

SOCIETIES ACT (BRITISH COLUMBIA)
ASSOCIATION OF NURSES AND NURSE PRACTITIONERS OF BRITISH COLUMBIA
BYLAWS

PART 1. – INTERPRETATION

1.1 Definitions

In these Bylaws, unless the context otherwise requires:

- (a) “**Association**” means the “Association of Nurses and Nurse Practitioners of British Columbia”;
- (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 Association and exercising the powers of the Association;
- (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 two-thirds (2/3) of the Directors who would have been entitled to vote on the resolution in person at a meeting of the Board;
- (d) “**Bylaws**” mean these bylaws, and “**Bylaw**” means one of them;
- (e) “**Chair**” means the person elected as the Chair of the Association pursuant to PART 9;
- (f) “**College**” means the College of Registered Nurses of British Columbia, the College of Registered Psychiatric Nurses of British Columbia, the College of Licensed Practical Nurses of British Columbia or the college that results from the amalgamation of two or more of the preceding colleges under Part 2.01 of the *Health Professions Act*, R.S.B.C. 1996, c. 183;
- (g) “**Constitution**” means the constitution of the Association from time to time;
- (h) “**Councillors**” means those persons who have been elected or appointed as Councillors in accordance with these Bylaws and have not ceased to be Councillors, and a “**Councillor**” means any one of them;
- (i) “**Councils**” means the four Councils constituted pursuant to PART 5, and a “**Council**” means any one of them;
- (j) “**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;

- (k) “**Income Tax Act**” means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1, from time to time in force and all amendments thereto and includes all regulations and amendments thereto made pursuant to that Act;
- (l) “**Indigenous Councillor**” means the Councillor position on each Council filled by an indigenous nurse or nurse practitioner in accordance with Bylaw 5.10, and “**Indigenous Councillors**” means any two or more of them;
- (m) “**Interpretation Act**” means the *Interpretation Act*, R.S.B.C. 1996, c. 238, from time to time in force and all amendments thereto and includes all regulations and amendments thereto made pursuant to that Act;
- (n) “**Licensed Practical Nurse**” means a person registered with a College as a licensed practical nurse;
- (o) “**LPN Members**” means those persons who have become LPN Members in accordance with these Bylaws and who have not ceased to be LPN Members, and a “**LPN Member**” means any one of them;
- (p) “**Members**” means the RN Members, NP Members, LPN Members, RPN Members, Regular Members, Student Members, Non-Practicing Members or Retired Members in accordance with these Bylaws and, in either case, have not ceased to be members, and a “**Member**” means any one of them;
- (q) “**Non-Practicing Members**” means those persons who become Non-Practicing Members in accordance with these Bylaws and who have not ceased to be Non-Practicing Members, and a “**Non-Practicing Member**” means any one of them;
- (r) “**NP Members**” means those persons who have become NP Members in accordance with these Bylaws and who have not ceased to be NP Members, and a “**NP Member**” means any one of them;
- (s) “**Nurse Practitioner**” means a person registered with a College as a nurse practitioner;
- (t) “**Officers**” means those persons who have been elected as officers in accordance with these Bylaws, and an “**Officer**” means any one of them;
- (u) “**Ordinary Resolution**” means
 - (i) a resolution passed at a general meeting by the Members by a simple majority of the votes cast in person by those persons entitled to vote;
 - (ii) a resolution that has been submitted to the Members and consented to in writing by two-thirds (2/3) of the Members who would have been entitled to vote on the resolution in person at a general meeting of the Association, and a resolution so consented to is deemed to be an Ordinary Resolution passed at a general meeting of the Association; or
 - (iii) a resolution passed by a simple majority of the votes cast on the resolution by ballot or by a combination of ballot and votes cast in person at a general meeting of the Members in accordance with Bylaw 4.15;

- (v) “**Public Councillors**” means the Public Councillors that are appointed to a Council under Bylaw 5.12, and a “**Public Councillor**” means any one of them;
- (w) “**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;
- (x) “**Registered Nurse**” means a Person registered with a College as a registered nurse;
- (y) “**Registered Office**” means the registered office of the Association;
- (z) “**Registered Psychiatric Nurse**” means a person registered with a College as a registered psychiatric nurse;
- (aa) “**Registrar**” means the Registrar of Companies of the Province of British Columbia;
- (bb) “**Regular Members**” means those persons who become Regular Members in accordance with these Bylaws and who have not ceased to be Regular Members, and a “**Regular Member**” means any one of them;
- (cc) “**Retired Members**” means those persons who become Retired Members in accordance with these Bylaws and who have not ceased to be Retired Members, and a “**Retired Member**” means any one of them;
- (dd) “**RN Members**” means those persons who have become RN Members in accordance with these Bylaws and who have not ceased to be RN Members, and a “**RN Member**” means any one of them;
- (ee) “**RPN Members**” means those persons who have become RPN Members in accordance with these Bylaws and who have not ceased to be RPN Members, and a “**RPN Member**” means any one of them;
- (ff) “**Societies Act**” means the *Societies Act*, S.B.C. 2015, c. 18, from time to time in force and all amendments thereto and includes all regulations and amendments thereto made pursuant to that Act;
- (gg) “**Special Resolution**” means:
 - (i) a resolution passed at a general meeting by a majority of not less than two-thirds (2/3) of the votes cast in person by those persons entitled to vote;
 - (ii) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a general meeting of the Association, and a resolution so consented to is deemed to be a Special Resolution passed at a general meeting of the Association; or
 - (iii) a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on the resolution by ballot or by a combination of ballot and votes cast in person at a general meeting of the Members in accordance with Bylaw 4.15;

- (hh) “**Student Councillors**” means the Student Councillors that are appointed to a Council under Bylaw 5.12, and a “**Student Councillor**” means any one of them; and
- (ii) “**Student Members**” means those persons who become Student Members in accordance with these Bylaws and who have not ceased to be Student Members, and a “**Student Member**” means any one of them.

