

**BYLAWS**  
**of**  
**CIO ASSOCIATION OF CANADA**

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**SOCIETIES ACT**  
**BYLAWS**  
**of**  
**CIO ASSOCIATION OF CANADA**

**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 in the statement of registered office;
- (b) **“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;
- (c) **“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 51% of the Directors who would have been entitled to vote on the resolution in person at a meeting of the Board;
- (d) **“Bylaws”** means the bylaws of the Society as filed in the Office of the Registrar;
- (e) **“Chair”** means a Person elected to the office of Chair in accordance with these Bylaws;
- (f) **“Constitution”** means the constitution of the Society as filed in the Office of the Registrar;
- (g) **“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;
- (h) **“Honorary Directors”** means those Persons who have been appointed as honorary directors in accordance with these Bylaws, and an “Honorary Director” means any one of them;
- (i) **“Income Tax Act”** means the Income Tax Act, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;

- (j) “**IT**” and “**I.T.**” means Information Technology;
- (k) “**Members**” means the applicants for incorporation of the Society and those Persons who have subsequently become 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) “**Ordinary Resolution**” means
  - (i) a resolution passed at a general meeting by the Members by a simple majority of the votes cast in person, 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;
- (m) “**Person**” means a natural person;
- (n) “**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;
- (o) “**Registrar**” means the Registrar of Companies of the Province of British Columbia;
- (p) “**senior managers**” means those Persons appointed by the directors to serve as senior managers in accordance with the *Societies Act*;
- (q) “**Society**” means “CIO ASSOCIATION OF CANADA”;
- (r) “**Societies Act**” means the *Societies Act* S.B.C. 2015, c. 18, as amended from time to time; and
- (s) “**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’ and not more than 60 days’ notice, specifying the intention to propose the resolution as a Special Resolution has been sent, 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 sent, 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.

## **1.2 Societies Act Definitions**

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

## **PART 2 - MEMBERSHIP**

### **2.1 Admission to Membership**

Membership in the Society will be restricted to the applicants for incorporation and to those Persons whose application for admission as a Member meets the criteria established from time to time by the Board and whose application has been accepted by the Board.

### **2.2 Expulsion of Member**

A Member may be expelled by a Special Resolution.

### **2.3 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 his or her expulsion; or
- (c) upon his or her failure to pay the annual membership dues within the time stipulated by the Board; or
- (d) upon his or her death.

### **2.4 Dues**

The Board will annually establish the membership dues.

### **2.5 Standing of Members**

All Members are deemed to be in good standing except for those who fail to pay their membership dues within the time stipulated by the Board.

### **2.6 Compliance with Bylaws**

Every Member will uphold the Constitution and comply with these Bylaws.

## **PART 3 - MEETINGS OF MEMBERS**

### **3.1 Time and Place of General Meetings**

The general meetings of the Society will be held at such time as the Board decides and in accordance with the *Societies Act*. General meetings of the Society will be held at the head office of the Society, which is currently located at 7270 Woodbine Avenue, Suite 305, Markham, Ontario.

### **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**

Subject to Bylaw 3.7, the Board may, whenever it thinks fit, convene an extraordinary general meeting.

### **3.4 Notice of General Meeting**

The Society will send written notice of a general meeting to those Members entitled to receive notice not less than 14 days and not more than 60 days before any such meeting; but each Member may, in any manner, waive that member's entitlement to notice or agree to reduce the period for a particular meeting.

### **3.5 Contents of Notice**

Notice of a general meeting will specify the place, the day and the hour of the meeting, the text of any special resolution to be submitted to the meeting and notice of all special business.

### **3.6 Omission of Notice**

The accidental omission to send 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**

An annual general meeting shall be held at least once in each calendar year. However, the Society may apply to the Registrar on or before December 31 of any calendar year for authorization to hold its annual general meeting in the following calendar year, on a date, which may be no later than March 31 of the following calendar year, as determined by the Registrar. Such annual general meeting shall be deemed to have been held in the preceding calendar year and not in the calendar year in which the meeting is actually held.

## **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 election of Directors;
  - (vi) 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 (10) Persons.

#### **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 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.

#### **4.6 Chair**

The President of the Society 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 Members 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 upon such designated alternate receiving the consent of a majority of the Members present at such meeting, he or she 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 send 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 sent as in the case of the original meeting.

#### **4.10 Motions need not be Seconded**

No resolutions proposed at a general meeting need be seconded.

#### **4.11 Ordinary Resolution Sufficient**

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

#### **4.12 Entitlement to Vote**

Each Member is entitled to one vote.

#### **4.13 No Casting Vote**

In case of an equality of votes, the Person presiding as chair of a general meeting will not have a casting or second vote in addition to the vote the Person presiding as chair may be entitled to as a Member and the proposed resolution will not pass.

#### **4.14 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 Members present at the meeting, a secret vote by written ballot will be required.

#### **4.15 Voting by Proxy**

Voting by proxy is not permitted.

