


CAROL PREST

INSPIREHEALTH SOCIETY

BYLAWS

TABLE OF CONTENTS

PART 1 - GENERAL..... 2

PART 2 - MEMBERSHIP 4

PART 3 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE 5

PART 4 - MEETINGS OF MEMBERS 6

PART 5 - DIRECTORS..... 9

PART 6 - MEETINGS OF DIRECTORS 11

PART 7 - SENIOR MANAGERS..... 14

PART 8 - INDEMNIFICATION 15

PART 9 - NOTICES..... 16

PART 10 - DOCUMENTS AND RECORDS..... 17

PART 11 - FINANCIAL MATTERS 18

PART 12 - FORMER CONSTITUTION PROVISIONS..... 19

PART 1 - GENERAL

- 1.1 **Definitions.** In this bylaw and all other bylaws of the Society, unless the context otherwise specifies or requires:
- (a) "**Act**" means the *Societies Act* of British Columbia including the regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
 - (b) "**Board**" means the board of directors of the Society and "director" means a member of the Board;
 - (c) "**Board Resolution**" means:
 - (i) 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, either: (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
 - (ii) a resolution that has been submitted to all directors and consented to in writing by a minimum of 75% of the directors who would have been entitled to vote on the resolution at a meeting of the Board;
 - (d) "**bylaw**" means this bylaw and any other bylaws of the Society as amended and which are, from time to time, in force and effect;
 - (e) "**Chair**" means a person elected to the office of chair of the Society in accordance with these bylaws;
 - (f) "**constitution**" means the original or restated constitution of incorporation or constitution of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Society;
 - (g) "**directors**" means those persons who have become directors in accordance with these bylaws and have not ceased to be directors;
 - (h) "**Electronic Means**" means any system or combination of systems, including but not limited to telephonic, electronic or web-based technology, that:
 - (i) 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 participants were present at the same location; or
 - (ii) 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;
 - (i) "**Eligible Party**" means:

- (i) a director or Senior Manager of the Society, as determined in accordance with these bylaws;
 - (ii) a person who holds or held a position equivalent to what is described in (i) above in a subsidiary of the Society; or
 - (iii) the heir or personal representative of a person described in (i) or (ii) above;
- (j) **“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;
- (k) **“Society”** means InspireHealth Society;
- (l) **“Registrar”** has the same meaning as in the Act;
- (m) **“meeting of members”** includes an annual meeting of members or a special meeting of members;
- (n) **“Ordinary Resolution”** means:
- (i) a resolution passed by a simple majority of the votes cast on that resolution by those members entitled to vote: (A) in person at a duly constituted meeting of members; (B) by Electronic Means in accordance with these bylaws; or (C) by combined total of the votes cast in person at a meeting of members and the votes cast by Electronic Means; or
 - (ii) a resolution that has been submitted to the members and consented to in writing by not less than the threshold required by the Act,
- and an Ordinary Resolution approved by any one or more of these methods is effective as though passed at a duly constituted meeting of members of the Society;
- (o) **“proxyholder”** means an individual 19 years of age or older in possession of a valid proxy made in compliance with the Act and these bylaws;
- (p) **“registered address”** of a member or director means the address of that person as recorded in the register of members or register of directors;
- (q) **“registered office”** means the office of the Society established under section 12 or 19 of the Act;
- (r) **“Senior Manager”** means a person appointed by the board to exercise authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society;
- (s) **“special meeting of members”** includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members; and

(t) **"special resolution"** means:

- (i) a members resolution (of which notice required by the Act and these bylaws has been provided) passed by a majority of votes required by the Act in respect of that resolution by those members entitled to vote: (A) in person at a duly constituted meeting of members; (B) by Electronic Means in accordance with these bylaws; or (C) by combined total of the votes cast in person at a meeting of members and the votes cast by Electronic Means; 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 meeting of members of the Society,

and a Special Resolution approved by any one or more of these methods is effective as though passed at a duly constituted meeting of members of the Society.

1.2 **Interpretation.** In the interpretation of this bylaw, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified in Section 1.1 above, words and expressions defined in the Act have the same meanings when used in these bylaws. The headings used in these bylaws are inserted for reference purposes only and are not to be considered or taken into account in construing the provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such provisions.