1.2 Societies Act and Interpretation Act Definitions Applicable

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

1.3 Headings

The headings used in these Bylaws are inserted for reference purposes only and are not to be construed or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

PART 2. – MEMBERSHIP

2.1 Members

The Members are those persons designated as Members in the amalgamation agreements pursuant to which the Association underwent one or more amalgamations, and those persons who have been accepted as Members by the Directors in accordance with the Bylaws and, in either case, have not ceased to be Members.

2.2 Classes of Membership

The Association will have the following Members:

- (a) Regular Members, which are comprised of: RN Members, NP Members, LPN Members, and RPN Members;
- (b) Student Members;
- (c) Non-Practicing Members; and
- (d) Retired Members.

2.3 Eligibility for and Admission of Regular Members

In order to join as one of the four classes of Regular Membership, a person must meet the following eligibility criteria:

- (a) a person must be registered as a Registered Nurse in order to become a RN Member;

- (b) a person must be registered as a Nurse Practitioner in order to become a NP Member;
- (c) a person must be registered as a Licensed Practical Nurse in order to become a LPN Member; and
- (d) a person must be registered as a Registered Psychiatric Nurse in order to become a RPN Member.

A person who is eligible to become a Regular Member will become a Regular Member on acceptance by the Directors, by Board Resolution or such other manner as may be determined by the Directors from time to time.

2.4 Eligibility for and Admission of Student Members, Non-Practicing Members and Retired Members

In order to become a Student Member, Non-Practicing Member or a Retired Member, a person may apply to the Directors for membership and must:

- (a) in the case of a Student Member, be a student enrolled in a nursing education program recognized by the Board as leading to registration as a registered nurse, nurse practitioner, licensed practical nurse, or registered psychiatric nurse; or
- (b) in the case of a Non-Practicing Member, be a non-practising registrant of a College; or
- (c) in the case of a Retired Member, have been a person who had been registered with a College or another association that represented a nursing profession in British Columbia or in another Canadian jurisdiction at some time.

A person will become a Student Member, Non-Practicing Member or a Retired Member on acceptance by the Directors, by Board Resolution or such other manner as may be determined by the Directors from time to time.

2.5 Questions as to Eligibility

In the case of any ambiguity or doubt as to whether a person is eligible to become a Member under Bylaw 2.3 or Bylaw 2.4, such ambiguity or doubt will be resolved by the Directors and their decision will be final and binding.

2.6 Membership not Transferable

Membership is not transferable.

2.7 Rights of Members

The Members shall have the following rights:

- (a) Regular Members will be entitled to vote on the election of Councillors pursuant to PART 5 and to receive notice of, attend, act at and vote at all meetings of the Members;
- (b) Student Members, Non-Practicing Members, and Retired Members will be entitled to receive notice of and attend all meetings of the Members but will not have the right to

act at or vote at any meeting of the Members or to vote on the election of Councillors pursuant to PART 5.

2.8 Cessation of Membership

A person will immediately cease to be a Member:

- (a) upon the date the Member resigns in writing; or
- (b) upon his or her death; or
- (c) upon his or her expulsion; or
- (d) if a Regular Member, upon ceasing to be registered with the College; or
- (e) upon failing to pay his or her annual membership fee within the time specified by the Directors; or
- (f) upon no longer meeting the eligibility requirements in Bylaw 2.3 or Bylaw 2.4.

2.9 Dues

The Directors may from time to time determine the annual membership fees, if any, payable by those in each class of Members.

2.10 Discipline and Expulsion of Members

The Members may, by a Special Resolution passed at a general meeting, discipline or expel any Member.

2.11 Statement of Reasons

The Association must send the Member notice of the Special Resolution for discipline or expulsion, including a brief statement of reasons.

2.12 Right of Member to Make Representations

The Member who is the subject of the proposed Special Resolution for discipline or expulsion is entitled to an opportunity to make representations at the general meeting before the Special Resolution is put to a vote.

2.13 Compliance with Constitution, Bylaws and Policies

Every Member will, at all times:

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

PART 3. – MEETINGS OF MEMBERS

3.1 Time and Place of General Meetings

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

3.2 Annual General Meetings

An annual general meeting of the Association will be held at least once in every calendar year.

3.3 Extraordinary General Meeting

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

3.4 Calling of Extraordinary General Meeting

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

3.5 Notice of General Meeting

The Association will give not less than fourteen (14) days' notice of a general meeting to those Members entitled to receive notice.

3.6 Contents of Notice

Notice of a general meeting will specify the date, time and location of the meeting and, in case of special business, the general nature of that business.

3.7 Notice of Special Resolutions

Notice of a general meeting must include the text of any Special Resolution to be submitted to the meeting.

3.8 Omission of Notice

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

PART 4. – PROCEEDINGS AT GENERAL MEETINGS

4.1 Special Business

Special business is:

- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
- (b) all business that is transacted at an annual general meeting, except:
 - (i) the adoption of rules of order;
 - (ii) consideration of the financial statements;

- (iii) consideration of the report of the Directors;
- (iv) consideration of the report of the auditor, if any;
- (v) the announcement of elected Councillors and appointed Directors;
- (vi) the appointment of the auditor, if any; and
- (vii) such other business that, under these Bylaws or any governing statutes, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors if the report was issued with the notice of the meeting.

