

INDEX OF BYLAWS

OF

KELOWNA MUSEUMS SOCIETY

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BYLAWS
OF
KELOWNA MUSEUMS SOCIETY
(the “Society”)

PART 1. DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

- (a) **“Advisory Council”** means the council appointed by the Board in accordance with Bylaw 14.1;
- (b) **“Age of Majority”** with respect to a particular individual means the greater of:
 - (i) the age of majority under the laws of the jurisdiction in which the particular individual ordinarily resides; and
 - (ii) 19 years of age;
- (c) **“Board”** means all of the directors acting as authorized by the Constitution and the Bylaws in managing, or supervising the management of, the activities and internal affairs of the Society and exercising the powers of the Society;
- (d) **“Board Resolution”** means an act, decision, or otherwise any exercise of discretion and power of the Board made in accordance with Part 5;
- (e) **“Bylaws”** means the Bylaws of the Society as required under section 11 of the Societies Act and filed with the Registrar from time to time;
- (f) **“charity”** means a registered charity as defined in section 248(1) of the Income Tax Act (Canada);
- (g) **“Constitution”** means the Constitution of the Society as required under section 10 of the Societies Act and filed with the Registrar from time to time;
- (h) **“Incapacitated”** means, with respect to any individual, the condition that will be deemed to exist where either:

- (i) such individual has been declared by a court of competent jurisdiction to be mentally incompetent and such declaration has not, at the relevant time, been revoked; or
 - (ii) such individual's physician is of the opinion that, at the relevant time, such individual's ability to handle his or her own legal and financial affairs is significantly impaired by reason of accident, illness, disability or incapacity or otherwise, and such impairment is likely to continue;
- (i) **"Income Tax Act (Canada)"** means the Income Tax Act, R.S.C. 1985, chapter 1 (5th Supplement) as amended from time to time or any successor statutes;
 - (j) **"individual"** means a natural person, a human being;
 - (k) **"Insolvency Event"** means the winding-up, liquidation or dissolution of a company, the institution of proceedings to be adjudicated as bankrupt or insolvent under the Bankruptcy and Insolvency Act (Canada) or any analogous laws, the consenting to the institution of such proceedings, the consenting to the filing of any petition under the Bankruptcy and Insolvency Act (Canada) or to the appointment of a receiver or receiver manager, the making of a general assignment for the benefit of creditors, the filing of a proposal to settle payment of creditors' liabilities, the admission in writing of insolvency or the taking of any action in furtherance of any of the above;
 - (l) **"Insolvent"** means a person who is or was the subject of an Insolvency Event and, for greater certainty, has not ceased to be the subject of an Insolvency Event or has not been absolutely discharged from bankruptcy at the relevant time;
 - (m) **"Membership Committee"** means the membership committee established by the Board;
 - (n) **"ordinary resolution"** means either of the following:
 - (i) a resolution passed at a general meeting by a simple majority of the votes cast by the voting members; or
 - (ii) a resolution consented to in writing, after being sent to all of the voting members, by at least 2/3 of the voting members;
 - (o) **"qualified recipient"** means:
 - (i) if the Society is a charity, a qualified donee as defined in section 149.1(1) the Income Tax Act (Canada); or
 - (ii) if the Society is not a charity, a qualified recipient as defined in section 1 of the Societies Act;

- (p) **“Registered Office”** means the Society’s registered office in British Columbia as required under section 18 of the Societies Act and as filed with the Registrar from time to time pursuant to section 19 of the Societies Act;
- (q) **“Registrar”** means the individual appointed as the Registrar of Companies under section 400 of the Business Corporations Act of British Columbia;
- (r) **“Regulations”** means and includes the Societies Act Societies Regulation and any other regulations which may be made by the Lieutenant Governor in Council pursuant to the Societies Act;
- (s) **“Societies Act”** means the Societies Act [SBC 2015] chapter 18 as amended from time to time or any successor statutes;
- (t) **“special resolution”** means either of the following:
 - (i) a resolution passed at a general meeting by at least 3/4 of the votes cast by the voting members; or
 - (ii) a resolution consented to in writing by all of the voting members.

Definitions in Act Apply

1.2 The definitions in the Societies Act on the date these Bylaws become effective apply to these Bylaws.

Conflict with Act or Regulations

1.3 If there is a conflict between these Bylaws and the Societies Act or the Regulations, the Societies Act or the Regulations, as the case may be, prevail.

Standard Interpretation

1.4 For the purposes of interpretation and construction of these Bylaws, the singular shall mean and include the plural and vice versa and any gender shall mean and include all of the genders and references to person or persons shall include a corporation or corporations or any other body corporate or incorporated entity or entities save and except where the contrary intention appears. The titles and subtitles of these Bylaws are inserted and included for the purposes of convenience only and shall not be used in the interpretation or construction of these Bylaws.

PART 2. MEMBERS

Classes of Members

2.1 The Society shall have the following classes of membership:

- (a) voting members; and
- (b) non-voting members.

Existing Members

2.2 Each person who is a member in good standing of the Society at the time these Bylaws are approved (an “existing member”) shall be deemed to be a voting member. If the term of an existing member was not specified when that existing member became a member or last renewed his or her membership, then that existing member’s term of membership shall be deemed to expire on December 31, 2019.

