


CAROL PREST

BYLAWS

of the

ASSOCIATION OF REGISTERED NURSES OF BRITISH COLUMBIA (ARNBC)

PART 1. - INTERPRETATION

1.1 Definitions

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

- (a) **“Address of the Association”** means the address of the Association as filed from time to time with the Registrar in the Notice of Address;
- (b) **“Active Members”** means those Persons who become Active Members in accordance with these Bylaws and who have not ceased to be Active Members and an **“Active Member”** means any one of them;
- (c) **“Associate Members”** means those Persons who become Associate Members in accordance with these Bylaws and who have not ceased to be Associate Members and an **“Associate Member”** means any one of them;
- (d) **“Board”** means the Directors acting as authorized by the Constitution and these Bylaws in managing or supervising the management of the affairs of the Association and exercising the powers of the Association;
- (e) **“Board Resolution”** means:
 - (i) a resolution passed at a duly constituted meeting of the Board by a simple majority of the votes cast by those Directors who are present and entitled to vote at such meeting; or
 - (ii) a resolution that has been submitted to all Directors and consented to in writing by 75% of the Directors who would have been entitled to vote on the resolution in person at a meeting of the Board;
- (f) **“Bylaws”** means the bylaws of the Association as filed in the Office of the Registrar;
- (g) **“College”** means the College of Registered Nurses of British Columbia;
- (h) **“Constitution”** means the constitution of the Association as filed in the Office of the Registrar;
- (i) **“Directors”** means those persons who have become directors in accordance with these Bylaws and have not ceased to be directors, and a **“Director”** means any one of them and except with respect to the election procedures and term limits described in Part 5 of these Bylaws, includes the President and President-Elect;
- (j) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;

- (k) **“Members”** means the applicants for incorporation of the Association and those Persons who have subsequently become Active Members or Associate Members in accordance with these Bylaws and, in either case, have not ceased to be members, and a **“Member”** means any one of them;
- (l) **“Nurse Practitioner”** means a Person registered with the College as a nurse practitioner;
- (m) **“Ordinary Resolution”** means
 - (i) a resolution passed at a general meeting by the Members by a simple majority of the votes cast in person by those persons entitled to vote, or
 - (ii) a resolution that has been submitted to the Members and consented to in writing by 75% of the Members who would have been entitled to vote on the resolution in person at a general meeting of the Association, and a resolution so consented to is deemed to be an Ordinary Resolution passed at a general meeting of the Association;
- (n) **“Person”** means a natural person;
- (o) **“President”** means a Person appointed to the office of President in accordance with these Bylaws;
- (p) **“Registered Address”** of a Member or Director means the address of that Person as recorded in the register of Members or the register of Directors;
- (q) **“Registered Nurse”** means a Person registered with the College as a registered nurse;
- (r) **“Registrar”** means the Registrar of Companies of the Province of British Columbia;
- (s) **“Association”** means the “Association of Registered Nurses of British Columbia”;
- (t) **“Society Act”** means the *Society Act* R.S.B.C. 1996, c.433, as amended from time to time; and
- (u) **“Special Resolution”** means:
 - (i) a resolution passed at a general meeting by a majority of not less than 75% of the votes of those Members who, being entitled to do so, vote in person,
 - (1) of which the notice that the Bylaws provide, and not being less than 14 days’ notice, specifying the intention to propose the resolution as a Special Resolution has been given, or
 - (2) if every Member entitled to attend and vote at the meeting agrees, at a meeting of which less than 14 days’ notice has been given, or
 - (ii) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a general meeting of the Association, and a

resolution so consented to is deemed to be a Special Resolution passed at a general meeting of the Association.

1.2 Society Act Definitions

The definitions in the *Society Act* on the date these Bylaws become effective apply to these Bylaws and the Constitution.

PART 2. - MEMBERSHIP

2.1 Classes of Membership

There will be two classes of membership in the Association, Active Membership and Associate Membership. Active Members are voting and Associate Members are non-voting.

2.2 Eligibility for and Admission of Active Members

In order to be eligible for Active Membership, a Person must be registered as Registered Nurse or Nurse Practitioner with the College and be accepted as a Member by the Directors.

In the case of any ambiguity or doubt as to whether a Person is eligible, such ambiguity or doubt will be resolved by the Directors and their decision will be final and binding.