4.2 Requirement of Quorum

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

4.3 Loss of Quorum

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

4.4 Quorum

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

4.5 Lack of Quorum

If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of Regular 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 thirty (30) minutes from the time appointed for the meeting, the Regular Members present will constitute a quorum.

4.6 Chairperson of General Meetings

The Chair of the Association will, subject to a Board Resolution appointing another person, act as chairperson of all general meetings; but if at any general meeting the Chair of the Association, or such person appointed by a Board Resolution, is not present within fifteen (15) minutes after the time appointed for the meeting or requests that he or she not act as chairperson of that meeting, the Directors present may choose one of their number to act as chairperson of that meeting.

4.7 Alternate Chairperson

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

4.8 Adjournment

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

4.9 Notice of Adjournment

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

4.10 Ordinary Resolution Sufficient

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

4.11 Entitlement to Vote

Each Regular Member is entitled to one (1) vote.

4.12 Method of Voting

Voting will be by show of hands, voice vote, or such other manner that adequately discloses the intentions of the Regular Members recorded by the secretary of the meeting, except that, if requested by any two Regular Members present at the meeting, a secret vote by written ballot will be required.

4.13 Seconding Resolutions

A resolution proposed at a meeting need not be seconded.

4.14 Announcement of Vote

Whenever a vote by show of hands or voice vote has been taken upon a question, unless a ballot is requested, a declaration by the chairperson of the meeting that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Association is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

4.15 Ballot Voting

Subject to the *Societies Act*, the Board may, at its sole discretion, permit voting by ballot on any business to be conducted at a general meeting and determine whether the vote will be conducted entirely by ballot or by a combination of ballot and in person voting at a general meeting.

4.16 Process for Ballot Voting

Where voting by ballot is permitted pursuant to Bylaw 4.15, the Board may determine whether the ballots will be done by mail, electronic transmission, personal delivery, or a combination of mail, electronic transmission or personal delivery. The Association will give each Member at least fourteen (14) days' notice of the text of the resolutions to be voted on, the opening and closing dates for casting a vote, and instructions on how to cast a vote. For a ballot to be valid,

the ballot must be cast in accordance with the instructions sent in the notice. If a meeting is conducted in conjunction with the ballot, for the purpose of determining quorum at the meeting, a Regular Member who has voted by ballot on a resolution is deemed to be present at the meeting. The Association will notify the Regular Members of the result of the electronic ballot within seven (7) days after the closing date.

4.17 Voting by Proxy

Voting by proxy is not permitted.

PART 5. – COUNCILS

5.1 Councils

There will be four Councils comprised of Councillors elected by the Regular Members and Councillors appointed under Bylaw 5.12. The Regular Members will elect the Councillors to the Councils on the following basis:

- (a) RN Members will elect the Councillors of the Registered Nurses Council;
- (b) NP Members will elect the Councillors of the Nurse Practitioners Council;
- (c) LPN Members will elect the Councillors of the Licensed Practical Nurses Council; and
- (d) RPN Members will elect the Councillors of the Registered Psychiatric Nurses Council.

5.2 Role of Councils

The role of each Council is as follows:

- (a) the Registered Nurses Council will represent the interests of Registered Nurses and advise the Board on their interests;
- (b) the Nurse Practitioners Council will represent the interests of Nurse Practitioners and advise the Board on their interests;
- (c) the Licensed Practical Nurses Council will represent the interests of Licensed Practical Nurses and advise the Board on their interests; and
- (d) the Registered Psychiatric Nurses Council will represent the interests of Registered Psychiatric Nurses and advise the Board on their interests.

Each Council will prepare an annual budget and provide a report to the Board on how any funds provided by the Board to the Council was spent on an annual basis. The Board may by Board Resolution establish terms of reference for the Councils which sets out the scope of the Councils' responsibilities. The Councils will conform to any rules that may from time to time be set out in the terms of reference. If the Association receives any funds for the purpose of one of the Councils, such Council will determine how those funds are used in accordance with its terms of reference.

5.3 Councillors

The number of Councillors on a Council will not be less than three (3) nor exceed fifteen (15).

5.4 Initial Councillors

The initial Councils are comprised of the following individuals when these Bylaws come into effect:

- (a) the Councillors of the Registered Nurses Council are comprised of the individuals who held or last held the position of directors of the Association of Registered Nurses of British Columbia (ARNBC) (“ARNBC”);
- (b) the Councillors of the Registered Psychiatric Nurses Council are comprised of the individuals who held or last held the position of directors of the Association of Registered Psychiatric Nurses of British Columbia (ARPNBC) (“ARPNBC”);
- (c) the Councillors of the Licensed Practical Nurses Council are comprised of the individuals named in the amalgamation agreements; and
- (d) the Councillors of the Nurse Practitioners Council are comprised of the individuals who held or last held the position of directors of British Columbia Nurse Practitioner Association (“BCNPA”).

The initial Councillors will have staggered terms of office and no more than a simple majority of the initial Councillors will hold office for a term ending in the same year. The Councillors of a particular Council may elect to have staggered terms of office on one of the following bases:

- (a) terms of office either ending at: (i) the end of the annual general meeting held in the year following the amalgamation; or (ii) the end of the annual general meeting held in the second year following the amalgamation; or
- (b) terms of office either ending at: (i) the end of an election of Councillors in the year these Bylaws came into effect; or (ii) the end of the annual general meeting held in the year following the amalgamation.