Admission as Member

2.3 Any person may apply for admission as a member of the Society by submitting a written application for membership to the Society.

2.4 An application for membership shall be in the form established by the Membership Committee and must contain the following information together with any other information as may be requested by the Membership Committee from time to time:

- (a) the class of membership for which the applicant is applying;
- (b) the applicant’s personal information, including:
 - (i) where the applicant is an individual, the applicant’s full legal name, age, mailing address and contact information; and
 - (ii) where the applicant is not an individual, the full legal name of the applicant, the full legal name of the applicant’s representative, and the contact information for the applicant’s representative;
- (c) the applicant’s contact information for receiving records of notice from the Society, including, without limiting the generality of the foregoing, notices of general meetings, member’s resolutions to be consented to in writing, membership renewals and notices of default by a member; and
- (d) if the applicant is applying for a voting membership, the Membership Committee may require additional information that is not required for an application for a non-voting membership.

2.5 All applications for membership shall be reviewed and considered by a designate of the Membership Committee. The decision to admit a person as a member shall be under the authority of the Membership Committee or its designate.

2.6 Notwithstanding anything to the contrary, a person shall not be admitted as a voting member if any one or more of the following circumstances apply to such person at such time:

- (a) if the person is an individual and is:
 - (i) Incapacitated; or
 - (ii) under the Age of Majority; or
 - (iii) an employee of the Society;
- (b) in any case, if the person is Insolvent.

2.7 A decision to admit a person as a member of the Society shall require either:

- (a) a simple majority vote of the Membership Committee; or
- (b) if a designate is so authorized by the Membership Committee, a decision of the designate.

2.8 For greater certainty, the Membership Committee may establish rules and procedures for membership applications, the renewal of memberships by members, the collection of dues and the maintenance of a membership list.

2.9 The Board shall determine the annual membership dues (if any) or any other contributions required for membership and if no such dues, or contributions are specified then no dues, or contributions shall be payable.

Rights and Obligations of Members

2.10 Upon admission as a member of the Society, each member has the rights and obligations as attached to such person's class of membership as set out in Part 22 of these Bylaws.

Termination of Membership

2.11 A person's membership in the Society terminates when any of the following events occur:

- (a) the member's term of membership expires, if any;
- (b) the member becomes Insolvent;
- (c) where the member is an individual, the member becomes Incapacitated;
- (d) where the member is an individual, the member dies;
- (e) where the member is not an individual, the member dissolves or otherwise ceases to exist;
- (f) the member resigns in accordance with Bylaw 2.12;
- (g) the member is a Defaulting Member as defined in Bylaw 22.4;

- (h) the Membership Committee determines that the member cannot be located by the Society in accordance with guidelines established by the Membership Committee;
- (i) the member is expelled by special resolution in accordance with section 70(3) of the Societies Act.

Resignation of Member

2.12 A member of the Society who wishes to resign from one or more classes of membership must deliver a written resignation to the Society or send a written resignation to the Society and in either event such a written resignation must set out the class or classes of membership from which the member wishes to resign and the date of such resignation.

2.13 Notwithstanding Bylaw 2.12, the resignation of a member takes effect on:

- (a) the date that the written resignation is received by the Society in accordance with section 31 of the Societies Act; or
- (b) if the written resignation specifies that the resignation is to take effect on a specified date, the beginning of the day on the specified date.

Members may Re-Apply

2.14 A member who has ceased to be a member in accordance with these Bylaws may subsequently re-apply for membership.

Membership Not Transferable

2.15 A membership is not transferable.

PART 3. GENERAL MEETINGS OF MEMBERS

Annual General Meetings

3.1 Subject to Bylaws 3.2, 3.3, and 3.4, the Board must call annual general meetings so that an annual general meeting is held in each calendar year.

3.2 Notwithstanding Bylaw 3.1, the Society may make an application to the Registrar on or before December 31 of a calendar year in which an annual general meeting of the Society must be held under Bylaw 3.1, requesting that the Registrar authorize the Society, on any terms the Registrar considers appropriate, to hold the annual general meeting on or before a specified date that is not later than March 31 of the calendar year immediately following that calendar year.

3.3 In the event that the Registrar makes an authorization referred to in Bylaw 3.2:

- (a) the meeting must be held on or before the date specified by the Registrar; and

- (b) if the meeting is held in accordance with Bylaw 3.3(a), the meeting is deemed, for the purposes of the Societies Act and these Bylaws, to have been held in the preceding calendar year and not in the calendar year in which the meeting is actually held.

Deemed Annual General Meeting

3.4 Notwithstanding the foregoing Bylaws, an annual general meeting is deemed, for the purposes of the Societies Act and these Bylaws, to have been held in accordance with Bylaw 3.1 if:

- (a) the matters that must, under the Societies Act and these Bylaws, be dealt with at that meeting, including the matters described under Bylaw 3.10(k), are dealt with in a resolution; and
- (b) all of the voting members consent in writing to the resolution on or before the date by which the annual general meeting must be held under this Part.