2.3 Eligibility for and Admission of Associate Members

In order to be eligible for Associate Membership, a Person must:

- (a) have submitted an application for Associate Membership to the Secretary of the Association and paid the membership fee; and
- (b) have been registered with the Registered Nurses Association of British Columbia or the College or another association of registered nurses in another Canadian jurisdiction at some time; or
- (c) be a student enrolled in an undergraduate nursing education program leading to registration as a Registered Nurse.

In the case of any ambiguity or doubt as to whether a Person is eligible, such ambiguity or doubt will be resolved by the Directors and their decision will be final and binding.

The number of Associate Members may not exceed the number of Active Members.

2.4 Membership not Transferable

Membership is not transferable.

2.5 Expulsion of Member

A Member may be expelled by a Special Resolution.

2.6 Cessation of Membership

A Person will immediately cease to be a Member:

- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the secretary of the Association or to the Address of the Association and the effective date of the resignation stated thereon; or
- (b) upon his or her death; or
- (c) upon his or her expulsion; or
- (d) if an Active Member, upon ceasing to be registered with the College; or
- (e) upon failing to pay his or her annual membership renewal fee within the time specified by the Directors; or
- (f) upon no longer meeting the eligibility requirements in Bylaw 2.2 or Bylaw 2.3.

2.7 Dues

The Directors will determine the annual membership fee in consultation with the Members.

2.8 Compliance with Constitution, Bylaws and Policies

Every Member will, at all times:

- (a) uphold the Constitution and comply with these Bylaws and the policies of the Association adopted by the Directors from time to time; and
- (b) further and not hinder the purposes, aims and objects of the Association.

PART 3. - MEETINGS OF MEMBERS

3.1 Time and Place of General Meetings

The general meetings of the Association will be held at such time and place, in accordance with the *Society Act*, as the Board decides.

3.2 Extraordinary General Meeting

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

3.3 Calling of Extraordinary General Meeting

The Board may, whenever it thinks fit, convene an extraordinary general meeting.

3.4 Notice of General Meeting

The Association will give not less than 14 days' written notice of a general meeting to those Members entitled to receive notice; but those Members may waive or reduce the period for a particular meeting by unanimous consent in writing.

3.5 Contents of Notice

Notice of a general meeting will specify the place, the day and the hour of the meeting and the business to be transacted at the meeting.

3.6 Omission of Notice

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

3.7 Annual General Meetings

The first annual general meeting of the Association will be held not more than 15 months after the date of incorporation, and thereafter an annual general meeting will be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

PART 4. - PROCEEDINGS AT GENERAL MEETINGS

4.1 Special Business

Special business is:

- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
- (b) all business that is transacted at an annual general meeting, except:
 - (i) the adoption of rules of order;
 - (ii) consideration of the financial statements;
 - (iii) consideration of the report of the Directors;
 - (iv) consideration of the report of the auditor, if any;
 - (v) the announcement of elected Directors;
 - (vi) the appointment of the auditor, if any; and
 - (vii) such other business that, under these Bylaws or any governing statutes, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors if the report was issued with the notice of the meeting.

4.2 Requirement of Quorum

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

4.3 Loss of Quorum

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

4.4 Quorum

A quorum at a general meeting is ten (10) Active Members.

4.5 Lack of Quorum

If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of Active Members, will be terminated; but in any other case it will stand adjourned to the next day, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Active Members present will constitute a quorum.

4.6 Chair

The President of the Association will, subject to a Board Resolution appointing another Person, chair all general meetings; but if at any general meeting the President, or such alternate Person appointed by a Board Resolution, is not present within 15 minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Directors present may choose one of their number to chair that meeting.

4.7 Alternate Chair

If a Person presiding as chair of a general meeting wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof and such alternate may preside as chair.

4.8 Adjournment

A general meeting may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.9 Notice of Adjournment

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

4.10 Ordinary Resolution Sufficient

Any issue at a general meeting which is not required by these Bylaws or the *Society Act* to be decided by a Special Resolution will be decided by an Ordinary Resolution.

4.11 Entitlement to Vote

Each Active Member is entitled to one (1) vote. Associate Members are not entitled to vote.

4.12 Decisions by Show of Hands, Voice Vote or Secret Ballot

Voting will be by show of hands or voice vote recorded by the secretary of the meeting, except that, if requested by any two Active Members present at the meeting, a secret vote by written ballot will be required.

