

**BYLAWS
OF THE
CANADIAN SPORT INSTITUTE PACIFIC SOCIETY**

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**BYLAWS
OF THE
CANADIAN SPORT INSTITUTE PACIFIC SOCIETY**

1. INTERPRETATION

1.1 Definitions

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

- (a) **“Act”** means the *Societies Act*, S.B.C. 2015, c. 18, as amended from time to time, and includes any successor legislation thereto;
- (b) **“Address of the Society”** means the address of the Society as filed from time to time with the Registrar;
- (c) **“Board”** means the Directors acting as authorized by the Act, the Constitution and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
- (d) **“Board Resolution”** means:
 - (1) a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter:
 - (A) in person at a duly constituted meeting of the Board,
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person and by Electronic Means; or
 - (2) 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 at a meeting of the Board,
and a Board Resolution approved by any of these methods is effective as though passed at a meeting of the Board;
- (e) **“Bylaws”** means the bylaws of the Society as filed with the Registrar;
- (f) **“Chair”** means the Person elected to the office of chair of the Society in accordance with these Bylaws;
- (g) **“Chief Executive Officer”** means the individual appointed under section 8.2;
- (h) **“Constitution”** means the constitution of the Society as filed with the Registrar;
- (i) **“Directors”** means those Persons who are, or who subsequently become, directors of the Society in accordance with these Bylaws and have not ceased to be directors;

- (j) **“Electronic Means”** means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:
- (1) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
 - (2) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
- (k) **“General Meeting”** means a meeting of the Members, and includes any annual general meeting and any special or extraordinary general meetings of the Society;
- (l) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- (m) **“Liaison”** means a Person appointed in accordance with Bylaw 9.4;
- (n) **“Members”** means those Persons who are, or who subsequently become, members of the Society in accordance with these Bylaws and, in either case, have not ceased to be members;
- (o) **“mutatis mutandis”** means with the necessary changes having been made to ensure that the language makes sense in the context;
- (p) **“Ordinary Resolution”** means:
- (1) a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote:
 - (A) in person at a duly constituted General Meeting, or
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
 - (2) a resolution that has been submitted to the Members and consented to in writing by at least two-thirds (2/3) of the voting Members,
- and an Ordinary Resolution approved by any one or more of these methods is effective as though passed at a General Meeting of the Society;
- (q) **“Person”** means a natural person;
- (r) **“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;
- (s) **“Registrar”** means the Registrar of Companies of the Province of British Columbia;

- (t) **“Secretary”** means a Person elected to the office of secretary of the Society in accordance with these Bylaws;
- (u) **“Society”** means the **“Canadian Sport Institute Pacific Society”**;
- (v) **“Special Resolution”** means:
 - (1) a resolution, of which the notice required by the Act and these Bylaws has been provided, passed by at least two-thirds (2/3) of the votes cast in respect of the resolution by those Members entitled to vote:
 - (A) in person at a duly constituted General Meeting,
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
 - (2) 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,

and a Special Resolution approved by any one or more of these methods is effective as though passed at a General Meeting; and
- (w) **“Treasurer”** means a Person elected to the office of treasurer of the Society in accordance with these Bylaws.

1.2 **Societies Act Definitions**

Except as otherwise provided, the definitions in the Act on the date these Bylaws become effective apply to these Bylaws and the Constitution.

1.3 **Plural and Singular Forms**

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

2. **MEMBERSHIP**

2.1 **Admission to Membership**

Persons interested in membership in the Society may apply to the Directors for admission as a Member. The Board will confirm admission by Board Resolution.

2.2 **Membership not Transferable**

Membership is not transferable.

2.3 **Cessation of Membership**

A Person will immediately cease to be a Member:

- (a) upon the date which is the later of:

- (1) the date of delivering their resignation in writing to the Chair or to the Address of the Society; and
- (2) the effective date of the resignation stated thereon;
- (b) the expiry of their term;
- (c) upon their expulsion; or
- (d) upon their death.