3.5 If an annual general meeting is deemed to have been held under Bylaw 3.4:

- (a) the meeting is deemed to have been held on the date on which the last voting member consents to the resolution referred to in Bylaw 3.4 or on any later date, specified in such resolution, that falls on or before the date by which the annual general meeting must be held under this Part; and
- (b) the requirements under the Societies Act and these Bylaws in respect of calling, giving notice of and holding the annual general meeting are deemed to have been met.

General Meetings

3.6 Subject to the requirements for calling and holding annual general meetings set out in the Societies Act and the foregoing Bylaws, the Board may at any time call a general meeting to be held at the time and location in British Columbia determined by the Board.

Notice of General Meeting

3.7 Written notice of the date, time and location of a general meeting must be sent to every voting member of the Society, as defined in Bylaw 22.1, and the Society's auditor (if any) at least 14 days before the meeting and not more than 60 days before the meeting.

3.8 The accidental omission to send notice of a general meeting to a voting member, or the non-receipt of notice by a member, does not invalidate any proceedings at the meeting.

Notice of Special Resolutions

3.9 Notice of a general meeting must include the text of any special resolution to be submitted to the meeting.

Business at General Meeting

3.10 The business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) adoption of rules of order, if any;
- (d) approve the agenda;
- (e) approve the minutes from the last general meeting;
- (f) deal with unfinished business from the last general meeting;
- (g) receive any reports of directors' activities and decisions since the previous general meeting;
- (h) business arising out of a report of the directors not requiring the passing of a special resolution;
- (i) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (j) terminate or adjourn the meeting; and
- (k) if the meeting is an annual general meeting, the following business must occur in addition to the foregoing:
 - (i) receive the financial statements of the Society;
 - (ii) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements;
 - (iii) elect directors; and
 - (iv) appoint an auditor, if required.

Chair of General Meeting

3.11 The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair, then:

- (i) the president;
- (ii) the vice-president, if the president is unable to preside as the chair; or
- (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate Chair of General Meeting

3.12 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum Required

3.13 Business, other than the election of an alternate chair of the meeting (if necessary) and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for General Meetings

3.14 The quorum for the transaction of business at a general meeting is seven (7) voting members provided that if the Society has fewer than seven (7) voting members, the quorum for the transaction of business at a general meeting is a majority of the voting members.

Lack of Quorum at Commencement of Meeting

3.15 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present:

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated; and
- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for the purposes of that meeting.

If Quorum Ceases to be Present

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

Adjournments by Chair

3.17 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of Continuation of Adjourned General Meeting

3.18 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Methods of Voting at General Meeting

3.19 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before such a vote, three (3) or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot. For greater certainty, indirect or delegate voting or voting by mail or another means of communication, including fax or electronic mail (other than a consent resolution in writing), is not permitted.

Announcement of Result

3.20 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy Voting not Permitted

3.21 Voting by proxy is not permitted.

Matters Decided by Ordinary Resolution

3.22 Any matter to be decided by the voting members must be decided by ordinary resolution unless the matter is required by the Societies Act or these Bylaws to be decided by special resolution.

PART 4. DIRECTORS

Minimum Number of Directors

- 4.1 Provided that the Society is not a member-funded society, the following provisions apply:
- (a) the Society must have that number of directors, being no less than three (3), as may be determined by ordinary resolution from time to time;

- (b) in the absence of a determination made pursuant to Bylaw 4.1(a), the Society must have a minimum of three (3) directors; and
- (c) at least one (1) of the directors must be ordinarily resident in British Columbia.

4.2 If the Society becomes a member-funded society at any time for any reason whatsoever, the following provisions shall apply:

- (a) the Society must have that number of directors, being no less than one (1), as may be determined by ordinary resolution from time to time;
- (b) in the absence of a determination made pursuant to Bylaw 4.2(a), the Society must have a minimum of one (1) director; and
- (c) none of the directors need be ordinarily resident in British Columbia.

Maximum Number of Directors

4.3 The Society may, from time to time, by ordinary resolution set the maximum number of directors, or change the maximum number of directors.

Election of Directors

4.4 At each annual general meeting, the voting members must consider the election of individuals as directors. The voting members may elect or re-elect, as the case may be, by ordinary resolution, any number of directors provided always that the number of directors does not fall below the minimum number of directors required under Bylaw 4.1 or 4.2, as the case may be, and does not exceed the maximum, if any, set under Bylaw 4.3.

4.5 The Okanagan Military Museum Society may, at its discretion, nominate up to 25% of the directors.

Director Must Consent

4.6 The election or appointment of an individual as a director is not valid unless:

- (a) the individual consents in writing to be a director of the Society; or
- (b) the election or appointment is made at a meeting at which the individual is present and the individual does not refuse, at the meeting, to be a director.

When Director Ceases to be a Director

4.7 A director of the Society ceases to be a director of the Society when any of the following events occur:

- (a) the director's term of office expires;

- (b) the director becomes Incapacitated;
- (c) the director ceases to be qualified to act as a director in accordance with section 44 of the Societies Act;
- (d) the director dies;
- (e) the director resigns in accordance with Bylaw 4.7;
- (f) the director is removed from office in accordance with section 50(1) of the Societies Act.

