

**SOCIETIES ACT**  
**BYLAWS**  
of the  
**ASSOCIATION OF REGISTERED NURSES OF BRITISH COLUMBIA**  
(the “Association”)

**PART 1. - INTERPRETATION**

**1.1 Definitions**

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

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

- (j) **"Income Tax Act"** means the *Income Tax Act*, R.S.C. 1985 (5<sup>th</sup> Supp.), c.1 as amended from time to time;
- (k) **"Members"** means the applicants for incorporation of the Association and those Persons who have subsequently become Active Members or Associate Members in accordance with these Bylaws and, in either case, have not ceased to be members, and a "Member" means any one of them;
- (l) **"Nurse Practitioner"** means a Person registered with the College as a nurse practitioner;
- (m) **"Officer"** means those persons who have been elected as officers in accordance with Bylaw 8.1 and does not include those persons who have been elected to Board positions in Bylaw 5.3, and an "Officer" means any one of them;
- (n) **"Ordinary Resolution"** means
  - (i) a resolution passed at a general meeting by the Members by a simple majority of the votes cast in person by those persons entitled to vote, or
  - (ii) a resolution that has been submitted to the Members and consented to in writing by 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;
- (o) **"Person"** means a natural person;
- (p) **"President"** means a Person appointed to the office of President in accordance with these Bylaws;
- (q) **"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;
- (r) **"Registered Nurse"** means a Person registered with the College as a registered nurse;
- (s) **"Registrar"** means the Registrar of Companies of the Province of British Columbia;
- (t) **"Association"** means the "Association of Registered Nurses of British Columbia";
- (u) **"Societies Act"** means the *Societies Act*, S.B.C. 2015, c. 18, as amended from time to time; and
- (v) **"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 of those Members who, being entitled to do so, vote in person,
    - (A) of which the notice that the Bylaws provide, and not being less than 14 days' notice, specifying the intention to propose the resolution as a Special Resolution has been given, or

- (B) if every Member entitled to attend and vote at the meeting agrees, at a meeting of which less than 14 days' notice has been given, or
- (ii) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a general meeting of the Association, and a resolution so consented to is deemed to be a Special Resolution passed at a general meeting of the Association.

## **1.2 Societies Act Definitions**

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

## **PART 2. - MEMBERSHIP**

### **2.1 Classes of Membership**

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

### **2.2 Eligibility for and Admission of Active Members**

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

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

### **2.3 Eligibility for and Admission of Associate Members**

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

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

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

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

### **2.4 Membership not Transferable**

Membership is not transferable.

## **2.5 Expulsion of Member**

A Member may be expelled by a Special Resolution.

## **2.6 Cessation of Membership**

A Person will immediately cease to be a Member:

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

## **2.7 Dues**

The Directors will determine the annual membership fee.

## **2.8 Compliance with Constitution, Bylaws and Policies**

Every Member will, at all times:

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

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

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

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

### **3.2 Extraordinary General Meeting**

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

### **3.3 Calling of Extraordinary General Meeting**

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

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

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

### **3.5 Contents of Notice**

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

### **3.6 Omission of Notice**

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

### **3.7 Annual General Meetings**

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

## **PART 4. - PROCEEDINGS AT GENERAL MEETINGS**

### **4.1 Special Business**

Special business is:

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

### **4.2 Requirement of Quorum**

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

#### **4.3 Loss of Quorum**

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

#### **4.4 Quorum**

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

#### **4.5 Lack of Quorum**

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

#### **4.6 Chair**

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

#### **4.7 Alternate Chair**

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

#### **4.8 Adjournment**

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

#### **4.9 Notice of Adjournment**

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

#### **4.10 Ordinary Resolution Sufficient**

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

#### **4.11 Entitlement to Vote**

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

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

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

#### **4.13 Seconding Resolutions**

A resolution proposed at a meeting need not be seconded.

#### **4.14 Voting by Proxy**

Voting by proxy is not permitted.