1.3 **Corporate Seal.** The Society may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Board shall make provisions for the custody of the corporate seal. The Board shall also have power from time to time to destroy a seal and substitute a new seal in its place. The seal of the Society shall not generally be used in the execution of documents or instruments, and shall be affixed only when authorized by the Board, and then only in the presence of the person or persons prescribed by the Board, or, if no person or persons are prescribed, in the presence of any two directors.

PART 2 - MEMBERSHIP

2.1 **Membership Conditions.**

There shall be one class of membership in the Society. Membership in the Society shall be available only to individuals who share the values of the Society and who are interested in actively participating in the Society as a member, and who meet the membership qualifications, if any, set out in the Act and these bylaws. Prospective members must be accepted into membership in the Society by Board Resolution or in such other manner as may be determined by the Board. Each member shall be entitled to receive notice of, to attend and to vote at all meetings of the members of the Society. Each member shall be entitled to one vote at such meetings.

2.2 **Term of Membership.** A member's term shall be from the date the member was accepted into membership in the Society until the date his or her membership terminates pursuant to Part 3 of these bylaws.

2.3 **Non-Transferrable.** Membership in the Society is non-transferable.

PART 3 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.1 **Membership Dues.** Membership dues, if any, shall be set by the Board from time to time. Members shall be notified in writing of any membership dues at any time payable by them and, if such dues are not paid within one calendar month of such notice, the member shall no longer be in good standing and shall automatically cease to be a member of the Society as of that date.

3.2 **Termination of Membership.** A membership in the Society is terminated when:

- (a) any specified term of membership expires;
- (b) a member fails to maintain any qualifications for membership specified in Section 2.1 of these bylaws;
- (c) the member resigns by delivering a written resignation to the registered office of the Society, in which case such resignation shall be effective on the date specified in the resignation;
- (d) the member dies;
- (e) the member is expelled in accordance with Section 3.3 of these bylaws or is otherwise terminated in accordance with the these bylaws; or
- (f) the Society is liquidated or dissolved under the Act.

Subject to these bylaws, upon any termination of membership, the rights of the member, including any rights in the property of the Society, automatically cease to exist.

A member may not be disciplined, suspended or expelled by resolution of the existing members.

3.3 **Discipline of Members.** The Board shall have authority to discipline, suspend or expel any member from the Society on any one or more of the following grounds:

- (a) violating any provision of the constitution, these bylaws, or written policies of the Society;
- (b) carrying out any conduct which may be detrimental to the Society, as determined by the Board in its sole discretion; or
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Society.

In the event that the Board determines that a member should be disciplined, suspended, or expelled from membership in the Society, the Chair, or such other

director or senior manager as may be designated by the Board, shall provide, in a written notice, 20 days' notice of the proposed discipline, suspension, or expulsion to the member and shall, in the written notice, provide reasons for the proposed discipline, suspension or expulsion. The member may make written representations to the Chair, or such other director or senior manager as may be designated by the Board, in response to the notice received within such 20 day period. In the event that no written representations are received by the Chair or such other director or senior manager as may be designated by the Board, the Chair or such other director or senior manager as may be designated may proceed to notify the member in writing that the member is suspended or expelled from membership in the Society. If written representations are received in accordance with this Section, the Board will consider such representations in arriving at a final decision and shall notify the member concerning such final decision within a further 20 days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

3.4 **Suspension.** In the event a member is suspended from membership in the Society in accordance with Section 3.3, the member shall not be entitled to exercise any of the rights of being a member of the Society under these bylaws and the Act, including, but not limited to, the following:

- (a) the right to receive notice of any Board meetings (if also a director) and members' meetings; and
- (b) the right to vote at Board meetings (if also a director) and members meetings.

The member so suspended shall automatically cease to be a member one year from the date of such member's suspension unless a decision is made by the Board to restore the member to good standing.

3.5 **Delivery of Society Property.** In the event a member is disciplined, suspended, expelled or otherwise terminated from membership in the Society, the member shall, prior to the commencement of their sanction, suspension, or expulsion, deliver up any and all property of the Society in the member's possession, including but not limited to, records, keys, and access codes. The member agrees that failure to deliver up said property prior to the commencement of the sanction, suspension, or expulsion is irreparable harm to the Society and is appropriate for immediate judicial relief, including an injunction with no undertaking as to damages.

PART 4 - MEETINGS OF MEMBERS

4.1 **Annual Meeting.** The annual meeting of the members shall be held on such day in each calendar year and at such time as the Board may by resolution determine at any place within Canada or, if all of the voting members so agree before the meeting, outside Canada.