4.8 A resignation of a director takes effect on the later of:

- (a) the date that the written resignation is received by the Society in accordance with section 31 of the Societies Act; and
- (b) if the written resignation specifies that the resignation is to take effect on a specified date, on a specified date and time or on the occurrence of a specified event:
 - (i) if a date is specified, the beginning of the day on the specified date;
 - (ii) if a date and time are specified, the date and time specified; or
 - (iii) if an event is specified, the occurrence of the event.

Appointment of Director to Fill a Vacancy

4.9 In the event that a director ceases to be a director of the Society for any reason pursuant to Bylaw 4.7 except for the expiration of term under Bylaw 4.7(a), the Board may, in their absolute discretion, appoint an individual as a director to fill such vacancy provided always that the number of directors does not exceed the maximum number of directors, if any, set under Bylaw 4.3.

Appointment of an Additional Director

4.10 Notwithstanding Bylaw 4.3, the voting members may, in their absolute discretion, appoint, by ordinary resolution, an individual as an additional director at any time.

Term of Office for Elected Directors and Appointed Directors

4.11 Each director elected pursuant to Bylaw 4.4 shall serve until the close of the next annual general meeting after such director's election.

4.12 Each director appointed to fill a vacancy pursuant to Bylaw 4.9 or appointed as an additional director pursuant to Bylaw 4.10, as the case may be, shall serve until the close of the next annual general meeting after such director's appointment.

Directors Need not be Members

4.13 For greater certainty, an individual need not be a member of the Society to be eligible to be a director of the Society.

Director Continues if no Successor Elected or Appointed

4.14 Notwithstanding anything in these Bylaws to the contrary, if no individual is elected or appointed to fill a vacancy in the directors as a consequence of Bylaw 4.6(a) or 4.7(e) and the result is that the number of directors would fall below the minimum number of directors required under the Societies Act, the individual who would otherwise cease to act as a director continues to hold office until such time as an individual is elected or appointed to fill such vacancy provided such individual is willing to continue to act as a director.

PART 5. PROCEDURES OF THE BOARD

Rules of Conduct

5.1 Subject to Bylaws 5.2, 5.3, 5.4, 5.5, and 5.6, the Board may adopt any rules and regulations which they from time to time deem proper to govern their own procedure and all questions requiring action by the Board.

Decision-Making of the Board

5.2 All decisions required to be made by the Board shall be made as follows:

- (a) if there is only one director, by:
 - (i) a resolution consented to in writing by the director (a “consent resolution”); or
 - (ii) an instrument in writing signed and dated by the director; and
- (b) if there is more than one director, by:
 - (i) a resolution passed by a majority of the directors in attendance at a meeting of the Board when a quorum is present;
 - (ii) a resolution, after being sent to all of the directors, consented to in writing, by at least 75% of the directors (a “consent resolution”); or
 - (iii) an instrument in writing signed and dated by all of the directors.

Any such resolution recorded in minutes of a meeting of the Board or consent resolution or instrument in writing, as the case may be, will, for all purposes of the Societies Act and the Bylaws, be deemed to be the decision, act, or exercise of power of the Board made on the date indicated on such minutes, consent resolution, or instrument in writing.

Meetings of the Board

5.3 If there is more than one director, the President, or any three directors, is entitled to call a meeting of the Board to be held at the time and place determined by such director, provided that notice of such meeting shall be sent in the manner provided in Bylaw 5.5 to each director. No formal notice shall 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 other directors. If so approved by the Board, a meeting of the Board may also be held, or any director may participate in any meeting in which he or she is entitled to participate, by telephone or other electronic means so long as all the directors participating in the meeting are able to communicate with each other. All such directors so participating in any such meeting shall be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing rules, shall be entitled to vote by voice or written vote recorded by the recording secretary of such meeting.

Quorum for Meetings of the Board

5.4 A quorum at any meeting of the directors shall be a majority of the directors then in office.

Notice of Board Meeting

5.5 Written notice of the date, time and location of a Board meeting must be sent to every director at least 2 days before the meeting and not more than 365 days before the meeting.

Proceedings Valid Despite Omission to Give Notice

5.6 The accidental omission to give notice of a Board meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

PART 6. BOARD POSITIONS

Election or Appointment to Board Positions

6.1 At the first meeting of the Board after an annual general meeting, the Board may elect an executive committee of the Society. The executive committee shall consist of a president, vice president and such other positions as the Board shall decide.

6.2 Each member of the executive committee shall have the duties, responsibilities, and obligations set out for such position as shall be determined by the Board.

6.3 Subject to Bylaw 6.4, the term of each member of the executive committee shall be determined by the Board.

6.4 A director who is a member of the executive committee ceases to be a member of the executive committee, when any of the following events occur:

- (a) the term of such person expires in accordance with Bylaw 6.3;
- (b) the person ceases to be a director in accordance with Bylaw 4.6;
- (c) the person is removed from the executive committee by the Board; or
- (d) the person resigns from the executive committee.

