



TUNSTALL BAY COMMUNITY ASSOCIATION

1666 Tunstall Blvd.
Bowen Island, B.C. V0N 1G2

CONSTITUTION

1. The name of the Society is "The Tunstall Bay Community Association", hereinafter referred to as "the Association".
2. The objects of the Association are:
 - (a) To establish, maintain, operate and conduct a social Association for the accommodation and convenience of the members of the Association and others;
 - (b) To facilitate cooperation among residents of Tunstall Bay towards the maintenance and improvement of community amenities;
 - (c) To do all such things as are necessary, incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.
3. Operations of the Association are to be chiefly carried out at Tunstall Bay, Bowen Island, the Province of British Columbia.



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BYLAWS

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BYLAWS

PART 1. - INTERPRETATION

1.1 Definitions

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

- (a) **“Address of the Society”** means the address of the Society as filed from time to time with the Registrar;
- (b) **“Associate”** means those Persons who have applied to the Board in writing to become an Associate and on acceptance by the Board have the right to use the Facilities in accordance with these Bylaws;
- (c) **“Board”** means the Directors acting as authorized by the Constitution and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
- (d) **“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, and a resolution so consented to is deemed to be an ordinary resolution passed at a meeting of the Board;
- (e) **“Bylaws”** means the bylaws of the Society as filed in the Office of the Registrar;
- (f) **“Constitution”** means the constitution of the Society as filed in the Office of the Registrar;
- (g) **“Facilities”** means all facilities of the Society including all grounds, improvements and amenities owned or leased by the Society, including but not limited to the clubhouse, pool, grounds, beach, moorage, tennis and other sports courts;



- (h) “**Family**” means a Person, his or her spouse or common law partner and his or her unmarried children who reside with him or her, together with such other Person residing with him or her as the Board may accept by Board Resolution to constitute Family;
- (i) “**Directors**” means those Persons who have become directors in accordance with these Bylaws and have not ceased to be directors;
- (j) “**Members**” means those Persons who have become members of the Society in accordance with these Bylaws and who have not ceased to be members;
- (k) “**Ordinary Resolution**” means
 - (i) a resolution passed at a general meeting by the Members by a simple majority of the votes of those Members in good standing who vote in person or by proxy; 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 Society, and a resolution so consented to is deemed to be an Ordinary Resolution passed at a general meeting of the Society;
- (l) “**Person**” means a natural person;
- (m) “**President**” means a Person elected to the office of President in accordance with these Bylaws;
- (n) “**Prior Bylaws**” means the bylaws of the Society consolidated as of March 31, 2007 and last updated February 14, 2008;
- (o) “**Proxy Holder**” means a Person entitled to vote on behalf of a Member on the terms and conditions specified in section 5.13 of the 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) “**Registrar**” means the Registrar of Companies of the Province of British Columbia;
- (r) “**Society**” means “TUNSTALL BAY COMMUNITY ASSOCIATION”;
- (s) “**Society Act**” means the *Society Act*, R.S.B.C. 1996, c.433, as amended from time to time; and



- (t) **“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 in good standing who vote in person or by proxy,
 - (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 Society, and a resolution so consented to is deemed to be a Special Resolution passed at a general meeting of the Society.
- (u) **“Tunstall Bay”** means Lots B, E and/or F, District Lot 492, Group 1, New Westminster District, Plan 6898

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.

1.3 **Plural and Singular Forms**

In these Bylaws, a word defined in the plural form includes the singular and vice-versa.

PART 2. – MEMBERSHIP

2.1 **Membership**

There will be one class of voting membership in the Society.

2.2 **Admission to Membership**

Membership in the Society will be restricted to those Persons who, following the adoption of these Bylaws by Special Resolution, subsequently apply for admission as a Member and are accepted by the Directors as such.



2.3 Transitional Membership

Those Persons who were Property Owning Members (as defined in the Prior Bylaws) in good standing on the date these Bylaws are adopted by Special Resolution will continue as Members until the conclusion of the next annual general meeting or until their membership otherwise expires, whichever occurs first.