4.2 **Special General Meeting.** Other meetings of the members may be convened by order of the Chair at any date and time and at any place within Canada or, if all of the voting members so agree before the meeting, outside Canada.

- 4.3 **Members Requisition of General Meeting.** Members may requisition the directors to call a meeting of the members by following the process set out in the Act.
- 4.4 **Persons Entitled to be Present.** The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the auditor (if any) of the Society and such other persons who are entitled or required under any provision of the Act, constitution or these bylaws of the Society to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.
- 4.5 **Chair of the Meeting.** The Chair, or the Vice-Chair should the Chair be absent, are to preside at meetings of the members. In the event that the Chair and the Vice-Chair of the Board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.
- 4.6 **Notice of Meeting of Members.**
- (a) Notice of a meeting of members shall be given to the auditor, if any is appointed, the President and to each member at its registered address, in writing, by mail, courier or personal delivery at least seven and no more than 60 days before the meeting.
 - (b) If the Society has more than 250 members, notice is deemed to be sent if:
 - (i) notice of the date, time and location of the meeting has been sent to every member of the Society who has provided an email address to the society for the purpose of such notice, by email to that email address; and
 - (ii) notice of the date, time and location of the meeting:
 - A. is published at least once in each of the three weeks immediately before the date of the meeting in one or more of the following newspapers: Vancouver Courier or the Vancouver Sun; or
 - B. is posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on the Society's website on a publicly accessible web page.
 - (c) Notice of a meeting will specify the date, time and place of the meeting, and will specify the Electronic Means that are authorized to be used for the meeting (if any).
- 4.7 **Notice of Special Resolution.** If a special resolution is to be voted on at a members' meeting, the full text of the special resolution must be included in the notice to members.
- 4.8 **Quorum.** A quorum at any meeting of the members shall be ten members entitled to vote at the meeting, present in person or by proxy. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. If a

quorum is not present at the opening of any meeting of the members, the members then present, or failing that, any two directors, may adjourn the meeting to a fixed time and place pursuant to Section 4.9.

- 4.9 **Adjournment.** Notice of the adjourned meeting of the members is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. If at the adjourned meeting a quorum is not present, the members present shall constitute a quorum. No business shall be transacted at the adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.10 **Votes to Govern.** At any meeting of members every question shall, unless otherwise required by the constitution, these bylaws or by the Act, be determined by a majority of the votes cast on the question.
- 4.11 **Method of Voting.** At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, two or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.
- 4.12 **Meetings by Electronic Means.** The Board may determine, in its discretion, to hold any meeting of members 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:
- (a) arrange for suitable Electronic Means;
 - (b) inform members that participation by Electronic Means will be available and how such can be utilized; and
 - (c) 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 meeting.

- 4.13 **Proxies.** Members not in attendance at a meeting of members may vote by appointing in writing a proxyholder, and may also appoint one or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:
- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
 - (b) a member may revoke a proxy by depositing a written instrument signed by the member or by the member's authorized agent:

- (i) at the registered office of the Society no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
 - (ii) with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- (c) unless limited in the proxy, a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
- (d) a proxy shall only be valid if in the form provided by the Society;

4.14 **Business at Annual General Meeting.** At a general meeting, the following business is ordinary business:

- (a) adoption of the rules of order;
- (b) presentation and consideration of the Society's financial statements, prepared in compliance with the Act;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of auditor, if any; and
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

All other business is special business.

4.15 **Annual Report.** Within 30 days after an annual general meeting, the Society must file with the Registrar an annual report that includes the date on which the meeting was held, subject to any exceptions or extensions in the Act.

PART 5 - DIRECTORS

5.1 **General Duties.** The property and affairs of the Society shall be managed by the Board.

5.2 **Support of Purposes.** Every director will subscribe to and support the purposes of the Society.

5.3 **Composition of Board.** The Board will be composed of not less than five and not more than nine directors, with the actual number being determined by the members from time to time.

- 5.4 **Election and Term.** The members will elect the directors at the first meeting of members and at each succeeding annual meeting at which an election of directors is required, and the directors shall be elected to hold office for a term of three years, or such lesser term as specified by the members at the time of election, but not exceeding the term prescribed in the Act. The term of any director may be renewed by Ordinary Resolution.