If an election of Councillors is held in the year these Bylaws came into effect and no annual general meeting is held that year, the election will be carried out in accordance with the procedure set out in Part 5, except the new Councillors will hold office commencing when the result of the election is announced to the Members who were entitled to vote on the election.

5.5 Election of Councillors

On an annual basis, the Board must set the dates for the election of Councillors. The process for the elections is as follows:

- (a) *Nominations.* The Association must receive all nominations of candidates for election as Councillors by the deadline set by the Board. In order to be valid, a nomination must:
 - (i) in the case of a candidate for the Registered Nurses Council, be signed by at least two RN Members and be consented to in writing by the candidate;
 - (ii) in the case of a candidate for the Nurse Practitioners Council, be signed by at least two NP Members and be consented to in writing by the candidate;

- (iii) in the case of a candidate for the Licensed Practical Nurses Council, be signed by at least two LPN Members and be consented to in writing by the candidate;
 - (iv) in the case of a candidate for the Registered Psychiatric Nurses Council, be signed by at least two RPN Members and be consented to in writing by the candidate;
- (b) *Acclamation.* If the number of candidates nominated for a Council do not exceed the number to be elected to such Council, the Board must declare that the candidates who were nominated are elected to the Council.
- (c) *Voting Procedure.* If the number of candidates nominated for a Council exceed the number to be elected to such Council, the Councillors will be elected by ballot as follows:
 - (i) *Registered Nurses Council.* Ballots containing the names of the candidates for the Registered Nurses Council must be sent to each RN Member, along with instructions on how to complete and submit or return the ballot;
 - (ii) *Nurse Practitioners Council.* Ballots containing the names of the candidates for the Nurse Practitioners Council must be sent to each NP Member, along with instructions on how to complete and submit or return the ballot;
 - (iii) *Licensed Practical Nurses Council.* Ballots containing the names of the candidates for the Licensed Practical Nurses Council must be sent to each LPN Member, along with instructions on how to complete and submit or return the ballot; and
 - (iv) *Registered Psychiatric Nurses Council.* Ballots containing the names of the candidates for the Registered Psychiatric Nurses Council must be sent to each RPN Member, along with instructions on how to complete and submit or return the ballot.

For a ballot to be valid, the ballot must be completed in accordance with the instructions sent with the ballot and submitted or returned by the deadline described in the instructions.

- (d) *Announcement of Vote:* The Board must declare elected the candidates for a particular Council who received the most votes.

5.6 Councillors' Terms of Office

The Councillors shall be elected for two (2) years, commencing at the close of the annual general meeting following their election and ending at the close of the annual general meeting in their second year of office.

5.7 Staggered Terms of Office for Councillors

The Councillors will have staggered terms of office. In the event that more than a simple majority of the elected Councillors of a Council will be elected in the same year, such Council

may determine that one or more of the Councillors' offices to be filled will have a one (1) year term of office.

5.8 Term Limit

A Councillor may serve for no more than three (3) consecutive terms and afterwards is not eligible for re-election or re-appointed until a period of eleven (11) months has elapsed from the date such person ceases to be a Councillor.

5.9 Councillor Must be a Regular Member

Unless the Councillor is a Public Councillor or a Student Councillor, in order to be eligible to be a Councillor of the Association, a person must be a Regular Member of the Association and in good standing with a College.

5.10 Composition of Councillors

Each Council will have a Councillor position to be filled by an indigenous nurse or nurse practitioner (the "**Indigenous Councillor**"). The Council may be comprised of other Councillor positions including president, vice-president or president-elect or such other positions that the Council sees fit, including regional representatives (except that no position on the Council may have the title of chair or vice-chair). The Council may also prescribe criteria for its Councillors, including a requirement that the Councillors who are regional representatives reside or work in particular regions.

5.11 Casual Vacancy

Except in the case of a Public Councillor or Student Councillor, if a Councillor ceases to hold office or there is otherwise a vacancy in the office of a Councillor:

- (a) in the case of a Registered Nurses Councillor, the Registered Nurses Council may appoint a RN Member to fill the vacancy until the next annual general meeting;
- (b) in the case of a Nurse Practitioners Councillor, the Nurse Practitioners Council may appoint a NP Member to fill the vacancy until the next annual general meeting;
- (c) in the case of a Licensed Practical Nurses Councillor, the Licensed Practical Nurses Council may appoint a LPN Member to fill the vacancy until the next annual general meeting; and
- (d) in the case of a Registered Psychiatric Nurses Councillor, the Registered Psychiatric Nurses Council may appoint a RPN Member to fill the vacancy until the next annual general meeting.

5.12 Public Councillors and Student Councillors

If the terms of reference for the Council permits, a Council may from time to time appoint up to two (2) additional Councillors who are Public Councillors and one (1) additional Councillor who is a Student Councillor.

5.13 Public Councillor and Student Councillor Eligibility

In order to be eligible to be a Public Councillor of the Association, a person must be a member of the public and not be a student enrolled in a nursing education program, a Registered Nurse,

a Nurse Practitioner, a Licensed Practical Nurse, a Registered Psychiatric Nurse, or retired health professional. In order to be eligible to be a Student Councillor of the Association, a person must be a student enrolled in a nursing education program recognized by the Board as leading to registration as a registered nurse, nurse practitioner, licensed practical nurse, or registered psychiatric nurse.