3. MEMBERSHIP RIGHTS AND OBLIGATIONS

3.1 Rights of Membership

A Member has the following rights of membership:

- (a) to receive notice of, and to attend, all General Meetings;
- (b) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (c) to exercise a vote on matters for determination at General Meetings; and
- (d) to participate in the programs and initiatives of the Society, in accordance with such criteria as may be determined by the Board from time to time.

3.2 Dues

There will be no annual membership dues.

3.3 Term of Membership

The term of membership is either two (2) or three (3) years commencing on the date upon which a Member's admission is confirmed by Board Resolution and ending upon the conclusion of the second or third annual general meeting subsequent to the date of admission as the case may be.

A Member may be reappointed for additional terms for a maximum of six (6) years consecutive.

The Board, by Board Resolution, may in its discretion extend the term of a Member who has served six (6) years consecutively by a maximum of two (2) additional one (1) year terms.

3.4 Standing of Members

All Members are deemed to be in good standing.

3.5 Compliance with Constitution, Bylaws and Policies

Every Member will, at all times:

- (a) uphold the Constitution and comply with these Bylaws, the Regulations and the policies of the Society in effect from time to time;

- (b) abide by such codes of conduct and ethics adopted by the Society; and
- (c) further and not hinder the purposes, aims and objects of the Society.

3.6 **Expulsion of Member**

A Member may be expelled by a Special Resolution.

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

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

3.7 **No Distribution of Income to Members**

The Society's assets and operations are not for the benefit of its members, directors, officers, employees or volunteers. No funds or other assets of the Society are to be paid or otherwise transferred, directly or indirectly, to any such person. This is not intended and is not to be interpreted so as to prevent the Society from:

- (a) Providing training or other services to an athlete or coach who is, or who is affiliated with, a member, director, officer, employee or volunteer.
- (b) Employing or contracting for executive and administrative personnel and advisors.
- (c) Reimbursing proper expenses incurred by members, directors, officers, employees and volunteers. Such expenses are to include travel or accommodation for attendance at general meetings, directors' meetings or other meetings of the Society. Travel and accommodation expenses will only be proper expenses of the Society insofar as incurred by persons authorized and acting as representatives of the Society. ***This provision was previously unalterable.***

4. **MEETINGS OF MEMBERS**

4.1 **Time and Place of General Meetings**

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

4.2 **Annual General Meetings**

An annual general meeting will be held at least once in every calendar year and in accordance with the Act.

4.3 **Extraordinary General Meeting**

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

4.4 **Calling of Extraordinary General Meeting**

The Society will convene an extraordinary general meeting by providing notice in accordance with the Act and these Bylaws in any of the following circumstances:

- (a) at the call of the Chair;
- (b) when resolved by Board Resolution; or
- (c) when such a meeting is requisitioned by the Members in accordance with the Act.

4.5 **Notice of General Meeting**

The Society will, in accordance with Bylaw 15.1, send notice of every General Meeting to:

- (a) each Member shown on the register of Members on the date the notice is sent; and
- (b) the auditor of the Society, if any is appointed,

not less than fourteen (14) days and not more than sixty (60) days prior to the date of the General Meeting.

No other Person is entitled to be given notice of a General Meeting.

4.6 **Contents of Notice**

Notice of a General Meeting will specify the place, the day and the time of the meeting and will include the text of every Special Resolution to be proposed or considered at that meeting.

If the Board has determined to hold a General Meeting to include participation by Electronic Means, the notice of that meeting must inform Members that they may participate by Electronic Means and provide instructions on how this may be done.

4.7 **Omission of Notice**

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

5. **PROCEEDINGS AT GENERAL MEETINGS**

5.1 **Business Required at Annual General Meeting**

The following business is required to be conducted at each annual general meeting of the Society:

- (a) the adoption of an agenda;
- (b) the approval of the minutes of the previous annual general meeting and any extraordinary general meetings held since the previous annual general meeting;
- (c) consideration of the financial statements and the report of the auditor thereon, if any;

- (d) the consideration of any Members' proposals submitted in accordance with the Act;
- (e) the election of Directors; and
- (f) such other business, if any, required by the Act or at law to be considered at an annual general meeting.

