of all Standing Committees but shall not Chair any Standing Committee.

### **9.4 Vice-Chair**

In the absence or inability of, or refusal by, the Chair to attend any meeting, the Vice-Chair may carry out the powers and duties of the Chair. The Vice-Chair shall sign such contracts, documents or instruments in writing which requires the signature of the Vice-Chair and shall have all powers and perform all duties incident to the office and such other powers and duties as may from time to time be prescribed by the Board.

### **9.5 Secretary**

The Secretary shall attend all meetings of the Members, the Board and shall cause to be recorded all facts and minutes of all proceedings in the books kept for that purpose. The Secretary shall certify documents issued by the Society and shall have all powers and perform such duties as may from time to time be prescribed by the Board.

### **9.6 Treasurer**

The Treasurer shall cause to be rendered to the Board at the regular meetings thereof or whenever required, an account of all financial transactions and of the financial position of the Society and make the books of account available for inspection by the Chair or any other Member or Director and for authorized audit. The Treasurer shall also have all powers and perform such duties as may from time to time be prescribed by the Board.

### **9.7 Vacancies**

If the office of Chair, Vice-Chair, Secretary, Treasurer, or any one of such offices, becomes vacant for any reason, the vacancy shall be filled by the Board.

## 9.8 President/CEO

In addition to the Officers, the Board shall appoint a President/CEO who shall be responsible for the general management of the affairs of the Society subject to the direction of the Board.

## 10. INDEMNITY OF DIRECTORS AND OFFICERS AND DISCLOSURE OF INTEREST

### 10.1 Definitions

In this Division:

- (a) “**eligible party**”, in relation to the Society, means an individual who is or was a Director or Officer of the Society;
- (b) “**eligible proceeding**” means a legal proceeding or investigative action, whether current, threatened, pending or completed, in which an eligible party or a representative of the eligible party, by reason of the eligible party being or having been a Director or Officer of the Society,
  - (i) is or may be joined as a party, or
  - (ii) is or may be liable for or in respect of a penalty in, or expenses related to, the legal proceeding or investigative action;
- (c) “**expenses**” includes costs, charges and expenses, including legal and other fees, but does not include penalties;
- (d) “**penalty**” means a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, an eligible proceeding;
- (e) “**representative**”, in relation to an eligible party, means an heir or personal or other legal representative of the eligible party.

### 10.2 Indemnification of Directors and Officers

Subject to the *Societies Act*, the Society may:

- (a) indemnify an eligible party or a representative of the eligible party against all penalties to which the eligible party or the representative is or may be liable in respect of an eligible proceeding; or
- (b) after the final disposition of an eligible proceeding, pay the expenses actually and reasonably incurred by an eligible party or a representative of the eligible party in respect of the eligible proceeding.

### 10.3 Insurance Policy

The Society will at all times carry a directors and officers liability insurance policy in an amount determined from time to time by the Directors.

#### **10.4 Disclosure of Interest**

If a Director or Officer has a direct or indirect material interest in:

- (a) a contract or transaction or a proposed contract or transaction of the Society; or
- (b) a matter that is or is to be the subject of consideration by the Directors, if that interest could result in the creation of a duty or interest that materially conflicts with that Director's or Officer's duty or interest as a Director or Officer of the Society,

then the Director or Officer, as applicable, must fully and promptly disclose to the Directors the nature and extent of that Director's or Officer's interest as required by the *Societies Act*.

### **11. OFFICES/BOOKS AND RECORDS**

#### **11.1 Head Office**

The Head Office of the Society shall be in the Province of British Columbia, at the place therein where the affairs of the Society may from time to time be carried on.

#### **11.2 Regional Offices**

In addition to the Head Office, the Society may establish such other regional offices elsewhere within British Columbia and the Yukon, as they deem expedient.

#### **11.3 Books and Records**

The Secretary, or such other Officer as may be appointed by the Directors, shall maintain the minute books of the Society and shall record therein minutes of proceedings of all meetings of Members and Directors and keep all records of the Society as may be required by the Bylaws or by the *Societies Act*. The books, minutes and other official documents of the Society shall be kept at all times at the Head Office of the Society.

### **12. GENERAL**

#### **12.1 Auditor**

The Members shall, at each annual general meeting, appoint an auditor, to hold office until the next annual general meeting, provided that the Board may fill any casual vacancy in the office of auditor.

#### **12.2 Fiscal Year**

The fiscal period of the Society shall terminate on the 30th day of September in each year or on such other date as the Board may from time to time by resolution determine.

#### **12.3 Validity of Acts**

Subject to the *Societies Act*, an act of a Director or Officer is not invalid merely because of an irregularity in the election or appointment or a defect in the qualification of that Director or Officer.

#### 12.4 Rules of Order

The governing rules of order for all meetings shall be Robert's Rules of Order.

#### 12.5 Seal

- (a) The seal of the Society shall be in such form as may be prescribed by the Board from time to time.
- (b) The seal shall be kept either at the Head Office or at the office of the Society's solicitor, if any, as the Board shall direct.
- (c) The seal shall not be affixed to any document except in the presence of the following persons, namely:
  - (i) the President/CEO; and
  - (ii) such person or persons as the Directors may from time to time by resolution appoint.

#### 12.6 Notices

- (a) Where a given number of days' notice or notice extending over a period is required to be given, the day of service or posting of the notice shall, unless it is otherwise provided, be counted in such number of days or other period.
- (b) The signature to any notice to be given by the Society may be written or printed.
- (c) Any notice of meeting may be served either personally or by sending it by ordinary mail, facsimile, e-mail or courier addressed to such person at the address as appears in the records of the Society.
- (d) A statutory declaration by the staff member who mails or delivers any notice to any Member, Director or auditor of the Society regarding the facts relating to the mailing or delivery of a notice shall be conclusive evidence thereof and shall be binding on every Member, Director or the auditor of the Society, as the case maybe.

### 13. WINDING-UP OR DISSOLUTION

Upon the winding-up or dissolution of the Society, the 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 a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after payment of any debts of the Society, shall be distributed to such charities, registered under the provisions of the Income Tax Act (Canada), or such qualified donees allowed under the Income Tax Act (Canada) which are charitable at law, as shall be designated by the members. Any of such funds and property which had originally been received for specific purposes shall, wherever possible, be distributed to qualified donees which are charitable at law or charities registered under the provisions of the Income Tax Act (Canada) carrying on work of a similar nature to such specific purposes. **This provision was previously unalterable.**