5.14 Term of Public Councillor and Student Councillor

The term of office of a Public Councillor or Student Councillor appointed under Bylaw 5.12 shall be for a term of two (2) years.

5.15 Ceasing to be a Councillor

A person will automatically cease to be a Councillor:

- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the secretary of the Association or to the Registered Office and the effective date of the resignation stated therein; or
- (b) upon the date such person is no longer a Regular Member, except in the case of a Public Councillor or Student Councillor; or
- (c) upon his or her removal; or
- (d) upon his or her death.

5.16 Removal of Councillor by the Regular Members

A Councillor may be removed by the Regular Members as follows:

- (a) a Registered Nurses Councillor may be removed by a resolution passed by two-thirds (2/3) of the votes cast by the RN Members at a meeting of the RN Members and may elect a replacement Registered Nurses Councillor by a simple majority of the votes cast by the RN Members at such meeting to serve for the balance of the removed Councillor's term;
- (b) a Nurse Practitioners Councillor may be removed by a resolution passed by two-thirds (2/3) of the votes cast by the NP Members at a meeting of the NP Members and may elect a replacement Nurse Practitioners Councillor by a simple majority of the votes cast by the NP Members at such meeting to serve for the balance of the removed Councillor's term;
- (c) a Licensed Practical Nurses Councillor may be removed by a resolution passed by two-thirds (2/3) of the votes cast by the LPN Members at a meeting of the LPN Members and may elect a replacement Licensed Practical Nurses Councillor by a simple majority of the votes cast by the LPN Members at such meeting to serve for the balance of the removed Councillor's term; and
- (d) a Registered Psychiatric Nurses Councillor may be removed by a resolution passed by two-thirds (2/3) of the votes cast by the RPN Members at a meeting of the RPN Members and may elect a replacement Registered Psychiatric Nurses Councillor by a simple majority of the votes cast by the RPN Members at such meeting to serve for the balance of the removed Councillor's term.

A meeting held under this Bylaw 5.16 will be governed, with the necessary changes and so far as applicable, by the rules set out in these Bylaws governing proceedings of the Members, except that the election of the replacement Councillor may be by acclamation or ballot and, if by ballot, candidates will be deemed to be elect in the order of those candidates receiving the most votes.

5.17 Removal of Councillor by the Council

A Council may remove a Councillor from such Council before the expiration of such Councillor's term of office by a resolution passed by not less than two-thirds (2/3) of the Councillors of such Council present at a meeting at which quorum must be at least a majority of Councillors. Before a Councillor can be removed by a Council, the Council must send to the Councillor notice of the proposed removal, including reasons, and give the Councillor an opportunity at the meeting to make representations to the Council respecting the proposed removal. The notice of the Council meeting, including the proposed removal, must be sent to each Councillor of such Council.

5.18 Election of Less than Three Councillors

If no successor Councillor is elected at the end of a Councillor's term of office and the result is that the number of Councillors will fall below three (3), the persons previously elected as Councillors will continue to hold office until such time as successor Councillors are elected.

5.19 Reimbursement of Councillors' Expenses

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

5.20 Remuneration of Councillors

No Councillor will receive any remuneration for being or acting as a Councillor but a Councillor will be entitled to receive reimbursement for reasonable expenses necessarily incurred by the Councillor in performing his or her duties as a Councillor.

5.21 Meetings

Councillors may meet and adjourn as they think proper and meetings of a Council will be governed, with the necessary changes and so far as applicable, by the rules set out in these Bylaws governing proceedings of the Board.

5.22 Invalidation of Acts

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

5.23 Duties of Council Positions

A Council may prescribe the duties for the positions on the Council from time to time.

PART 6. – DIRECTORS

6.1 Powers of Directors

The Board may exercise all such powers and do all such acts and things as the Association may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or

required to be exercised or done by the Members in general meeting, but nevertheless subject to the provisions of:

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

6.2 Management of Property and Affairs

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

6.3 Number of Directors

The number of Directors will not be less than three (3) nor exceed twelve (13). The composition of the Board shall be as follows, provided there are sufficient candidates to fill such positions:

- (a) *Council Directors*: two (2) Councillors appointed by each Council;
- (b) *NECBC Director*: one (1) individual appointed by the Nursing Education Council of British Columbia from time to time;
- (c) *CNO Director*: one (1) individual appointed by the Chief Nursing Officer Council from time to time;
- (d) *Indigenous Director*: one (1) Indigenous Registered Nurse, Registered Psychiatric Nurse, Licensed Practical Nurse, Licensed Practical Nurse or Nurse Practitioner appointed in accordance with Bylaw 6.5;
- (e) *Student Director*: one (1) student representative appointed by the Board pursuant to Bylaw 6.6;
- (f) *Public Director*: one (1) public representative appointed by the Board pursuant to Bylaw 6.6.

6.4 First Directors

The first Directors are the persons designated as Directors in the amalgamation applications filed with the Registrar. The first Directors will hold office until the first annual general meeting following the amalgamations.

The Indigenous Councillors may appoint a person from amongst themselves to act as the first Indigenous Director to hold office until the end of the first annual general meeting following the amalgamations. The Board may appoint a Student Director or a Public Director, or both, to hold office until the end of the first annual general meeting following the amalgamations.

6.5 Appointment of Indigenous Director

The Indigenous Councillors will appoint a person from amongst themselves to act as the Indigenous Director.