The annual general meeting may include other business as determined by the Board in its discretion.

5.2 Electronic Participation in General Meetings

The Board may determine, in its discretion, to hold any General Meeting in whole or in part by Electronic Means, so as to allow some or all Members to participate in the meeting remotely.

Where a General Meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

Persons participating by permitted Electronic Means are deemed to be present at the General Meeting.

5.3 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.

5.4 Quorum

A quorum at a General Meeting is three (3) Members.

5.5 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 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 Members present will constitute a quorum and the meeting may proceed.

5.6 Loss of Quorum

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

5.7 Chair

The Chair will, subject to a Board Resolution appointing another Person, preside as chair at all General Meetings.

If at any General Meeting the Chair and such alternate Person appointed by a Board Resolution, if any, are not present within fifteen (15) minutes after the time appointed for the meeting, the Directors present may choose one of their number to preside as chair at that meeting.

5.8 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, they may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Members present at such meeting, they may preside as chair.

5.9 Chair to Determine Procedure

In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a General Meeting, the Person presiding as chairperson will have the authority to interpret and apply such rules of order as the meeting has adopted and determine matters in accordance with those rules, as well as the Societies Act and these Bylaws.

5.10 Adjournment

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

5.11 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.

5.12 Minutes of General Meetings

The Secretary or such other Person designated by the Board will ensure that minutes are taken for all General Meetings.

6. VOTING BY MEMBERS

6.1 Ordinary Resolution Sufficient

Unless the Act, these Bylaws or adopted rules of order provide otherwise, every issue for determination by a vote of the Members will be decided by an Ordinary Resolution.

6.2 Entitlement to Vote

Each Member is entitled to one (1) vote on matters for determination by the Members.

6.3 Voting Methods

Voting by Members may occur by any one or more of the following methods, in the discretion of the Board:

- (a) by show of hands or voting cards;
- (b) by written ballot; or
- (c) by vote conducted by Electronic Means.

Where a vote is to be conducted by show of hands or voting cards, and prior to the question being put to a vote, a number of Members equal to not less than ten percent (10%) of the votes present may request a secret ballot, and where so requested the vote in question will then be conducted by written ballot or other means whereby the tallied votes can be presented anonymously in such a way that it is impossible for the assembly to discern how a given Member voted.

6.4 Voting by Proxy

Voting by proxy is not permitted.

7. DIRECTORS

7.1 Management of Property and Affairs

The Board will have the authority and responsibility to manage, or supervise the management of, the property and the affairs of the Society.

7.2 Duties of Directors

Pursuant to the Act, every Director will:

- (a) act honestly and in good faith with a view to the best interests of the Society;
- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances; and
- (c) act in accordance with the Act and the regulations thereunder.

7.3 Qualifications of Directors

Pursuant to the Act, a Person may not serve (or continue to serve) as a Director if they:

- (a) are less than eighteen (18) years of age;
- (b) have been found by any court, in Canada or elsewhere, to be incapable of managing his or her own affairs;
- (c) are an undischarged bankrupt; or

- (d) have been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, all in accordance with the Act.

7.4 Number of Directors

There will be a minimum of three (3) and a maximum of twelve (12) Directors.

7.5 Election of Directors

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

7.6 Transition of Directors' Terms

Each Person who is a Director on the date these Bylaws come into force will continue as a Director for the remaining term to which they were elected, unless they otherwise ceases to be a Director in accordance with these Bylaws.

Any previous terms served by Directors prior to these Bylaws coming into force will be counted towards the term limits set out below.

7.7 Term of Directors

The term of office of Directors will normally be three (3) years. However, the Board may by Board Resolution determine that some or all vacant Directors' positions will have a term of less than three (3) years, the length of such term to be determined by the Directors in their discretion.