2.4 Eligibility for Membership

A Person is eligible for membership if he or she:

- (a) is at least 16 years of age;
- (b) is interested in supporting the purposes and programs and participating in the governance of the Society; and
- (c) meets one of the following criteria:
 - (i) owns property located in Tunstall Bay;
 - (ii) has been any of a Member or Associate, or has had a Property Owning Membership, Associate Membership or Tenant Membership as defined in the Prior Bylaws, for at least 10 years in aggregate or has been within the Family of those classes of Persons during those 10 years, notwithstanding that he or she does not own property in Tunstall Bay; or
 - (iii) meets the criteria in paragraph (ii) above for less than 10 years, but at least 5 years, in aggregate, and is invited by the Board to become a member in recognition of extraordinary service to the Society.

2.5 Application for Membership

A Person may apply to the Board in writing to become a Member and on acceptance by the Board by Board Resolution and the payment of any applicable dues will be a Member.

The Board may, by Board Resolution, accept, postpone or refuse an application for membership.

2.6 Membership not Transferable

Membership is not transferable.



2.7 Renewal and Reapplication of Membership

A Member may renew his or her membership prior to its expiry in such manner as may be determined by the Board. A renewal of membership must include payment of applicable membership dues, if any.

A former Member may reapply for membership in accordance with Bylaw 2.5. Reapplications for membership are subject to acceptance by the Board and require payment of the entrance fee unless the Board determines in extraordinary circumstances by Board Resolution that payment of the entrance fee is not required.

2.8 Dues and Term of Membership

The Board will, by Board Resolution, determine all entrance, administrative and annual fees payable by Members from time to time, subject to the following conditions:

- (a) Entrance fee: There will be an entrance fee to be paid by a Person upon approval of his or her application for membership under Bylaw 2.5, in an amount to be determined by the Board, by Board Resolution, of not less than the preceding year's annual fee unless:
 - (i) such Person has purchased or otherwise received by way of gift or bequest a property in Tunstall Bay from a Member in good standing in which case he or she will only be required to pay a nominal administrative fee set by the Board, and the entrance fee is \$nil; or
 - (ii) such Person is eligible for membership under Bylaw 2.4(c)(ii) or (iii), in which case the entrance fee is \$nil.
- (b) Notwithstanding the foregoing the Members may by Ordinary Resolution set the entrance fee at any amount for a subsequent year or years;
- (c) Annual fees: There will be a fee to be paid annually commencing upon approval of a Person's initial application for membership, and upon each successive renewal, in an amount to be determined by the Board, by Board Resolution;
- (d) Payment by instalments: The Board may by Board Resolution implement a policy allowing for the payment of any fee in two or more instalments; and



- (e) The Board may waive the requirement to pay the entrance fee, by Board Resolution, taking into account all the circumstances, including the following:
- (i) A Person applies as a Member, after purchasing or otherwise receiving by way of gift or bequest property in Tunstall Bay, within one year after ceasing to be within the Family of a Member or Associate in good standing;
 - (ii) Any other extraordinary circumstance where it is just and reasonable to waive the entrance fee requirement;

All memberships are annual by calendar year but may be renewed without further application upon payment of the annual fee.

2.9 Standing of Members

All Members are deemed to be in good standing except a Member who has failed to pay such dues as are determined by the Board, if any, when due and owing and such Member is not in good standing so long as such dues remain unpaid.

2.10 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 Society adopted by the Directors from time to time; and
- (b) further and not hinder the purposes, aims and objects of the Society.

2.11 Suspension of Member

Permission to access and use the Facilities may be suspended or limited for a Member or all or some of their Family by resolution of three-quarters of the Board present where the Member or all or some of their Family wilfully infringes these Bylaws or the rules of the Society or has engaged in conduct which, in the opinion of the Board, is detrimental to the interests of the Society.

Notice of a Board Resolution to suspend a Member or all or some of their Family will be accompanied by a brief statement of the reasons for the proposed decision and a copy of the notice will be provided to the Member. The Member will be provided a reasonable opportunity to respond to the statement of reasons at or before the time the resolution is considered by the Board.

No suspension affects a Member's right to exercise his or her vote at a general meeting even if held in the Facilities.



2.12 Expulsion of Member

A Member may be expelled only by a Special Resolution.

Notice of a Special Resolution to expel a Member will be accompanied by a brief statement of the reasons for the proposed expulsion and a copy of the notice will be provided to all Members.

The Member who is the subject of the proposed expulsion will be provided an opportunity to respond to the statement of reasons at or before the time the Special Resolution for expulsion is considered by the Members.