6.5 The resignation of a member of the executive committee in accordance with Bylaw 6.4(d) takes effect on the later of:

- (a) the date that the written resignation is received by the Society in accordance with section 31 of the Societies Act; and
- (b) if the written resignation specifies that the resignation is to that effect on a specified date, on a specified date and time or on the occurrence of a specified event:
 - (i) if a date specified, the beginning of the day on the specified date;
 - (ii) if a date and time are specified, the date and time specified; or
 - (iii) if an event is specified, the occurrence of the event.

Directors at Large

6.6 If a director is not at the relevant time a member of the executive committee, then such director shall be known as a “director at large”.

Role of President

6.7 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of Vice-President

6.8 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

PART 7. GENERAL POWERS & RIGHTS OF DIRECTORS

Management of Property and Affairs

7.1 The Board shall manage, or supervise the management of, the activities and the internal affairs of the Society.

Exercise of Powers

7.2 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 voting members, but subject, nevertheless, to the provisions of:

- (a) all laws affecting the Society;
- (b) these Bylaws; and
- (c) any other rules and policies, not being inconsistent with these Bylaws, which are made from time to time by the voting members.

7.3 No rule or policy made by the voting members invalidates a prior act of the Board that would have been valid if that rule had not been made.

Validity of Acts of Directors

7.4 An act of a director is not invalid merely because of a defect in the director's designation, election or appointment or in the qualifications of that director.

7.5 An act of the Society is not invalid merely because:

- (a) fewer than the required number of directors have been elected or appointed;
- (b) the residency requirements (if any) for any one or more of the directors have not been met; or
- (c) a majority of the directors, contrary to section 41 of the Societies Act, receive or are entitled to receive remuneration from the Society under contracts of employment or contracts for services.

Remuneration of Directors

7.6 No director shall be entitled to receive remuneration for being a director, but the Society may, subject to the Societies Act, pay a director for services provided by the director to the Society in another capacity.

Directors' Expenses

7.7 A director shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society provided that such expenses have been approved in advance by the president, or, if not approved in advance, approved after the fact by the Board.

Restriction on Distribution or Disposition of Assets

7.8 The voting members may, by special resolution, designate any one or more of the Society's assets or class of assets as "Restricted Assets".

7.9 Notwithstanding any other provision in these Bylaws, the Society must not distribute any Restricted Asset without prior authorization of the voting members by special resolution. For greater certainty, a distribution of any Restricted Asset shall, for the purposes of this Bylaw 7.9, mean and include any sale, gift, donation, transfer, exchange, redemption, surrender, or any other disposition of such Restricted Asset.

PART 8. FINANCIAL CONTRIBUTIONS & EXPENDITURES

Fundraising

8.1 The Board shall have absolute discretion to determine how funds are raised.

Financial Goals

8.2 The Board may establish long-term financial goals for reserves or for property acquisitions and the Board may establish donor designated funds and may set the terms and conditions of such funds.

Right to Incur Expenses

8.3 Notwithstanding the foregoing, the Board shall have the absolute right to incur expenses and, subject to Bylaws 7.6 and 7.7, spend the Society's funds in the manner it deems to be in the best interests of the Society and in furtherance of the Society's purposes.

Financial Contributions from Members

8.4 The Society may solicit financial contributions from time to time from its members. Such financial contributions may be in the form of gifts or loans having such terms and conditions as shall be approved by the Board.

PART 9. INVESTMENT & BORROWING

Investment of Funds

9.1 In investing the funds of the Society, the Board shall not be limited to securities and investments in which trustees are authorized by law to invest, but may make any investments which in the Board's opinion are prudent including, without limitation, investments in which a prudent investor might invest. Subject to the provisions of the Societies Act, a director shall not be liable for any loss which may result from any such investment.

Borrowing Power

9.2 In order to carry out the purposes of the Society the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and in particular but without limiting that power, by the issue of a mortgage or a debenture.

Mortgages and Debentures

9.3 A mortgage or a debenture must not be issued without the authorization of a special resolution.

Restriction

9.4 The voting members may, by special resolution, restrict the borrowing powers of the Board and such restriction imposed may be altered, modified, or removed by special resolution.

PART 10. SENIOR MANAGERS, EMPLOYEES, AND SERVICE PROVIDERS

Senior Managers

10.1 The Board may, by Board Resolution, 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. The Executive Director of the Society is a senior manager.

Society may have Employees

10.2 The Society may employ one or more persons as employees of the Society as the Board deems necessary from time to time and the Board may determine the duties, responsibilities, remuneration and other conditions of employment.

Directors Prohibited from Being Employees

10.3 No employee of the Society may serve as a director.

Society may Engage Professional Services

10.4 Subject to Bylaw 16.1(c), the Board may appoint or retain or engage any self-employed individual, firm, business or corporation to provide professional services to the Society upon such terms and conditions as the Board shall determine.

PART 11. CONFLICTS OF INTEREST

Disclosable Interests

11.1 This Part applies to a director of the Society who has a direct or indirect material interest in:

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

Director with Disclosable Interest may not Vote

11.2 A director to whom this Part applies must disclose such interest to the other directors pursuant to sections 56(2) and 56(3) of the Societies Act and, subject to Bylaw 11.4, is not entitled to participate in any discussion or vote on or otherwise consent to a Board Resolution in respect of such contract, transaction, or matter.