6.6 Appointment of a Student Representative and Public Representative to Board

The Board will appoint a student enrolled in a nursing education program leading to registration as a Registered Nurse, Nurse Practitioner, Licensed Practical Nurse or Registered Psychiatric Nurse as a Student Director by Board Resolution. The Board will appoint a member of the public who is not a student enrolled in a nursing education program, a Registered Nurse, a Nurse Practitioner, a Licensed Practical Nurse, a Registered Psychiatric Nurse, or a retired health professional as a Public Director by Board Resolution.

6.7 Timing of Annual Appointments

The Councils, the Indigenous Councillors, the Nursing Education Council of British Columbia, the Chief Nursing Officer Council or the Board, as applicable, will appoint their nominees to fill the offices of the Directors whose terms are ending at the annual general meeting, at least seven (7) days' prior to the annual general meeting. The Councils and the Indigenous Councillors may appoint as nominees Councillors who have been elected that year but whose terms of office as Councillor do not commence until the end of the annual general meeting.

6.8 Directors' Terms of Office

The Directors shall be appointed for one (1) year, commencing at the close of the annual general meeting and ending at the close of the next annual general meeting.

6.9 Term Limit

A Director may serve for no more than four (4) consecutive terms and afterwards is not eligible for re-appointment until a period of eleven (11) months has elapsed from the date such person ceases to be a Director.

6.10 Director Qualifications

A Director must be qualified as required by the *Societies Act* to become, act or continue to act as a Director.

6.11 Casual Vacancies

If a Director ceases to hold office, then the vacancy on the Board for the remainder of the term of office of the Director who vacated his or her office will be filled as follows:

- (a) *Council Directors*: the Council whose Council Director vacated his or her office may appoint a Councillor to fill the vacancy;
- (b) *NECBC Director*: the Nursing Education Council of British Columbia may appoint an individual to fill the vacancy;
- (c) *CNO Director*: the Chief Nursing Officer Council may appoint an individual to fill the vacancy;
- (d) *Indigenous Director*: the Indigenous Councillors will appoint one of themselves to fill the vacancy;
- (e) *Student Director*: the Board may appoint a student enrolled in a nursing education program leading to registration as a Registered Nurse, Nurse Practitioner, Licensed

Practical Nurse or Registered Psychiatric Nurse as a Student Director by Board Resolution to fill the vacancy;

- (f) *Public Director*: the Board may appoint a member of the public who is not a student enrolled in a nursing education program, a Registered Nurse, a Nurse Practitioner, a Licensed Practical Nurse, a Registered Psychiatric Nurse, or a retired health professional as a Public Director by Board Resolution to fill the vacancy.

6.12 Ceasing to be a Director

An individual will automatically cease to be a Director:

- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the secretary of the Association or to the Registered Office and the effective date of the resignation stated therein; or
- (b) upon ceasing to be qualified as a Director under Bylaw 6.10; or
- (c) in the case of a Council Director or the Indigenous Director, upon the date such individual is no longer a Regular Member or a Councillor; or
- (d) upon his or her removal; or
- (e) upon his or her death.

6.13 Removal of Directors

A Director may be removed before the expiration of such Director's term of office as follows:

- (a) *Council Directors*: a Council may remove a Council Director;
- (b) *NECBC Director*: the Nursing Education Council of British Columbia may remove the NECBC Director;
- (c) *CNO Director*: the Chief Nursing Officer Council may remove the CNO Director;
- (d) *Indigenous Director*: the Indigenous Councillors, other than the incumbent Indigenous Director, may by a unanimous resolution remove the Indigenous Director;
- (e) *Student Director*: the Board may remove the Student Director by a resolution passed by not less than two-thirds (2/3) of the Directors present at a meeting at which quorum must be at least a majority of the Directors;
- (f) *Public Director*: the Board may remove the Public Director by a resolution passed by not less than two-thirds (2/3) of the Directors present at a meeting at which quorum must be at least a majority of the Directors.

6.14 Removal of Directors by the Directors

The Directors may by a resolution of at least two-thirds (2/3) of the Directors present at a meeting remove a Director before the expiration of his or her term of office. The quorum for such meeting must be at least a majority of the Directors then in office. Notice of the proposed expulsion must be provided to the Director at least two (2) business days in advance of the meeting, including reasons. The Director must be given a reasonable opportunity to make

representations to the Directors respecting the proposed expulsion. A formal notice of the meeting must be sent to each Director and must include the proposed expulsion on the agenda.

6.15 Removal of Director by the Members

Unless the *Societies Act* no longer requires members to have the right to remove directors by special resolution, the Regular Members may remove a Director before the expiration of such Director's term of office by Special Resolution and the vacancy so created may be filled in the manner prescribed by Bylaw 6.11.

6.16 Appointment 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 appointed and the result is that the number of Directors would fall below three (3), the persons previously appointed as a Director will continue to hold office until such time as successor Directors are elected.

6.17 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.

6.18 Reimbursement of Directors' Expenses

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

6.19 Remuneration of Directors

No Director will receive any remuneration for being or acting as a Director but a Director will be entitled to receive reimbursement for reasonable expenses necessarily incurred by the Director in performing his or her duties as a Director.

6.20 Directors Subscribe to and Support Purposes

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

6.21 Powers of the Board

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

6.22 Investment of Property and Standard of Care

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

6.23 Investment in Mutual or Pooled Funds

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

6.24 Investment Advice

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

6.25 Delegation of Investment Authority to Agent

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

6.26 Executive Director

The Board may appoint an executive director to exercise the directors' authority to manage the activities of the Association and who will be a senior manager under the *Societies Act*. The executive director is entitled to attend all Board and committee meetings in a non-voting capacity, other than a meeting, or portion of a meeting, of the Board or a committee that is held *in camera*.