2.13 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 Society or to the Address of the Society and the effective date of the resignation stated thereon; or
- (b) upon the date which is 30 days from the date on which such Member ceased to be in good standing;
- (c) upon his or her expulsion; or
- (d) at the end of the calendar year after his or her death.

PART 3. – USE OF FACILITIES

3.1 Members

Every Member and his or her Family have the right to access and use the Facilities for the year, on such terms and conditions and in accordance with such policies as the Board may determine.

3.2 Associates

A Person sponsored by an Associate or Member may apply to the Board in writing for permission to use the Facilities for one calendar year and, on acceptance by the Board by Board Resolution and the payment of any applicable entrance and annual fees, will be deemed to be an Associate for that year.

An Associate is not a member of the Society but together with his or her Family will be granted the right to access and use the Facilities for the year, on such terms and conditions and in accordance with such policies as the Board may determine.



Associate status is not transferable.

3.3 Associate Fees and Renewal

The Board will, by Board Resolution, determine all entrance, administrative and annual fees payable by Associates from time to time, subject to the following conditions:

- (a) Entrance fee: There will be an entrance fee to be paid by a Person upon approval of his or her application under Bylaw 3.2, in an amount to be determined by the Board, by Board Resolution, of not less than the preceding year's annual fee.
- (b) Notwithstanding the foregoing the Members may by Ordinary Resolution set the entrance fee for Associates at any amount for a subsequent year or years;
- (c) Annual fees: There will be a fee to be paid annually commencing upon approval of a Person's initial application under Bylaw 3.2, and upon each successive renewal, in an amount to be determined by the Board, by Board Resolution;
- (d) An Associate may renew their right to use the Facilities without further application upon payment of the annual fee;
- (e) If a Person ceases to be an Associate he or she may re-apply under Bylaw 3.2, subject to payment of the entrance fee unless the Board determines by Board Resolution, in extraordinary circumstances, that payment of the entrance fee is not required;
- (f) Payment by instalments: The Board may by Board Resolution implement a policy allowing for the payment of any fee in two or more instalments; and
- (g) The Board may waive the requirement to pay the entrance fee, by Board Resolution, taking into account all the circumstances, including the following:
 - (i) A Person applies as an Associate within one year after ceasing to be within the Family of a Member or Associate in good standing;
 - (ii) Any other extraordinary circumstance where it is just and reasonable to waive the entrance fee requirement;



3.4 Compliance with Constitution, Bylaws and Policies

Every Associate will, at all times:

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

3.5 Revocation of Associate status

An Associate's status as an Associate, including permission for them and their Family to use the Facilities, may be suspended or revoked by resolution of three-quarters of the Board present.

Notice of a Board resolution to suspend or revoke an Associate's status will be accompanied by a brief statement of the reasons for the proposed decision and a copy of the notice will be provided to the Associate. The Associate will be provided a reasonable opportunity to respond to the statement of reasons at or before the time the resolution is considered by the Board.

3.6 Other Users of the Facilities

The Board may, by Board Resolution, establish policies and procedures granting permission to others to use the Facilities on such terms and conditions as the Board sees fit, including but not limited to guests of Members and Associates, an extended visitors package for visiting friends and relatives of Members and Associates, a tenant package for tenants of Members and Associates, private or public swimming lessons, tennis court privileges, and rental of the Facilities.

Any Member or Associate introducing a guest, tenant or other visitor to the Facilities shall be answerable for any debt such guest, tenant or other visitor may incur to the Society and for any damage done by such guest, tenant or visitor to the Society's property.

PART 4. - MEETINGS OF MEMBERS

4.1 Time and Place of General Meetings

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

4.2 Extraordinary General Meeting

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



4.3 Calling of Extraordinary General Meeting

The Board may, whenever it thinks fit, convene an extraordinary general meeting. 10% or more of the Members in good standing may at any time by notice in writing, specifying the purpose of the meeting, require the Board to call an extraordinary general meeting.

4.4 Notice of General Meeting

The Society 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.

4.5 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.

4.6 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.

4.7 Annual General Meetings

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 5. - PROCEEDINGS AT GENERAL MEETINGS

5.1 Business at AGM

The following business will normally be conducted at the annual general meeting of the Society:

- (a) the adoption of rules of order;
- (b) consideration of the reports of the Directors;
- (c) consideration of the state of the Facilities;
- (d) consideration of the financial statements;
- (e) the election of Directors; and
- (f) 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.