4.13 Voting by Proxy

Voting by proxy is not permitted.

4.14 Ordinary Resolution in Writing

A resolution in writing which is identified as an Ordinary Resolution and signed by a minimum of 75% of the Members who would have been entitled to vote on the resolution at a general meeting of the Association is as valid and effectual as an Ordinary Resolution as if it had been passed at a meeting of Members duly called and constituted and will be deemed to be an Ordinary Resolution. Such a resolution may be in two or more counterparts which together will be deemed to constitute one Ordinary Resolution in writing. Such Ordinary Resolution will be filed with minutes of the proceedings of the Members and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

4.15 Special Resolution in Writing

A resolution in writing which is identified as a Special Resolution and has been signed by all the Members who would have been entitled to vote on the resolution at a general meeting of the Association is as valid and effectual as a Special Resolution as if it had been passed at a meeting of Members duly called and constituted and will be deemed to be a Special Resolution. Such a resolution may be in two or more counterparts which together will be deemed to constitute one Special Resolution in writing. Such Special Resolution will be filed with minutes of the proceedings of the Members and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

4.16 Copy of Special Resolution to be filed with the Registrar

A copy of any Special Resolution passed in accordance with the Bylaws will be filed with the Registrar in the appropriate form and will not take effect until such copy is accepted by the Registrar.

PART 5. - DIRECTORS

5.1 Powers of Directors

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

- (a) all laws affecting the Association; and
- (b) these Bylaws and the Constitution.

5.2 Management of Property and Affairs

The property and the affairs of the Association will be managed by the Board.

5.3 Number of Directors

The number of Directors will not be less than three (3) nor exceed twelve (12), which number includes the President and the President-Elect. The composition of the Board shall be as follows, provided there are sufficient candidates to fill such positions:

- (a) President
- (b) President-Elect
- (c) Regional Director, Vancouver Coastal
- (d) Regional Director, Northern
- (e) Regional Director, Vancouver Island
- (f) Regional Director, Interior
- (g) Regional Director, Fraser Valley
- (h) Director, Indigenous
- (i) 0 to 4 Directors at Large.

5.4 Election of Directors and President-Elect

Directors, including the President-Elect but not including the President, will be elected by the Active Members according to the following procedure:

- (a) *Nominations.* Nominations for candidates for election as a Director or President-Elect in any particular year must be submitted in writing, signed by at least two Active Members, consented to in writing by the nominee, and received by the Secretary at least 35 days before the annual general meeting for the particular year.
- (b) *Acclamation.* If the number of candidates nominated for a particular position does not exceed the number to be elected for such position, the President must declare that those nominated are elected for the particular position.
- (c) *Voting Procedure.* At least 25 days before the annual general meeting each year, the Secretary must cause to be sent to each Active Member by mail or electronic mail, a ballot containing the names of all candidates for each position being elected, and instructions on how to complete and return the ballot. For a ballot to be valid, the voting Member must vote in accordance with the instructions with the ballot, not vote for more candidates than number to be elected for each position, and return the ballot by the deadline described in the instructions.

5.5 Appointment of President

At the annual general meeting at the end of the President-Elect's term, the President-Elect shall automatically become President. If there is a vacancy in the office of President prior to the expiration of the President's term, the President-Elect shall immediately become President.

5.6 Term of Office for Directors other than President and President-Elect

The term of office of Directors will normally be for the period commencing at the annual general meeting immediately following their election and ending at the annual general meeting in the second year following their election. However the Directors may by resolution determine that some or all vacant Directors' positions will have a term of less than such period, the length of such term to be determined by the Directors in their discretion. For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the annual general meeting at which such Director was elected.

5.7 Transition Terms for Directors

The Directors may, by Board Resolution, extend the terms of some or all of the first Directors of the Association upon incorporation and any such extended term must conclude no later than the close of the general meeting of the Association in 2013.

5.8 Term of Office for President

The term of office of the President will be for the period commencing at the annual general meeting at which the President-Elect becomes President in accordance with Bylaw 5.5 and ending at the annual general meeting in the second year following such appointment.

5.9 Term of Office for President-Elect

For the 2015 and subsequent years, the term of office of the President-Elect will be for the period commencing at the annual general meeting immediately following his or her election and ending at the annual general meeting in the second year following his or her election. For years prior to 2015, the term of office of the President-Elect will be one or two years, as determined by the Directors, with each term commencing at the annual general meeting immediately following her or his election.