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

7.8 Consecutive Terms and Term Limits

Directors may be elected for up to six (6) consecutive years, by any combination of terms. A Person who has served as a Director for six (6) consecutive years may not be re-elected for at least one (1) year following the expiry of his or her latest term.

The Board may, by Board Resolution, extend the term of a Director who has served six (6) years consecutively by a maximum of two (2) additional one (1) year terms.

7.9 Director Need Not be a Member

A Person need not be a Member of the Society to be eligible to be a Director of the Society.

7.10 Liaison

In recognition of the Society's collaboration with the Canadian Olympic Committee, the Canadian Paralympic Committee, ViaSport, and Sport Canada, each of the Canadian Olympic

Committee, the Canadian Paralympic Committee, ViaSport, and Sport Canada may appoint in writing delivered to the Address of the Society a Person to be a Liaison to the Board.

Liaisons will receive notice of each Board meeting and are entitled to attend Board meetings except for those portions of those meetings which must be held *in camera*.

Liaisons may be removed and replaced by their appointing agency by notice in writing delivered to the Address of the Society and to the Liaison.

7.11 Vacancy Appointment

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 conclusion of the next annual general meeting.

The position occupied by an appointed replacement Director will become available for election at the next annual general meeting and each such appointed replacement Director will continue in office until the conclusion of the next annual general meeting unless sooner ceasing to be a Director.

The period during which a Person serves as an appointed replacement Director does not count toward the term limits set out above.

7.12 Removal of Director

A Director may be removed before the expiration of their term of office by either of the following methods:

- (a) by Special Resolution; or
- (b) by Board Resolution.

If by Special Resolution, the Members may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term of office. The Director is entitled to be heard at or prior to the time when the Special Resolution is considered.

If by Board Resolution, the director proposed for removal has a conflict of interest and may not vote on the Board Resolution, but is entitled to not less than 7 days' advance notice in writing of the proposed Board Resolution and to address the Board prior to the vote on the resolution.

7.13 Ceasing to be a Director

A Person will cease to be a Director upon the date:

- (a) which is the later of:
 - (1) the date of delivering his or her resignation in writing to the Chair or to the Address of the Society; and
 - (2) the effective date of the resignation stated therein;

- (b) such Person is no longer qualified pursuant to Bylaw 7.3;
- (c) of his or her removal; or
- (d) of his or her death.

8. POWERS AND RESPONSIBILITIES OF THE BOARD

8.1 Powers of Directors

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

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

Without limiting the generality of the foregoing, the Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Society. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Society in furtherance of the purposes of the Society.

8.2 Chief Executive Officer

The Board will engage the Chief Executive Officer and will be responsible to evaluate the Chief Executive Officer's performance from time to time.

8.3 Remuneration of Directors and Officers and Reimbursement of Expenses

A Director is not entitled to any remuneration for acting as a Director, provided however that a Director may be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the Society.

8.4 Investment of Property and Standard of Care

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

8.5 Investment Advice

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

8.6 Delegation of Investment Authority to Agent

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

9. PROCEEDINGS OF THE BOARD

9.1 Board Meetings

Meetings of the Board may be held at any time and place determined by the Board. Meetings may include regular meetings and ad hoc meetings, as determined by the Board.

9.2 Notice of Board Meetings

Meetings of the Board may be held at any time and place determined by the Board provided that two (2) days' notice of such meeting will be sent to each Director.

However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting was decided or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary.

9.3 Participation by Electronic Means

The Board may determine, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means, so as to allow some or all parties to participate in the meeting remotely.

Where a meeting of the Board is conducted by Electronic Means, the Society must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting.

9.4 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.

9.5 Director Conflict of Interest

A Director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Society, or a matter for consideration by the Directors:

- (a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
- (b) will disclose fully and promptly the nature and extent of his or her interest in the contract, transaction or matter;
- (c) is not entitled to vote on the contract, transaction or matter;
- (d) will absent themselves from the meeting or portion thereof:

- (1) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
- (2) in any case, during the vote on the contract, transaction or matter; and
- (e) refrain from any action intended to influence the discussion or vote.