5.2 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 in person.

5.3 Quorum

A quorum at a general meeting is 20% of the Members in good standing.

5.4 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 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 Members present will constitute a quorum.

5.5 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.

5.6 Chair

The President of the Society will chair all general meetings, provided that if the President is absent or otherwise unable to preside, the vice-president, if any, will chair all general meetings, provided further that the Board may, by Board Resolution, appoint another Person to preside at a general meeting in place of the President or vice-president, as the case may be.

If at any general meeting the President, vice-president, if any, 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 Members present may choose one of their number to chair that meeting.

5.7 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 upon such designated alternate receiving the consent of a majority of the Members present at such meeting, he or she may preside as chair.

5.8 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.

5.9 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.

5.10 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.

5.11 Entitlement to Vote

Each Member in good standing is entitled to one (1) vote.

A Member who is not in good standing is not entitled to vote and any votes cast by a Member who is not in good standing will not be counted and will be of no effect.

5.12 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, at the request of any two (2) Members present at the meeting, a secret vote by written ballot will be required.

5.13 Voting by Proxy

Voting by proxy is permitted, subject to these Bylaws and the following rules:

- (a) An adult within the Member's Family is deemed to be a Proxy Holder for the Member and may attend and act at one or more general meetings of the Society on behalf of such Member when the Member is not present, unless the Member specifies to the contrary in writing to the Board in advance of any vote;
- (b) A Member may appoint another Member or an adult member of any Member's Family to be such Member's Proxy Holder and to attend and act



at one or more general meetings of the Society on behalf of such Member, provided the appointment is made in writing;

- (c) A Member may appoint or impose conditions on a Proxy Holder, including a deemed Proxy Holder, by way of a form of proxy designated by the Board or otherwise in writing, and the Proxy Holder's right to vote on behalf of the Member will be restricted by such conditions;
- (d) A form of proxy that does not contain any conditions is deemed to be unconditional and the Proxy Holder may vote on behalf of the Member at any meeting, on any issue and in any manner, including abstaining from voting, during the period of time to which the proxy pertains;
- (e) a Person may not be Proxy Holder for more than one Member at any given meeting or during any given period of time. In the event that a situation arises where a Person is appointed as Proxy Holder for more than one Member, both forms of proxy are deemed to be void and of no effect.

5.14 Members Resolutions in Writing

An Ordinary Resolution or a Special Resolution may be in two or more counterparts which together and signed by the required number of Members will be deemed to constitute one Ordinary Resolution or Special Resolution, as the case may be. Such 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.

5.15 Special Resolutions to be filed with the Registrar

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 6. - DIRECTORS

6.1 Powers of Directors

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

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



6.2 Management of Property and Affairs

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

6.3 Directors Subscribe to and Support Purposes

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

6.4 Composition of Board

The Board will be composed of a minimum of five (5) and a maximum of ten (10) Directors. Notwithstanding any other provision in these Bylaws, at least half of the Directors plus one (1) must be Members.

6.5 Invalidation of Acts

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

6.6 Eligibility of Directors

In order to be elected and to act as a Director a Person must:

- (a) be at least 19 years of age;
- (b) be a Member or an Associate;
- (c) have been a Member or Associate in good standing for at least the previous two (2) months; and
- (d) further and not hinder the purposes, aims and objects of the Society.

A Person is not eligible to be elected or to act as a Director if:

- (a) he or she is declared by a court to be incapable of managing his or her own affairs or person or both;
- (b) he or she is an undischarged bankrupt; or
- (c) he or she has been convicted, in Canada or elsewhere of an offense involving fraud or financial dishonesty, and for which no pardon has been granted.



6.7 Election of Directors

Directors will normally be elected by the Members at a general meeting and will take office commencing at the close of such meeting.

6.8 Term of Office

Elections for Directors will normally be held at the annual general meeting and the term of office of Directors will normally be two (2) years. However the Directors may by resolution determine that some or all vacant Directors' positions will have a term of less than two (2) years, the length of such term to be determined by the Directors in their discretion.

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

6.9 Consecutive Terms and Term Limits

Directors may be elected for up to three (3) consecutive terms. A Person who has served three (3) consecutive terms as a Director may not be re-elected for at least one (1) year following the expiry of his or her latest term.