#### **4.16 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 Society 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.

#### **4.17 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 Society 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.

### **PART 5 - DIRECTORS**

#### **5.1 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.

#### **5.2 Management of Property and Affairs**

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

#### **5.3 Number of Directors**

The number of Directors will be such number, not being less than three (3) and not greater than twenty-one (21), as may be determined from time to time by Ordinary Resolution.

#### **5.4 Election of Directors**

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

#### **5.5 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 Board may determine that some or all vacant Directors' positions will have a term of more or less than two (2) years, the length of such

term to be determined by the Board in its 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 at an extraordinary 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.

#### **5.6 Consecutive Terms**

Directors may be elected for consecutive terms.

#### **5.7 Term Limits**

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

#### **5.8 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.

#### **5.9 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.

#### **5.10 Directors Must Be Members**

In order to be eligible for election, a proposed Director must have been a Member in good standing for the entirety of the twelve (12) month period immediately prior to the date of the annual general meeting at which such proposed Director intends to stand for election.

#### **5.11 Election of Less than Required 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, the Person previously elected as Director will continue to hold office until such time as successor Directors are elected.

#### **5.12 Directors Subscribe to and Support Purposes**

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

#### **5.13 Replacement of Directors**

Notwithstanding the foregoing Bylaws, if a Director ceases to hold office and the number of Directors is then less than three, the Board may appoint a Person as a replacement Director to take the place of such Director until the next annual general meeting.

**5.14 Removal of Directors**

A Director may be removed by Special Resolution.

**5.15 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.

**5.16 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; or
- (b) upon the date such Person is no longer a Member; or
- (c) upon his or her removal; or
- (d) upon his or her death.

**5.17 Reimbursement of Directors' Expenses**

A Director, including Honorary Directors, may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society.

**5.18 Compensation of Directors**

A Director, including an Honorary Director, is not entitled to any compensation.

**5.19 Powers of the Board**

The Board will have the power to make expenditures 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, provided however that the Board may not enter into any form of contract with a Member or Director, other than in furtherance of the obligations or duties of such Member or Director, including such matters as indemnity agreements and non-disclosure or confidentiality agreements.

**5.20 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.

### **5.21 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.

### **5.22 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 under comparable circumstances.

### **5.23 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.

### **5.24 Honorary Directors**

One or more Honorary Directors may be appointed from time to time by the Board for such term as the Board by resolution shall establish. Honorary Directors shall act in an advisory capacity and shall have all such powers and duties as may from time to time be assigned to them by the Board. Honorary Directors shall attend meetings of the Board by invitation only and shall not be entitled to vote thereat, nor shall Honorary Directors be included in any calculation to determine quorum of Directors for the transaction of business at a meeting.

## **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 Person providing notice, provided that two 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.

### **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.

### **6.3 Chair of Meetings**

The President of the Society 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**

The President may at any time, and the secretary at the request of any three (3) Directors will, convene a meeting of the Board.

### **6.6 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 send notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be properly constituted.

### **6.7 Motions need not be Seconded**

No resolutions proposed at a meeting of the Board need be seconded.

### **6.8 Passing Resolutions**

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

### **6.9 No Casting Vote**

The Person chairing a meeting may vote but, if he or she does so and the result is a tie, he or she will not be permitted to vote again to break the tie and the resolution being voted on will be deemed to have failed.

### **6.10 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.

### **6.11 Resolution in Writing**

A Board Resolution sent to all of the directors, and consented to in writing, by at least 51% of the directors, and 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.

### **6.12 Waiver of Notice by Absent Director**

A Director who contemplates being, or is, absent from Canada may, by letter, facsimile, or electronic mail, send or deliver to the Address of the Society a waiver of notice of any meeting of the Board for a period not longer than one year and may at any time withdraw the waiver in like manner. Until the waiver is withdrawn:

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

## **PART 7 - COMMITTEES**

### **7.1 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.

### **7.2 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.

### **7.3 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.

### **7.4 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.

## **PART 8 - DUTIES OF SENIOR MANAGERS AND OFFICERS**

### **8.1 Senior Managers**

The Board may appoint one or more senior managers of the Society to exercise the Board's authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society.

### **8.2 Eligibility**

In order to be eligible to be appointed as a senior manager, a Person must comply with requirements in the *Societies Act*.

### **8.3 Appointment**

At the first meeting of the Board held after an annual general meeting, the Board will appoint from their number a president, a secretary and a treasurer, each of whom will hold office until the first meeting of the Board held after the next following annual general meeting and each of whom shall be deemed to be appointed as a senior manager. The Board may appoint and remove such other senior managers of the Society, including officers, as it deems necessary and determine the duties, responsibilities and term, if any, of all senior managers.

### **8.4 Removal**

A senior manager may be removed from his or her office by a resolution passed at a meeting of the Board by a majority of not less than two-thirds of the Directors present.