5.10 Transition Terms for Directors

The Directors may, by Board Resolution, extend the terms of some or all of the Persons who became Directors of the Association upon the incorporation of the Association and any such extended term must terminate no later than the close of the annual general meeting of the Association in 2013.

5.11 Consecutive Terms of Directors

Directors other than the President and President-Elect may be elected for consecutive terms.

5.12 Term Limit

A Director may serve for no more than four (4) consecutive terms.

5.13 Term Limit for President and President-Elect

A President or President-Elect may not be nominated for consecutive terms as President and President-Elect and may not stand for election as a Director until at least one (1) year has elapsed from the conclusion of his or her term as President or President-Elect.

5.14 Voiding of Ballot

No Active Member will vote for more candidates than the number to be elected for each position. Any ballot on which more names are voted for than there are vacant positions will be deemed to be void.

5.15 Director Must be an Active Member

A Person must be an Active Member of the Association and in good standing with the College to be eligible to be a Director of the Association.

5.16 Election of Less than Required Number of Directors

Every Director, including the President and President-Elect, serving a term of office will retire from office at the close of the annual general meeting in the year in which his or her term expires; but if no successor is elected and the result is that the number of Directors would fall below three, the Person previously elected as a Director will continue to hold office until such time as successor Directors are elected.

5.17 Directors Subscribe to and Support Purposes

Every Director will unreservedly subscribe to and support the purposes of the Association.

5.18 Replacement of Directors

Notwithstanding the foregoing Bylaws, if a Director ceases to hold office, the Board may appoint a Person as a replacement Director to take the place of such Director until the next annual general meeting.

5.19 Invalidation of Acts

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

5.20 Removal of Director

The Active Members may remove a Director before the expiration of such Director's term of office by Special Resolution and may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term.

5.21 Ceasing to be a Director

A Person will automatically cease to be a Director:

- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the secretary of the Association or to the Address of the Association and the effective date of the resignation stated therein; or
- (b) upon the date such Person is no longer an Active Member; or

(c) upon his or her removal; or

(d) upon his or her death.

5.22 Reimbursement of Directors' Expenses

A Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Association.

5.23 Compensation of Directors

A Director is not entitled to any compensation.

5.24 Powers of the Board

The Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Association. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Association in furtherance of the purposes of the Association.

5.25 Investment of Property and Standard of Care

If the Board is required to invest funds on behalf of the Association, the Board may invest the property of the Association in any form of property or security in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Association.

5.26 Investment in Mutual or Pooled Funds

The property of the Association may be invested by the Board, or by any agent or delegate of the Board, in any mutual fund, common trust fund, pooled fund or similar investment.

5.27 Investment Advice

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

5.28 Delegation of Investment Authority to Agent

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

PART 6. - PROCEEDINGS OF THE BOARD

6.1 Procedure of Meetings

After issuance of the certificate of incorporation, a meeting of the Board will be held at which the Directors may:

(a) appoint officers;

(b) make banking arrangements;

- (c) appoint an auditor to hold office until the first annual general meeting; and
- (d) transact any other business.

Subsequent meetings of the Board may be held at any time and place determined by the Board, provided that two (2) days' notice of such meeting will be sent to each Director. However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the secretary of the Association.

6.2 Quorum

The Board may from time to time fix the quorum necessary to transact business and, unless so fixed, the quorum will be a majority of the Directors.

A Director who has, or may have, an interest in a proposed contract or transaction with the Association will be counted in the quorum at a meeting of the Board at which the proposed contract or transaction is considered but is not entitled to vote on the proposed contract or transaction.

6.3 Chair of Meetings

The President of the Association will, subject to a Board Resolution appointing another Person, chair all meetings of the Board; but if at any Board meeting the President or such alternate Person appointed by a Board Resolution is not present within 15 minutes after the time appointed for the meeting, or requests that he or she not chair that meeting, the Directors present may choose one of their number to chair that meeting.

6.4 Alternate Chair

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

6.5 Calling of Meetings

A Director may at any time, and the secretary at the request of a Director will, convene a meeting of the Board.

6.6 Notice

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

6.7 Passing Resolutions

Any issue at a meeting of the Board which is not required by these Bylaws or the *Society Act* to be decided by a resolution requiring more than a simple majority will be decided by Board Resolution.