6.10 Election by Acclamation

In elections where the number of candidates is equal to or less than the number of vacant positions for Directors, the nominated candidates are deemed elected by acclamation.

6.11 Election by Secret Ballot

In elections where there are more candidates than vacant positions for Directors, election will be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates will be deemed to be elected in order of those candidates receiving the most votes.

6.12 Voiding of Ballot

No Member will vote for more Directors than the number of vacant positions for Directors. Any ballot on which more names are voted for than there are vacant positions will be deemed to be void.



6.13 Extension of Term to Maintain Minimum Number of Directors

Every Director serving a term of office will retire from office at the close of the annual general meeting in the year in which his or her term expires; but if no successor is elected and the result is that the number of Directors would fall below three (3), a Person previously elected as a Director may continue to hold office until such time as a successor is elected.

6.14 Appointment to Fill Vacancy

If a Director ceases to hold office, the Board may appoint a Member as a replacement Director to take the place of such Director until the conclusion of the next annual general meeting.

The period served as a replacement Director is not included when determining the maximum term limit for a Director.

6.15 Removal of Director

The 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.

6.16 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 Society or to the Address of the Society and the effective date of the resignation stated therein;
- (b) upon the expiry of his or her term;
- (c) upon the date such Person ceases to be eligible in accordance with Bylaw 6.6;
- (d) upon his or her removal; or
- (e) upon his or her death.

6.17 Remuneration of Directors and Reimbursement of Expenses

A Director is not entitled to any remuneration for acting as a Director, provided that a Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society, and the Director's volunteer time in his or



her capacity as a Director may be credited towards any Member volunteer hour requirements set by the Board.

A Person who serves as a Director may receive reasonable compensation for services rendered in another capacity.

6.18 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 Society. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Society in furtherance of the purposes of the Society.

6.19 Policies and Procedures

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

6.20 Investment of Property and Standard of Care

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

6.21 Investment in Mutual or Pooled Funds

The property of the Society 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.

6.22 Investment Advice

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

6.23 Delegation of Investment Authority to Agent

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



PART 7. – NOMINATION OF DIRECTORS

7.1 Board may Create Policies and Procedures

The Board may, by Board Resolution, create policies and procedures relating to the conduct of nominations and elections, including the creation of a nominations committee, provided that no such policy or procedure is valid to the extent that it is inconsistent with the *Society Act*, the Constitution or these Bylaws.

PART 8. - PROCEEDINGS OF THE BOARD

8.1 Procedure of Meetings

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 Society.

8.2 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 Society will be counted in the quorum at a meeting of the Board at which the proposed contract or transaction is considered and may comment on the motion, but is not entitled to vote on the motion and must excuse himself or herself from that portion of the meeting for further discussion of the motion and the vote.

8.3 Chair of Meetings

The President of the Society will chair all general meetings, provided that if the President is absent or otherwise unable to preside, the vice-president, if any, will chair all general meetings, provided further that the Board may, by Board Resolution, appointing another Person to preside at general meeting in place of the President or vice-president, as the case may be.

If at any general meeting the President, vice-president, if any, 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.



8.4 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.

8.5 Calling of Meetings

The Chair may at any time call a meeting of the Board.

The secretary will, at the request of any two (2) Directors, call a meeting of the Board.

8.6 Notice

For the purposes of the first meeting of the Board held immediately following the appointment or election of a Director or Directors at an annual or other 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.

8.7 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.

8.8 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.

8.9 Resolution in Writing

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



PART 9. – COMMITTEES

9.1 Creation and Delegation to 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.

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.

9.2 Standing and Special Committees

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

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

- (a) the completion of the specified time period; or
- (b) the completion of the task for which it was created.

9.3 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.

9.4 Meetings

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



PART 10. - DUTIES OF OFFICERS

10.1 Officers

The officers of the Society are the President, one or more vice-presidents, secretary and treasurer, together with such other offices, if any, as the Board, in its discretion, may create.

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

10.2 Election of Officers

At each meeting of the Board immediately following an annual general meeting, the Board will elect the officers. All officers must be Directors. Officers will hold office until the first meeting of the Board held after the next following annual general meeting.

10.3 Removal of Officers

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

10.4 Replacement

Should the President or any other 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.

10.5 Duties of President

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

10.6 Duties of Vice-President

The vice-president, or vice-presidents, if more than one, will assist the President in the execution of his or her duties and, in the absence of the President, will perform the duties of the President.