### **8.5 Replacement**

Should the President or any other senior managers for any reason not be able to complete his or her term, the Board will remove such senior manager from his or her office and will appoint a replacement without delay.

### **8.6 Duties of President**

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

### **8.7 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.

### **8.8 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 *Societies Act* and the Income Tax Act; and
- (b) the rendering of financial statements to the Directors, Members and others, when required.

### **8.9 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.

### **8.10 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 9 - EXECUTION OF INSTRUMENTS**

### **9.1 No Seal**

The Society will not have a seal.

### **9.2 Execution of Instruments**

Contracts, documents or instruments in writing requiring the signature of the Society 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 Society without any further authorization or formality. The Board will have power from time to time by Board Resolution to appoint any senior managers 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 10 - BORROWING**

### **10.1 Powers of Directors**

In order to carry out the purposes of the Society, the Board may authorize, on behalf of and in the name of the Society, the borrowing of money and the issuing of bonds, debentures, notes or

other evidences of debt obligations at any time, to any person and for any consideration as the Board thinks fit.

## **10.2 Restrictions of Borrowing Powers**

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

## **PART 11 - AUDITOR**

### **11.1 Requirement**

The Society 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 112 of the *Societies Act*.

### **11.2 First Auditor**

The first 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**

At each annual general meeting, the Society will appoint an auditor 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 *Societies Act*.

### **11.4 Removal of Auditor**

An auditor may be removed by Ordinary Resolution in accordance with the procedures set out in the *Societies 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 Society 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 sent to:

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

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

### **12.2 Method of Sending Notice**

A notice may be sent 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 sent on the second day following that on which the notice was posted. In proving that notice has been sent, 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 there shall be, between the time of posting and the deemed sending 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, then such notice will only be effective when actually received. Any notice delivered either personally, by delivery, facsimile, electronic mail, or by first class mail will be deemed to have been sent on the day it was so delivered or sent, if sent or received on or before 4:00 p.m. local time on a day other than Saturday or Sunday or some other day upon which banks are not open for business in Vancouver, British Columbia.

### **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 sent, the day the notice is sent or deemed to have been sent will not, but the day on which the event for which notice is sent will, be counted in the number of days required.

## **PART 13 - MISCELLANEOUS**

### **13.1 Inspection of Records**

The records of the Society will be open to inspection by any of the Directors in accordance with the *Societies Act*. The members will have the right to inspect the records required to be kept by the Society in accordance with s. 20(1) of the *Societies Act* (as such section may be amended, restated, renumbered or replaced from time to time), including, without limitation:

- (a) the Society's certificate of incorporation;
- (b) the Society's register of members,
- (c) the minutes of each meeting of members, including the text of each resolution passed at the meeting; and
- (d) the annual financial statements of the Society and the auditor's report, if any, on those financial statements.

Members will not have the right to inspect the records required to be kept by the Society in accordance with s. 20(2) of the *Societies Act* (as such section may be amended, restated, renumbered or replaced from time to time).

### 13.2 Participation in Meetings

Notwithstanding any other provision of these Bylaws, 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 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 any other provision of these Bylaws, will be entitled to vote by a voice vote or electronic ballot 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 sent 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 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.

## PART 14 - INDEMNIFICATION

### 14.1 Definitions

The following terms used in this Part 14 shall, unless otherwise defined in the *Societies Act*, have the following meanings:

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

- (e) “**representative**” means an heir or personal or other legal representative of the eligible party.

#### **14.2 Indemnification of Directors and Senior Managers**

Subject to the provisions of the *Societies Act*, the Society will indemnify each eligible party and any representative thereof against all penalties to which such person is liable in respect of an eligible proceeding.

#### **14.3 Expenses**

To the extent permitted by the *Societies Act*, the Society will, after the final disposition of an eligible proceeding, pay the expenses actually and reasonably incurred by an eligible party or representative thereof in respect of any such eligible proceeding. Further, to the extent permitted by the *Societies Act*, the Society may pay, as they are incurred in advance of a final disposition of an eligible proceeding, the expenses actually and reasonably incurred by an eligible party or representative thereof in respect of the eligible proceeding, provided that such payments shall be made in the discretion of the Board, and only upon receipt from the intended recipient of a written undertaking, satisfactory in form and amount to the Board, to repay the amounts advanced if it is ultimately determined that the payment of expenses is prohibited under the *Societies Act*.

#### **14.4 Term of Indemnification**

Each Director and senior manager of the Society on being elected or appointed will be deemed to have contracted with the Society upon the terms of the foregoing indemnities.

#### **14.5 Indemnification not Invalidated by Non-Compliance**

The failure of a Director or senior manager of the Society to comply with the provisions of the *Societies 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 Society may purchase and maintain insurance for the benefit of any or all eligible parties, employees or agents against personal liability that may be incurred by reason of such parties, or persons being or having been a director, senior manager, employee or agent, subject to the *Societies Act*.

### **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 Society.

#### **15.2 Special Resolution required to Alter or Add to Bylaws**

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