6.8 Procedure for Voting

Voting will be by show of hands or voice vote recorded by the secretary of the meeting except that, at the request of any one Director, a secret vote by written ballot will be required.

6.9 Resolution in Writing

A Board Resolution in writing which has been deposited with the secretary is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such Board Resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. Such resolution will be filed with minutes of the proceedings of the Board and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

PART 7. - COMMITTEES

7.1 Standing and Special Committees

The Board may create such standing and special committees as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by a Board Resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee will automatically be dissolved.

7.2 Delegation to Committees

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

7.3 Terms of Reference and Rules

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

7.4 Meetings

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed *mutatis mutandis* by the rules set out in these Bylaws governing proceedings of the Board.

PART 8. - DUTIES OF OFFICERS

8.1 Election of Officers

At the first meeting of the Board after an annual general meeting, the Board will elect the officers required by the Bylaws other than the President and President-Elect. All officers must be Directors and they will hold office until the first meeting of the Board held after the next following annual general meeting.

8.2 Secretary and Treasurer Required

The Board will appoint a secretary and treasurer and may appoint and remove such other officers of the Association as it deems necessary and determine the duties, responsibilities and term, if any, of all officers.

8.3 Removal of Officers

A Person may be removed as an officer by a resolution passed at a meeting of the Board by a majority of not less than two-thirds (2/3) of the Directors present.

8.4 Replacement

Should any officer for any reason not be able to complete his or her term, the Board will remove such officer from his or her office and will elect a replacement without delay.

8.5 Duties of President

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

8.6 Duties of Secretary

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

- (a) the issuance of notices of meetings of the Association and the Board;
- (b) the keeping of minutes of all meetings of the Association and the Board;
- (c) the custody of all records and documents of the Association, except those required to be kept by the treasurer;
- (d) the maintenance of the register of Members; and
- (e) the conduct of the correspondence of the Association.

8.7 Duties of Treasurer

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

- (a) the keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the *Society Act* and the *Income Tax Act*; and
- (b) the rendering of financial statements to the Directors, Members and others, when required.

8.8 Absence of Secretary at Meeting

If the secretary is absent from any meeting of the Association or the Board, the Directors present will appoint another person to act as secretary at that meeting.

8.9 Combination of Offices of Secretary and Treasurer

The offices of secretary and treasurer may be held by one Person who will be known as the secretary treasurer.

PART 9. - EXECUTION OF INSTRUMENTS

9.1 No Seal

The Association will not have a seal.

9.2 Execution of Instruments

Contracts, documents or instruments in writing requiring the signature of the Association may be signed by:

- (a) the President, together with the secretary or the treasurer, or
- (b) any two Directors

and all contracts, documents and instruments in writing so signed will be binding upon the Association without any further authorization or formality. The Board will have power from time to time by Board Resolution to appoint any officer or officers, or any Person or Persons, on behalf of the Association either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

PART 10. - BORROWING

10.1 Powers of Directors

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

10.2 Issuance of Debentures

No debenture will be issued without the authorization of a Special Resolution.

10.3 Restrictions on Borrowing Powers

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

PART 11. - AUDITOR

11.1 Requirement

The Association is not required to be audited; however, if it wishes to be audited, it is required to appoint an external auditor with the qualifications described in section 42 of the *Society Act*.

11.2 First Auditor

If the Association wishes to appoint an auditor prior to its first annual general meeting, that auditor will be appointed by the Board, which will also fill any vacancy occurring in the office of auditor.

11.3 Appointment of Auditor at Annual General Meeting

If the Association wishes to appoint an auditor at or after its first annual general meeting, that auditor will be appointed at an annual general meeting, to hold office until he, she or it is reappointed or his, her or its successor is appointed at the next following annual general meeting in accordance with the procedures set out in the *Society Act* or until the Association no longer wishes to appoint an auditor.

11.4 Removal of Auditor

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

11.5 Notice of Appointment

An auditor will be promptly informed in writing of his, her or its appointment or removal.

11.6 Restrictions on Appointment

No Director or employee of the Association will act as auditor.

11.7 Attendance at Annual General Meetings

The auditor may attend general meetings.

PART 12. - NOTICES

12.1 Entitlement to Notice

Notices of a general meeting will be given to:

- (a) every Person shown on the register of Members as a Member on the day the notice is given; and
- (b) the auditor.