The vice-president, or vice-presidents, if more than one, will perform such other duties as may be assigned to them by Board Resolution.



10.7 Duties of Secretary

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

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

10.8 Duties of Treasurer

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

- (a) the keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the *Society Act* and the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time; and
- (b) the rendering of financial statements to the Directors, Members and others, when required.
- (c) the preparation of an annual budget for presentation to the Board, which shall include a recommendation for membership fees, which, along with other income of the Society, shall be sufficient to cover estimated expenses and to permit a contribution to the Society's reserve fund of not less than 10% of the value of the fund at the close of the previous year.

10.9 Absence of Secretary at Meeting

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

10.10 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 11. – EXECUTION OF INSTRUMENTS

11.1 No Seal

The Society will not have a seal.

11.2 Execution of Instruments

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

- (a) by the President, together with one other officer, or
- (b) in the event that the President is unable to provide a signature, by any two officers;

and all contracts, documents and instruments in writing so signed will be binding upon the Society 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 Society either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

PART 12. - BORROWING

12.1 Powers of Directors

In order to carry out the purposes of the Society, the Board may, on behalf of and in the name of the Society, borrow, raise or secure the payment or repayment of money in any manner it decides, including the granting of guarantees, the issue of debentures, any mortgage charge or other security, provided however that none of these powers will be exercised without the sanction of Special Resolution.

PART 13. - AUDITOR

13.1 No Requirement

The Society is not required to be audited.

13.2 Appointment of Auditor at Annual General Meeting

If the Society wishes to appoint an auditor the 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 Society no longer wishes to appoint an auditor.

13.3 Removal of Auditor

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

13.4 Notice of Appointment

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

13.5 Restrictions on Appointment

A member of the Society may act as auditor provided he or she is not a Director or employee of the Society. The auditor does not need to have the qualifications required for reporting societies set out in section 42 of the *Society Act*.

13.6 Attendance at Annual General Meetings

The auditor may attend general meetings.

PART 14. - NOTICES

14.1 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.

14.2 Method of Giving Notice

A notice may be given to a Member or a Director either personally, by delivery, courier or by mail posted to such Person's Registered Address, or, where the Member has provided a fax number or electronic mail address, by fax or electronic mail, respectively.

14.3 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 personally, by delivery or courier, facsimile, or electronic mail will be deemed to have been given on the day it was so delivered or sent.

14.4 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 15. - MISCELLANEOUS

15.1 Inspection of Records

The documents, including the books of account, of the Society and the minutes of meetings of the Society and the Board will be open to the inspection of the Directors. The minutes of any meeting of the Society 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 to inspect any other document of the Society.

15.2 Participation in Meetings

Any meeting of the Society, the Board or any committee, may also be held, or any Member, Director or committee member may participate in any meeting of the Society, 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 communicate and respond to one another contemporaneously. 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.

15.3 Right to become Member of other Society

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



15.4 Not a Reporting Society

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

PART 16. - INDEMNIFICATION

16.1 Indemnification of Directors and Officers

Subject to the provisions of the *Society Act*, each Director and each officer of the Society will be indemnified by the Society 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 Society, except in relation to matters as to which he or she will be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duty as an officer or director. “Derelict” will mean grossly negligent, criminally negligent or intentionally engaged in tortious conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Society.

16.2 Indemnification of Past Directors and Officers

To the extent permitted by the *Society Act*, the Society may indemnify every Person heretofore now serving as a Director or officer of the Society and that Person’s heirs and personal representative.

16.3 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 Society 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.

16.4 Approval of Court and Term of Indemnification

The Society 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 Society on being elected or appointed will be deemed to have contracted with the Society upon the terms of the foregoing indemnities.



16.5 Indemnification not Invalidated by Non-Compliance

The failure of a Director or officer of the Society 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.

16.6 Purchase of Insurance

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

PART 17. - BYLAWS

17.1 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 Society.

17.2 Special Resolution required to Alter or Add to Bylaws

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

PART 18. - DISSOLUTION

18.1 Special Resolution required

The Society may only be wound up or dissolved by Special Resolution after all reasonable measures have been taken to ensure the ongoing operation of the Society in accordance with its purposes, aims and objects as set out in its Constitution.

18.2 Assets to be distributed to the Members upon 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 the 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, will be distributed in equal portions to each Member in good standing.