PART 7. – PROCEEDINGS OF THE BOARD

7.1 Procedure of Meetings

Following the amalgamations, a meeting of the Board will be held at which the Directors may:

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

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

7.2 Quorum

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

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

7.3 Chairperson of Meetings

The Chair of the Association will, subject to a Board Resolution appointing another person, act as chairperson of all meetings of the Board; but if at any Board meeting the Chair of the Association, vice-chair, or such 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 act as chairperson of that meeting, the Directors present may choose one of their number to act as chairperson of that meeting.

7.4 Alternate Chairperson

If the person presiding as chairperson of a meeting of the Board wishes to step down as chairperson for all or part of that meeting, he or she may designate an alternate to act as chairperson for 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 chairperson.

7.5 Calling of Meetings

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

7.6 Notice

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

7.7 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.

7.8 Procedure for Voting

Voting will be by show of hands, voice vote, or such other manner that adequately discloses the intentions of the Directors 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.

7.9 Resolution in Writing

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

7.10 Director Policies

Directors will conduct themselves in accordance with the terms of any policies adopted by the Board of Directors, including codes of conduct, from time to time.

PART 8. – COMMITTEES

8.1 Standing and Special Committees

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

8.2 Delegation to Committees

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

8.3 Terms of Reference and Rules

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

8.4 Meetings

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed, with the necessary changes and so far as applicable, by the rules set out in these Bylaws governing proceedings of the Board.

PART 9. – OFFICERS

9.1 Election of Officers

At the first meeting of the Board after an annual general meeting, the Board will elect a Chair of the Association, a vice-chair, a secretary and a treasurer and may elect and remove such other Officers of the Association as it deems necessary and determine the duties, responsibilities and term, if any of all Officers. All Officers must be Directors and they will hold office until the first meeting of the Board held after the next following annual general meeting.

9.2 Removal of Officers

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

9.3 Replacement

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

9.4 Duties of Chair of the Association

The Chair of the Association will supervise the Officers in the execution of their duties and will preside at all meetings of the Association and of the Board.

9.5 Duties of Vice-Chair

The vice-chair is responsible for carrying out the duties of the Chair of the Association during his or her absence.

9.6 Duties of Secretary

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

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

9.7 Duties of Treasurer

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

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

9.8 Absence of Secretary at Meeting

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

9.9 Combination of Offices of Secretary and Treasurer

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

PART 10. – EXECUTION OF INSTRUMENTS

10.1 No Seal

The Association will not have a seal.

10.2 Execution of Instruments

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

- (a) the Chair of the Association, together with the secretary or the treasurer, or
- (b) any two Directors

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

PART 11. – BORROWING

11.1 Borrowing Powers

The Association, if authorized by the Directors, may:

- (a) borrow money in the manner and amount, on the security, from the sources and on the terms and conditions that the Directors consider appropriate;
- (b) issue bonds, debentures and other debt obligations either outright or as security for any liability or obligation of the Association or any other person and at such discounts or premiums and on such other terms as the Directors consider appropriate;
- (c) guarantee the repayment of money by any other person or the performance of any obligation of any other person; and
- (d) mortgage, charge, whether by way of specific or floating charge, grant a security interest in, or give other security on, the whole or any part of the present and future assets and undertaking of the Association.

PART 12. – AUDITOR

12.1 Requirement

The Association is not required to be audited; however, if it wishes to be audited, it is required to appoint an external auditor with the qualifications described in section 112 of the *Societies Act*.

12.2 First Auditor

If the Association wishes to appoint an auditor prior to its first annual general meeting, that auditor will be appointed by the Directors to hold office until the close of the annual general meeting following the appointment.

12.3 Appointment of Auditor at Annual General Meeting

If the Association wishes to appoint an auditor at or after its first annual general meeting, the Members will appoint an auditor to hold office until the close of the annual general meeting following the appointment, or, if the auditor is not re-elected and no successor is appointed at the annual general meeting, until a successor is appointed.

12.4 Removal of Auditor

The Members may by Ordinary Resolution remove an auditor before the expiration of the auditor's term of office at a general meeting called for that purpose, and, if the Association wishes to appoint an auditor, must appoint a successor by Ordinary Resolution to complete the term of office. At least fourteen (14) days before the notice of meeting is sent, the Association must send to the auditor:

- (a) notice of the intention to call the meeting, including the date on which the notice of meeting is proposed to be sent; and
- (b) a copy of all of the matters proposed to be sent to the Members regarding the meeting.

If the Association receives written representations from the auditor respecting the auditor's proposed removal and receives those representations at least seven days before the date on which the notice of meeting is sent, the Association must include those representations with the notice of meeting.

12.5 Attendance at Annual General Meetings

The auditor is entitled:

- (a) to notices of general meetings and other communication relating to meetings to which Members are entitled,
- (b) to attend general meetings, and
- (c) to be heard at general meetings on any part of the business of the meeting that deals with the financial statements of the Association or any other matter with respect to which the auditor has a duty or function.

PART 13. – NOTICES

13.1 Method of Giving Notice

Any notice or other record required by the *Societies Act* or the Bylaws to be sent by or to a person must be in writing and may be sent by delivery, fax, electronic means (which includes email), or mail at or to:

- (a) in the case of a Councillor, Director or Member, the person's latest address as shown in the records of the Association; or
- (b) the last address of such person known to the Association.