#### **4.15 Ordinary Resolution in Writing**

A resolution in writing which is identified as an Ordinary Resolution and signed by a minimum of two-thirds (2/3) of the Members who would have been entitled to vote on the resolution at a general meeting of the Association is as valid and effectual as an Ordinary Resolution as if it had been passed at a meeting of Members duly called and constituted and will be deemed to be an Ordinary Resolution. Such a resolution may be in two or more counterparts which together will be deemed to constitute one Ordinary Resolution in writing. Such Ordinary Resolution will be filed with minutes of the proceedings of the Members and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

#### **4.16 Special Resolution in Writing**

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

### **PART 5. - DIRECTORS**

#### **5.1 Powers of Directors**

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

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

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

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

### **5.3 Number of Directors**

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

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

### **5.4 Election of Directors and President-Elect**

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

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

### **5.5 Appointment of President**

At the close of the annual general meeting at the end of the President-Elect's term, the President-Elect shall automatically become President.

## **5.6 Vacancy in the Office of the President**

If there is a vacancy in the office of the President prior to the expiration of the President's term, the President-Elect shall immediately become the President. In the event that there is a vacancy in both the offices of President and President-Elect, the President shall be elected in the same manner as the Directors and the President-Elect set out in Bylaw 5.4.

## **5.7 Term of Office for Directors other than President and President-Elect**

The term of office of Directors will normally be for the period commencing at the annual general meeting immediately following their election and ending at the close of the annual general meeting in the second year following their election. However, the Directors may by Board Resolution determine that some or all vacant Directors' positions will have a different term, provided that a term cannot extend beyond the close of the annual general meeting in the third year following the Director's election, the length of such term to be determined by the Directors in their discretion. For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the annual general meeting at which such Director was elected.

## **5.8 Term of Office for President**

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

- (a) if the President-Elect becomes President following a vacancy in the office of the President pursuant to Bylaw 5.6, the term of office of the President will be for the period commencing at the time the Person becomes the President and ending at the annual general meeting in the second year following the time the Person became the President. However, the Directors may by Board Resolution determine that the length of such President's term will end at the annual general meeting in the third year following the time the Person becoming the President under Bylaw 5.6; and
- (b) if the President-Elect ceases to be a Director during the President-Elect's term of office, the Directors may by Board Resolution determine that the length of the President's term of office will end at the annual general meeting in the third year following the President's appointment or the time at which the President became the President under Bylaw 5.6.

## **5.9 Term of Office for President-Elect**

The term of office of the President-Elect will be for the period commencing at the annual general meeting immediately following his or her election and ending at the close of the annual general meeting in the second year following his or her election or at the time of the President-Elect succeeds to the President's office under Bylaw 5.6.

## **5.10 Consecutive Terms of Directors**

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

### **5.11 Term Limit**

A Director may serve for no more than four (4) consecutive terms and, in any event, no more than nine (9) consecutive years. For purposes of calculating a year, a year will be deemed to begin at an annual general meeting and end at the close of the following annual general meeting.

### **5.12 Term Limit for President and President-Elect**

A President or President-Elect may not be nominated for consecutive terms as President and President-Elect and may not stand for election as a Director until at least the annual general meeting following the conclusion of his or her term as President or President-Elect.

### **5.13 Voiding of Ballot**

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

### **5.14 Director Must be an Active Member**

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

### **5.15 Director Qualifications**

In order to be eligible for election as a Regional Director listed in Bylaws 5.3(c) to (g), a Person must at the time of election be a resident of or work in the geographic area of the Regional Health Authority associated with the region for which they are nominated as a candidate, as determined by the *Regional Health Boards Regulation*. The Directors may prescribe additional criteria that a Person must meet in order to be eligible for election as a Director. The Directors may delegate their power to prescribe criteria to a nominations committee established under Part 7.

### **5.16 Election of Less than Required Number of Directors**

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

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

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

### **5.18 Replacement of Directors**

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

### **5.19 Invalidation of Acts**

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

### **5.20 Removal of Director by the Members**

The Active Members may remove a Director before the expiration of such Director's term of office by Special Resolution and may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term. Such election may be by acclamation, otherwise it will be by ballot. If the election is by ballot, candidates will be deemed to be elected in the order of those candidates receiving the most votes.

### **5.21 Removal of Director by the Board**

The Board may remove a Director before the expiration of such Director's term of office 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 Directors. Before a Director can be removed by the Board, the Association must send to the Director notice of the proposed removal, including reasons, and give the Director an opportunity at the meeting to make representations to the Board respecting the proposed removal. The notice of the Board meeting must be sent to each Director and must include the proposed removal of the Director on the agenda.