The Board may establish further policies governing conflicts of interest of Directors and others, provided that such policies must not contradict the Act or these Bylaws.

9.6 Chair of Meetings

The Chair will preside as chair at all meetings of the Board.

If at any meeting of the Board the Chair, Vice-Chair and such alternate Person appointed by a Board Resolution, if any, are not present within fifteen (15) minutes after the time appointed for the meeting or requests that they not chair that meeting, the Directors present may choose one of their number to chair that meeting.

9.7 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, they 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, they may preside as chair.

9.8 Chair to Determine Procedure

In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a meeting of the Board, the person presiding as chairperson will have the authority to interpret and apply such rules of order as the meeting has adopted and determine matters in accordance with those rules, as well as the Societies Act and these Bylaws.

9.9 Minutes of Board Meetings

The Secretary or such other Person designated by the Board will ensure that minutes are taken for all meetings of the Board.

10. OFFICERS

10.1 Officers

The officers of the Society are the Chair, Vice-Chair, Secretary, Treasurer and Chief Executive Officer, together with such other officers, if any, as the Board, in its discretion, may create. The above required officers must be Directors.

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

10.2 Election of Officers

At each meeting of the Board immediately following an annual general meeting, the Board will elect the officers (other than the Chief Executive Officer).

10.3 Term of Officer

The term of office for each officer will be one (1) year, commencing on the date the Director is elected as an officer in accordance with Bylaw 10.2 and continuing until the first meeting of the Board held after the next following annual general meeting. A Director may be elected as an officer for consecutive terms.

10.4 Removal of Officers

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

10.5 Replacement

Should the Chair or any other officer for any reason be unable to complete his or her term, the Board will remove such officer from his or her office and will elect a replacement without delay.

10.6 Duties of Chair

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

10.7 Duties of Vice-Chair

The Vice-Chair will assist the Chair in the performance of their duties and will, in the absence of the Chair, perform those duties. The Vice-Chair shall also perform such additional duties as may be assigned by the Board or the Chair.

10.8 Duties of Secretary

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

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

10.9 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 Act and the *Income Tax Act*; and

- (b) the rendering of financial statements to the Directors, Members and others, when required.

10.10 Duties of Chief Executive Officer

The Chief Executive Officer will, under the supervision of the Board, manage the affairs of the Society and shall be responsible for the administration of the Society. The Chief Executive Officer shall regularly report to and advise the Board on all matters relevant to the affairs of the Society.

The Chief Executive Officer will direct and manage the Society's office and personnel. The Chief Executive Officer will have such other duties and responsibilities as determined by the Board from time to time.

10.11 Absence of Secretary at Meeting

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

10.12 Combination of Offices of Secretary and Treasurer

The offices of Secretary and Treasurer may be held by one (1) Person who will be known as the Secretary-Treasurer.

11. INDEMNIFICATION

11.1 Indemnification of Directors and Eligible Parties

To the extent permitted by the Act, each Director and eligible party (as defined by the Act) will be indemnified by the Society against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Person by reason of their holding or having held authority within the Society:

- (a) is or may be joined as a party to such legal proceeding or investigative action; or
- (b) is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

11.2 Purchase of Insurance

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

12. COMMITTEES

12.1 Creation and Delegation to Committees

The Board may create such standing and special committees, working groups or task forces as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by a Board Resolution.

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

12.2 Standing and Special Committees

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

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

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

12.3 Terms of Reference

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.

12.4 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.

13. EXECUTION OF INSTRUMENTS

13.1 No Seal

The Society may have a corporate seal but will not use the seal for the purpose executing documents.

13.2 Execution of Instruments

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

- (a) by the Chair and the Chief Executive Officer;
- (b) or by the Chief Executive Officer, together with one other Director, or
- (c) in the event that the Chair is unavailable to provide a signature, by any two (2) Directors,

and all contracts, documents and instruments in writing so signed will be binding upon the Society without any further authorization or formality.