11.3 If this Part applies to one or more, but not all, of the directors of the Society with respect to a particular contract, transaction, or matter and the result is that at least one or more directors are entitled to vote on or otherwise consent to a Board Resolution, then those directors who are entitled to vote or consent, as the case may be, shall be deemed to be all of the directors for the purposes of calculating quorum or circulating a consent resolution, as the case may be.

Directors may Vote if all Directors have Disclosable Interest

11.4 Notwithstanding the foregoing and pursuant to section 56(4) of the Societies Act, if this Part applies to all directors of the Society with respect to a particular contract, transaction, or matter and all directors have disclosed their respective interests pursuant to section 56 of the Societies Act, then any or all of the directors may participate in any discussion or vote on or otherwise consent to a Board Resolution in respect of such contract, transaction or matter.

Exceptions

11.5 Notwithstanding Bylaw 11.1 and subject to the Societies Act, this Part does not apply to a director of the Society in respect of a contract, transaction or matter that relates to any of the following:

- (a) reimbursement to the director by the Society of the director's expenses as described in Bylaw 7.7;
- (b) indemnification of or payment to the director under Part 12; and
- (c) the purchase or maintenance of insurance, referred to in Bylaw 12.13, for the benefit of the director.

PART 12. INDEMNIFICATION

Definitions

12.1 In this Part:

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

Indemnities and Payment of Expenses for Eligible Proceedings

12.2 Subject to Bylaws 12.10 and 12.11, each eligible party and eligible party’s representative shall be indemnified by the Society against all penalties to which the eligible party or the eligible party’s representative is or may be liable in respect of an eligible proceeding and after the final disposition of an eligible proceeding, the Society shall pay the expenses actually and reasonably incurred by the eligible party or the eligible party’s representative.

12.3 For greater certainty, the Society shall, to the full extent permitted by the Societies Act, indemnify and hold harmless, every eligible party and their representatives.

Payment of Expenses for Eligible Proceedings in Advance

12.4 The Society may pay, as they are incurred in advance of the final disposition of an eligible proceeding, the expenses actually and reasonably incurred by an eligible party or a representative of the eligible party in respect of the eligible proceeding PROVIDED ALWAYS that the Society must not make such payments unless the Society first receives from the eligible party or the eligible party’s representative a written undertaking that, if it is ultimately

determined that the payment of expenses is prohibited under this Part, the eligible party or the representative will repay the amounts advanced.

Indemnity for Liabilities Undertaken on Behalf of the Society

12.5 Subject to the provisions of the Societies Act, the Board is authorized from time to time to give indemnities to any eligible party or other person who has undertaken or is about to undertake any liability on behalf of the Society or a subsidiary of the Society, and to secure such eligible party or other person against loss by mortgage and charge on the whole or any part of the real and personal property of the Society by way of security, and any action from time to time taken by the Board under this Bylaw shall not require approval or confirmation by the voting members.

Ratification by Voting Members

12.6 The Board may submit any contract, act, or transaction to the voting members for approval, ratification, or confirmation and any contract, act, or transaction so approved, ratified, or confirmed by ordinary resolution (unless any different or additional requirement is imposed by the Societies Act or these Bylaws) shall be as valid and as binding upon the Society and upon all the voting members as though it had been approved, ratified, and confirmed by every voting member of the Society.

Eligible Party Not Liable for Other Eligible Parties

12.7 Subject to the provisions of the Societies Act, no eligible party shall be liable for the acts, neglects, or defaults of any other eligible party or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Society shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any funds or property in the Society shall be lodged or deposited, or for any other loss, damage or misfortune whatsoever which may happen in the execution of the such eligible party's duties of office or trust or in relation thereto, unless all or any of the same shall happen by or through the wilful act, default or neglect of such eligible party.

Application to Court

12.8 The Society shall apply to the court for any approval of the court that may be required to make the indemnities herein effective and enforceable.

Deemed Contract and Continuation of Indemnity

12.9 Each eligible party of the Society on being elected, or appointed shall be deemed to have contracted with the Society upon the terms of the indemnities set out in this Part. Such indemnities shall continue in effect with regard to actions arising out of the time that such

eligible party held such office notwithstanding that such eligible party may no longer continue to hold such office.

Indemnities Prohibited

12.10 Notwithstanding anything in these Bylaws to the contrary, the Society must not indemnify or pay the expenses of an eligible party or a representative of the eligible party in respect of an eligible proceeding, in either of the following circumstances:

- (a) if, in relation to the subject matter of the eligible proceeding, the eligible party did not act honestly and in good faith with a view to the best interests of the Society or the subsidiary of the Society, as the case may be; or
- (b) in the case of an eligible proceeding other than a civil proceeding, if the eligible party did not have reasonable grounds for believing that the eligible party's conduct, in respect of which the eligible proceeding was brought, was lawful.