### **5.22 Ceasing to be a Director**

A Person will automatically cease to be a Director:

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

### **5.23 Reimbursement of Directors' Expenses**

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

### **5.24 Compensation of Directors**

A Director is not entitled to any compensation.

### **5.25 Powers of the Board**

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

### **5.26 Investment of Property and Standard of Care**

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

### **5.27 Investment in Mutual or Pooled Funds**

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

### **5.28 Investment Advice**

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

### **5.29 Delegation of Investment Authority to Agent**

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

## **PART 6. - PROCEEDINGS OF THE BOARD**

### **6.1 Procedure of Meetings**

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

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

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

### **6.2 Quorum**

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

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

### **6.3 Chair of Meetings**

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

### **6.4 Alternate Chair**

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

### **6.5 Calling of Meetings**

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

### **6.6 Notice**

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

### **6.7 Passing Resolutions**

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

### **6.8 Procedure for Voting**

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

### **6.9 Resolution in Writing**

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

## **PART 7. – COMMITTEES**

### **7.1 Standing and Special Committees**

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

### **7.2 Delegation to Committees**

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

### **7.3 Terms of Reference and Rules**

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

### **7.4 Meetings**

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

## **PART 8. - DUTIES OF OFFICERS**

### **8.1 Election of Officers**

The Board will elect the Officers required by the Bylaws from time to time. All Officers must be Directors and they will hold office until their successors are duly elected, subject to removal from office by the Directors under Bylaw 8.3.

### **8.2 Secretary and Treasurer Required**

The Board will elect a secretary and 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.

### **8.3 Removal of Officers**

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

### **8.4 Replacement**

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

### **8.5 Duties of President**

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

### **8.6 Duties of Secretary**

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

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

### **8.7 Duties of Treasurer**

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

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

### **8.8 Absence of Secretary at Meeting**

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

### **8.9 Combination of Offices of Secretary and Treasurer**

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

## **PART 9. – EXECUTION OF INSTRUMENTS**

### **9.1 No Seal**

The Association will not have a seal.

### **9.2 Execution of Instruments**

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

- (a) the President, together with the secretary or the treasurer, or

(b) any two Directors

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

## **PART 10. - BORROWING**

### **10.1 Powers of Directors**

In order to carry out the purposes of the Association, the Board may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in any manner it decides, including the granting of guarantees or security interests.

## **PART 11. - AUDITOR**

### **11.1 Requirement**

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

### **11.2 First Auditor**

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

### **11.3 Appointment of Auditor at Annual General Meeting**

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

### **11.4 Removal of Auditor**

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

### **11.5 Notice of Appointment**

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

### **11.6 Restrictions on Appointment**

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

### **11.7 Attendance at Annual General Meetings**

The auditor may attend general meetings.

## **PART 12. - NOTICES**

### **12.1 Entitlement to Notice**

Notices of a general meeting will be given to:

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

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

### **12.2 Method of Giving Notice**

A notice to be given to a Member or a Director must be in writing and may be given by personal delivery, facsimile, electronic mail, or first class mail posted to such Person's Registered Address.

### **12.3 When Notice Deemed to have been Received**

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

### **12.4 Days to be Counted in Notice**

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

## **PART 13. - MISCELLANEOUS**

### **13.1 Inspection of Records**

The 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 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 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.

### **13.2 Participation in Meetings**

Any meeting of the Association, the Board or any committee, may also be held, or any Member, Director or committee member may participate in any meeting of the Association, the Board or any committee, by telephone or 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, 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 other manner that adequately discloses a Person's intentions recorded by the secretary of such meeting. The Association is not obligated to take any action to facilitate the use of any communications medium at a meeting.

### **13.3 Rules Governing Notice, Board Resolutions and Ordinary Resolutions**

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

### **13.4 Right to become Member of other Association**

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

## **PART 14. - INDEMNIFICATION**

### **14.1 Indemnification of Directors and Officers**

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

### **14.2 Indemnification of Past Directors and Officers**

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

### **14.3 Advancement of Expenses**

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

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

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

### **14.5 Purchase of Insurance**

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

## **PART 15. - BYLAWS**

### **15.1 Entitlement of Members to copy of Constitution and Bylaws**

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

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

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