The Board will have power from time to time by Board Resolution to appoint any officer or officers, or any Person or Persons, on behalf of the Society either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

14. FINANCIAL MATTERS

14.1 Accounting Records

The Society will maintain such financial and accounting records and books of account as are required by the Act and applicable laws.

14.2 Borrowing Powers

In order to carry out the purposes of the Society, the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in any manner it decides, including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

14.3 Restrictions on Borrowing Powers

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

14.4 Audit Required

The Society is required to be audited and will annually appoint an external auditor with the qualifications required by the Act and will comply with the relevant provisions of the Act and this Part.

14.5 Appointment of Auditor at Annual General Meeting

The auditor will be appointed at an annual general meeting, to hold office until such auditor is reappointed at a subsequent annual general meeting or a successor is appointed in accordance with the procedures set out in the Act or until the Society no longer wishes to appoint an auditor.

14.6 Vacancy in Auditor

Except as provided in Bylaw 14.7, the Board will fill any vacancy occurring in the office of auditor and an auditor so appointed will hold office until the next annual general meeting.

14.7 Removal of Auditor

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

14.8 Notice of Appointment

An auditor will be promptly informed in writing of such appointment or removal.

14.9 Auditor's Report

The auditor, if any, must prepare a report on the financial statements of the Society in accordance with the requirements of the Act and applicable law.

14.10 Attendance at Annual General Meetings

The auditor may attend General Meetings and will attend if requested by the Board or required by the Societies Act.

15. NOTICE GENERALLY

15.1 Method of Giving Notice

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

15.2 When Notice Deemed to have been Received

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

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

15.3 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.

16. MISCELLANEOUS

16.1 Dissolution

Upon the dissolution of the Society and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to organizations that are qualified donees as defined in the *Income Tax Act (Canada)*.

16.2 Not for profit

The Society's operations are not for profit. ***This provision was previously unalterable.***

16.3 Societies Act Transitional Requirement

Sections 3, 4 and 6 are unalterable. ***This provision was previously unalterable.***

16.4 Inspection of Documents and Records

The documents and records of the Society, including the financial and accounting records and the minutes of General Meetings, committee meetings and meetings of the Board, will be open to the inspection of any Director at reasonable times and on reasonable notice.

A Member is entitled, upon providing not less than fourteen (14) days' notice in writing to the Society, to inspect any of the following documents and records of the Society at the Address of the Society during the Society's normal business hours:

- (a) the Constitution and these Bylaws, and any amendments thereto;
- (b) the statement of directors and registered office of the Society;
- (c) minutes of any General Meeting, including the text of each resolution passed at the meeting;
- (d) resolutions of the Members in writing, if any;
- (e) annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;
- (f) the register of Directors;
- (g) the register of Members;
- (h) the Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;
- (i) copies of orders made by a court, tribunal or government body in respect of the Society;
- (j) the written consents of Directors to act as such and the written resignations of Directors; and
- (k) the disclosure of a Director or of a senior manager regarding a conflict of interest.

Except as expressly provided by statute or at law, a Member will not be entitled or have the right to inspect any other document or record of the Society. However, subject to such policies as the Board may establish, a Member may request, in writing delivered to the Address of the Society,

to inspect any other document or record of the Society and the Board may allow the Member to inspect the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

Copies of documents to which a Member is allowed to inspect may be provided on request by the Member for a fee to be determined by the Board, provided such fee does not exceed the limits prescribed by the Act.

17. BYLAWS

17.1 Entitlement of Members to copy of Constitution and Bylaws

On being admitted to membership, each Member is entitled to, and upon request the Society will provide them with, access to a copy of the Constitution and these Bylaws.

17.2 Special Resolution required to Alter Bylaws

These Bylaws will not be altered except by Special Resolution.

17.3 Effective Date of Alteration

Any alteration to the Bylaws or Constitution will take effect on the date notice of the alteration is filed with the Registrar in accordance with the Act.