12.11 Notwithstanding anything in these Bylaws to the contrary, if an eligible proceeding is brought by or on behalf of the Society, or a subsidiary of the Society, the Society must not indemnify or pay the expenses of an eligible party or a representative of the eligible party in respect of the eligible proceeding unless the court, on the application of the Society, approves the indemnification or payment of expenses.

Failure to Comply does not Invalidate Indemnity

12.12 The failure of an eligible party to comply with the provisions of the Societies Act, the Constitution of the Society, or these Bylaws shall not invalidate any indemnity to which such eligible party or a representative of such eligible party is entitled under this Part.

Insurance

12.13 The Society may purchase and maintain insurance, for the benefit of an eligible party or a representative of an eligible party, against any liability incurred by reason of the eligible party being or having been a director or senior manager of the Society or holding or having held an equivalent position in a subsidiary of the Society.

PART 13. COMMITTEES

Board may Establish Committees

13.1 The Board may create such standing and special committees as may from time to time be required which may be in whole or in part composed of directors or other persons as the Board thinks fit. The Board must set out in written terms of reference the purposes, size, composition, and term of a committee in order for such committee to be properly constituted.

Powers of Committees Limited

13.2 A committee shall limit its activities to the purpose or purposes for which it is appointed, and shall have no powers except those specifically conferred by the Board. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period or task only and upon completion of the specified time period or the task for which it was appointed, a special committee shall automatically be dissolved.

13.3 All committees must report to the Board. While committees may make recommendations to the Board, unless specified otherwise in these Bylaws, the Board may not delegate its decision-making authority to a committee.

Rules of Conduct for Committees

13.4 A committee, in the exercise of the powers delegated to it, shall conform to any rules that may from time to time be imposed by the Board, and shall 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 directs.

13.5 The Board shall appoint a chair for each committee. The members of a committee may meet and adjourn as the chair shall think proper and meetings of committees shall be governed mutatis mutandis by the rules set out in these Bylaws governing proceedings of the Board.

PART 14. ADVISORY COUNCIL

Purpose and Powers of Advisory Council

14.1 The Board may establish an Advisory Council to provide advice and counsel to the Board on broad issues of policy and vision. The Advisory Council shall not be directors, shall not perform the functions of the Board, and shall not have the legal powers to direct the acts and operations of the Society.

Advisory Council to Follow Direction of the Board

14.2 The Board shall determine the size, composition, and specific functions of the Advisory Council. The Board may appoint persons to the Advisory Council, determine the terms of each appointment, and remove a person from the Advisory Council before the expiry of such person's term.

14.3 The president shall act as chair of the Advisory Council.

14.4 The Advisory Council may hold meetings at such time and place as is determined by the Board and shall conform to any rules that may from time to time be imposed on it by the Board.

PART 15. SEAL

15.1 The Board may provide a common seal for the Society and the Board shall have power from time to time to destroy a seal and substitute a new seal in its place.

15.2 The common seal shall be affixed only when authorized by the Board, and then only in the presence of the individual or individuals authorized by the Board or, if no individual or individuals are so authorized, in the presence of any two directors.

PART 16. AUDITOR

16.1 The Society shall not have an auditor unless:

- (a) the Society is required to have an auditor under the Regulations;
- (b) an auditor is appointed by a Board Resolution; or
- (c) an auditor is appointed by an ordinary resolution.

PART 17. DISTRIBUTION OF RECORDS

How Record is Sent

17.1 Pursuant to the Societies Act, a record, including for greater certainty any notice to which a person is entitled under the Societies Act or these Bylaws, shall be deemed to be sent by or to a person if the record is:

- (a) sent by mail to the intended recipient's most recent mailing address known to the sender;
- (b) sent by delivery to the intended recipient in accordance with the Societies Act;
- (c) sent by email or fax if the intended recipient has provided an email address or fax number for that purpose; or
- (d) made available for pick-up at the Society's Registered Office or such other office address of the Society as is provided by the Society to the recipient for such purpose.

Date Record is Deemed to Have Been Sent

17.2 A record sent by mail shall be deemed to have been sent on the second day, not including Saturdays, Sundays, and statutory holidays, following that on which the record was posted. In proving that the record has been sent it is sufficient to prove the record 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 record,

a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such record by mail, then such record shall only be effective when actually received.

17.3 Any record sent by delivery, email, fax or other electronic means shall be deemed to have been sent on the day it was so delivered, emailed, faxed or otherwise sent.

17.4 Any record sent by making such record available for pick-up at the Society's Registered Office or other office address shall be deemed to have been sent on the day it is so picked-up.

Calculation of Days

17.5 For the purposes of calculating how many days elapse between the date a record is sent and a particular event including, for greater certainty, the calculation of how many days' notice has been sent for a general meeting or meeting of the Board, the day the record is sent or deemed to have been sent shall not be counted, but the day on which the event occurs or, in the case of notice of a meeting, is intended to occur shall be counted.

PART 18. MISCELLANEOUS

Consent Resolutions

18.1 A resolution, after being sent to all of the directors, consented to in writing by 75% of the directors or a resolution consented to in writing by all of the voting members, is valid and effectual as if it had been passed at a duly called and constituted meeting of the persons entitled to vote on such resolution. Such a resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. All copies of such resolution bearing a signature of a person entitled to vote on such resolution sent by electronic means will for all purposes be treated and accepted as an original copy. Such resolution shall be filed with minutes of the proceedings of the persons entitled to vote on such resolution and, subject to the Societies Act, shall 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.