No other Person is entitled to be given notice of a general meeting.

12.2 Method of Giving Notice

A notice may be given to a Member or a Director either personally, by delivery, facsimile, electronic mail, or by first class mail posted to such Person's Registered Address.

12.3 When Notice Deemed to have been Received

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

12.4 Days to be Counted in Notice

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

PART 13. - MISCELLANEOUS

13.1 Inspection of Records

The documents, including the books of account, of the Association and the minutes of meetings of the Association and the Board will be open to the inspection of the Directors. The minutes of any meeting of the Association will be open to the inspection of Members in good standing upon reasonable notice to the keeper of such documents but the Members will not be entitled or have the right to inspect any other document of the Association.

13.2 Participation in Meetings

Any meeting of the Association, the Board or any committee, may also be held, or any Member, Director or committee member may participate in any meeting of the Association, the Board or any committee, by telephone or video conference call or similar communication equipment as long as all the Members, Directors, or Persons participating in the meeting can hear and respond to one another. All such Members, Directors, or Persons so participating in any such meeting will be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing Bylaws, will be entitled to vote by a voice vote recorded by the secretary of such meeting. This method of voting will from time to time be used for passing resolutions.

13.3 Rules Governing Notice, Board Resolutions and Ordinary Resolutions

The rules governing when notice is deemed to have been given set out in these Bylaws will apply mutatis mutandis to determine when a Board Resolution will be deemed to have been submitted to all of the Directors and when an Ordinary Resolution will be deemed to have been submitted to all of the Members.

13.4 Right to become Member of other Association

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

13.5 Not a Reporting Society

Subject to an order of the Registrar pursuant to the *Society Act* stating that the Association is a "reporting society" as defined under the *Society Act*, the Association is not a "reporting society".

13.6 Branch Societies

The Association may establish and maintain one or more branch societies with the powers, not exceeding the powers of the Association, that the Association confers.

PART 14. - INDEMNIFICATION

14.1 Indemnification of Directors and Officers

Subject to the provisions of the *Society Act*, each Director and each officer of the Association will be indemnified by the Association against all costs, charges and expenses reasonably incurred in connection with any claim, action, suit or proceeding to which that Person may be made a party by reason of being or having been a Director or officer of the Association.

14.2 Indemnification of Past Directors and Officers

To the extent permitted by the *Society Act*, the Association will indemnify and hold harmless every Person heretofore now or hereafter serving as a Director or officer of the Association and that Person's heirs and personal representative.

14.3 Advancement of Expenses

To the extent permitted by the *Society Act*, all costs, charges and expenses incurred by a Director or officer with respect to any claim, action, suit or proceeding may be advanced by the Association prior to the final disposition thereof, in the discretion of the Board, and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that the recipient is entitled to indemnification hereunder.

14.4 Approval of Court and Term of Indemnification

The Association will apply to the court for any approval of the court which may be required to ensure that the indemnities herein are effective and enforceable. Each Director and each officer of the Association on being elected or appointed will be deemed to have contracted with the Association upon the terms of the foregoing indemnities.

14.5 Indemnification not Invalidated by Non-Compliance

The failure of a Director or officer of the Association to comply with the provisions of the *Society Act*, or of the Constitution or these Bylaws, will not invalidate any indemnity to which he or she is entitled under this part.

14.6 Purchase of Insurance

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

PART 15. - BYLAWS

15.1 Entitlement of Members to copy of Constitution and Bylaws

On being admitted to membership, each Member is entitled to, and upon request the Board will provide him or her with, a copy of the Constitution and Bylaws of the Association.

15.2 Special Resolution required to Alter or Add to Bylaws

These Bylaws will not be altered or added to except by Special Resolution.

PART 16. - FORMER CONSTITUTIONAL PROVISIONS 3 TO 5

- 16.1** The activities of the Association will be carried on without purpose of gain for its members and any income, profits or other accretions to the Association will be used in promoting the purposes of the Association.
- 16.2** Upon the winding-up or dissolution of the Association 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 the liquidator, and after payment to employees of the Association of any arrears of salaries or wages, and after payment of any debts of the Association, will be distributed to such not-for-profit organizations as are designated by the Board, which carry on work of similar or related purposes.
- 16.3** Paragraphs 3 and 5 were previously unalterable; paragraph 4 is alterable.