13.2 When Notice is Deemed Given

When a notice or other record is sent by the following means, that notice or record is deemed to have been given at the following times:

- (a) if delivered, at the time of delivery;
- (b) if sent by fax, at the time of transmission;
- (c) if sent electronically, at the time of sending the message; and

- (d) if sent by mail, the day (Saturdays, Sundays and holidays exempted) following the date of mailing.

13.3 Waiver of notice

Where a notice or other record is required to be sent pursuant to the Bylaws or the *Societies Act*, the person entitled to receive the notice or other record may consent in writing to waive either the sending of the notice or other record or the time within which the notice or other record must be sent.

13.4 Days to be Counted in Notice

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

13.5 Certificate of Sending

A certificate signed by the secretary, if any, or other Officer of the Association stating that a notice or other record was sent in accordance with this PART 13 is conclusive evidence of that fact.

13.6 Special Rules Regarding Notice of General Meetings

Notwithstanding any other provision in this PART 13, if the Association has more than 250 Members, notice of a general meeting will be deemed to have been given if:

- (a) notice is sent to every Member who has provided an email address to the Association, by email to that email address; and
- (b) notice of the meeting is posted throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Association and is accessible to all of the Members of the Association.

13.7 Entitlement to Notice

Notices of a general meeting will be given to:

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

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

PART 14. – INDEMNIFICATION

14.1 Definitions

In this PART 14:

- (a) “eligible party”, in relation to the Association, means an individual who is or was a Director or senior manager of the Association or who holds or held an equivalent position in a subsidiary of the Association;
- (b) “eligible proceeding” means a legal proceeding or investigative action, whether current, threatened, pending or completed, in which an eligible party or heir or personal or other legal representative of the eligible party, by reason of the eligible party being or having been a Director or senior manager of the Association, or holding or having held an equivalent position in a subsidiary of the Association,
 - (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 “penalties” means all such judgments, penalties, or fines.

14.2 Mandatory Indemnification of Directors and Senior Managers

Subject to the *Societies Act*, the Association must indemnify an eligible party and his or her heirs and personal or legal representatives against all penalties to which such person is or may be liable, and the Association must, after the final disposition of an eligible proceeding, pay the expenses actually and reasonably incurred by such person in respect of that proceeding.

14.3 Permitted Indemnification

Subject to any restrictions in the *Societies Act*, the Association may indemnify any person.

14.4 Non-Compliance with *Societies Act*

The failure of an eligible party or Officer to comply with the *Societies Act* or these Bylaws or, if applicable, the former *Society Act* (British Columbia), does not invalidate any indemnity to which he or she is entitled under this Part.

14.5 Association may Purchase Insurance

The Association may purchase and maintain insurance for the benefit of any person (or his or her heirs or legal or personal representatives) who is or was an eligible party, Councillor, Officer, employee or agent of the Association.

PART 15. – MISCELLANEOUS

15.1 Inspection of Records

The records of the Association will be open to the inspection of the Directors. Subject to the *Societies Act*, the following records of the Association will be open to the inspection of the Members:

- (a) the Association’s certificate of incorporation;

- (b) each certified copy, furnished to the Association by the Registrar, of the Constitution, Bylaws and the statement of Directors and registered office of the Association;
- (c) each confirmation, other certificate or certified copy of a record furnished to the Association by the Registrar, other than in response to a request;
- (d) a copy of each order made in respect of the Association by any court or tribunal, or a federal, provincial or municipal government body, agency or official;
- (e) the Association's register of Directors;
- (f) each written consent to act as Director and each written resignation of a Director;
- (g) a copy of every record evidencing a disclosure of a conflict of interest by a Director or senior manager;
- (h) the Association's register of Members;
- (i) Members' minutes of meetings and written resolutions;
- (j) Directors' minutes of meetings and written resolutions, other than minutes of meetings held *in camera* or resolutions passed *in camera*; and
- (k) the financial statements of the Association and the auditor's report, if any, on those financial statements.

The following records of the Association will only be open to the inspection of the Members as determined at the discretion of the Board:

- (a) Directors' minutes of meetings held *in camera* and written resolutions passed *in camera*; and
- (b) adequate accounting records.

15.2 Participation in Meetings

Any meeting of the Association, the Board, a Council or any committee, may also be held, or any Member, Director, Councillor or committee member may participate in any meeting of the Association, the Board, a Council or any committee, by telephone or other communications medium if all of the persons participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other. All such Members, Directors, Councillors or persons so participating in any such meeting will be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing Bylaws, will be entitled to vote by a voice vote or such other manner that adequately discloses a person's intentions recorded by the secretary of such meeting.

15.3 Right to become Member of other Association

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

15.4 Not For Profit

The activities of the Association will be carried on without purpose of gain for its Members and any income, profits or other accretions to the Association will be used in promoting the purposes of the Association.

15.5 Distribution of Assets on Dissolution

Before the dissolution of the Association or on the liquidation of the Association,

- (a) all of the Association's liabilities must be paid or adequate provision for payment of such liabilities must be made, and
- (b) after payment or adequate provision for payment of all of the Association's liabilities is made, the remaining money or other property of the Association may be distributed to a qualified recipient specified in an Ordinary Resolution, or if passing an Ordinary Resolution is not feasible, specified in a Board Resolution.

PART 16. – AMENDMENT OF BYLAWS

16.1 Special Resolution Required to Alter or Add to Bylaws

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