Signing authority

18.2 A contract or other agreement to be signed by the Society must be signed on behalf of the Society:

- (a) by the president, together with one other director;
- (b) if the president is unable to provide a signature, by the vice-president together with one other director;
- (c) if the president and vice-president are both unable to provide signatures, by any two (2) other directors;

- (d) if the president and vice-president are both unable to provide signatures and there are fewer than two (2) directors of the Society at such time, by the sole director; or
- (e) in any case, by one or more individuals authorized by a Board Resolution to sign such contract or agreement on behalf of the Society.

Collaboration with Other Entities

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

18.4 The Society may collaborate with other organizations or institutions and may enter into financial and/or operating arrangements with other organizations or institutions to further the purposes of the Society; however by so doing, the Society shall not become or be deemed to be a partner, branch or subsidiary of any other organization or institution.

PART 19. PURPOSES

19.1 The purpose of the Society is to be organized and operated as a charity. If the Society is a charity, no part of the income of the Society shall be payable to, or otherwise available for, the benefit of any member, and the Society will comply with all requirements for a charity set out in the Income Tax Act (Canada).

19.2 If the Society is not a charity, the Society shall be organized and operated exclusively for a purpose other than profit, and no part of the Society's income is payable to, or otherwise available for, the personal benefit of any of its members, in accordance with the definition of "non-profit organizations" set out in section 149(1)(l) of the Income Tax Act (Canada).

PART 20. WIND-UP, LIQUIDATION OR DISTRIBUTION

Restrictions on Distributions

20.1 The Society must not distribute any of its money or other property other than:

- (a) for full and valuable consideration;
- (b) in furtherance of the purposes of the Society;
- (c) to a qualified recipient;
- (d) for a distribution required or authorized by the Societies Act, including, without limitation, a distribution made in accordance with the Societies Act on the Society's dissolution, or liquidation and dissolution, or for a distribution otherwise required by law; or

- (e) for a distribution that is:
 - (i) of a type authorized by the Regulations; and
 - (ii) made in accordance with the Regulations.

Commencement of Liquidation or Wind-up

20.2 Subject to the Societies Act, the Society must not commence liquidation or winding-up without prior authorization of the voting members by special resolution.

Distribution of Property Before Dissolution or on Liquidation

20.3 Subject to any binding agreements relating to the disposition of the Society's assets, in the event that liquidation or winding-up has been authorized pursuant to Bylaw 20.2 and after all liabilities of the Society have been paid or adequate provision for such payment has been made, the remaining money or other property of the Society may be distributed to any qualified recipient or qualified recipients in such proportion or proportions as shall be:

- (a) specified in the special resolution referred to in Bylaw 20.2; or
- (b) if the special resolution of the members referred to in Bylaw 20.2 does not so specify, as determined by the Board.

PART 21. BYLAWS

Members Entitled to Copy of Constitution and Bylaws

21.1 On being admitted to membership, each member is entitled to receive a copy of the Constitution and Bylaws of the Society and, upon request, the Society shall provide each such member with a copy of the Constitution and Bylaws of the Society.

Alterations to Bylaws

21.2 These Bylaws must not be altered unless such alteration is authorized by special resolution.

PART 22. RIGHTS AND OBLIGATIONS OF MEMBERS

Right to Vote

22.1 The persons who are voting members at least 60 days prior to a general meeting of the Society shall be entitled to receive notice of and attend and vote at such a general meeting of the Society and shall be the only persons who are "voting members" for the purposes of the Societies Act and these Bylaws with respect to such a general meeting. Non-voting members shall not be entitled to receive notice of or attend or vote at general meetings of the Society.

Members not Entitled to Receive Income

22.2 Members of the Society shall not, in their capacities as members of the Society, be entitled to receive any income from the Society or to otherwise participate in the profits of the Society.

Obligation to Uphold Constitution and Bylaws

22.3 Every member must uphold the Constitution of the Society and must comply with these Bylaws.

Member not in Good Standing

22.4 Every member shall be deemed to be in good standing except a member who is a Defaulting Member as determined by the Membership Committee as a result of a Default described in Bylaw 22.5 (a “Defaulting Member”); and such member is not in good standing for so long as such member remains a Defaulting Member.

Default

22.5 An event of default (a “Default”) arises if a member fails to pay by the date designated by the Board such member’s current membership dues or any other amount owing by such member to the Society and such failure continues for 30 days.

Member not in Good Standing may not Vote

22.6 A member who is not in good standing:

- (a) is not entitled to receive notice of or attend a general meeting of the Society; and
- (b) may not vote at a general meeting of the Society; or
- (c) for the purposes of consenting to a resolution in writing, whether an ordinary resolution or a special resolution, is not entitled to receive or consent to any such resolution in writing.

22.7 For the purpose of determining whether or not an ordinary resolution or a special resolution has passed, a member who is not in good standing is not considered to be a member.