A designation, election or appointment of an individual as a director must either be: (a) consented to in writing by the individual; or (b) made at a meeting at which the individual is present and the individual does not refuse, at the meeting, to be a director.

- 5.5 **Invalidation of Acts.** No act or proceeding of the Board is invalid by reason only of there being less than the required number of directors in office.

- 5.6 **Qualifications.** A director must be a member in good standing of the Society. A director may not be an employee of the Society.

- 5.7 **Disqualification.** A director who is not qualified to be a director under the Act or these bylaws ceases to hold office as of the date of disqualification.

- 5.8 **Removal of Director.** A director may be removed before the expiration of his or her term of office by either of the following methods:

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

If a director has been removed 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 a director has been removed 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 seven days' advance notice in writing of the proposed Board Resolution and to address the Board prior to the vote on the resolution.

- 5.9 **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 Chair or to the registered office of the Society and the effective date of the resignation stated therein;
- (b) upon the expiry of his or her term;
- (c) upon the date such person is no longer qualified pursuant to these bylaws;
- (d) by being absent for the three or more meetings of the directors in a 12 month period without a valid reason acceptable to the board;
- (e) upon his or her removal; or
- (f) upon his or her death.

- 5.10 **Filings for a Change of Directors.** The Society will file any change of directors or change in the address of any directors in the record book of the society and with the Registrar.
- 5.11 **Executive Roles.** The directors may appoint from among their number persons to fill the following Board positions, and a director, other than the Chair, may hold more than one position:
- (a) **Chair.** This role chairs the Board and is responsible for supervising the other directors in the execution of their duties.
 - (b) **Vice-Chair.** This role is the vice-chair of the Board and is responsible for carrying out the duties of the Chair if the Chair is unable to act.
 - (c) **Secretary.** This role is responsible for doing, or making the necessary arrangements for, the following:
 - (i) issuing notices of general meetings and directors' meetings;
 - (ii) taking minutes of general meetings and directors' meetings;
 - (iii) keeping the records of the Society in accordance with the Act;
 - (iv) conducting the correspondence of the Board; and
 - (v) filing the annual report of the Society and making any other filings with the Registrar under the Act.
 - (d) **Treasurer.** This role is responsible for doing, or making the necessary arrangements for, the following:
 - (i) receiving and banking monies collected from the members or other sources;
 - (ii) keeping accounting records in respect of the Society's financial transactions;
 - (iii) preparing the Society's financial statements; and
 - (iv) making the Society's filings respecting taxes.
- 5.12 **Casual Vacancies.** If for any reason a vacancy exists on the Board, the Board may appoint a member (who otherwise meets the qualifications for director set out herein) to fill that vacancy until the next annual meeting of the members.
- 5.13 **Remuneration of Directors.** No director shall be paid any remuneration for services rendered to the Society as director but may be reimbursed for reasonable expenses in acting as a director.

PART 6 - MEETINGS OF DIRECTORS

- 6.1 **Place of Meeting.** Meetings of the Board may be held at any place within or outside Canada.

- 6.2 **Calling of Meetings.** Meetings of the Board may be called by the chair of the Board, the vice-chair of the Board or any two directors at any time.
- 6.3 **Regular Meetings.** The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting.
- 6.4 **Notice of Meeting.** Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 9.1 of these bylaws to every director of the Society not less than 72 hours before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Unless these bylaws or the Act otherwise provide, no notice of a meeting need specify the purpose or the business to be transacted at the meeting.
- 6.5 **Quorum.** A majority of the number of directors constitutes a quorum at any meeting of the directors, and, despite any vacancy among the directors, a quorum of directors may exercise all of the powers of the directors. If a quorum is not present at the meeting of the directors, the directors then present, shall adjourn the meeting to a fixed time and place pursuant to Section 6.6.
- 6.6 **Adjournment.** Any meeting of the Board may be adjourned from time to time by the chair of the meeting, with the consent of the directors present at the meeting which is to be adjourned, to a fixed time and place. Notice of any adjourned meeting of the Board is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
- 6.7 **Chair.** The Chair (or, in the absence or inability of the Chair, the Vice-Chair) will, subject to a Board Resolution appointing another person, preside as chairperson 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 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 preside as chairperson at that meeting. 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 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 chairperson. 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 Act and these bylaws.

- 6.8 **Votes to Govern.** Each director is authorized to exercise one vote. At all meetings of the Board, every question shall be decided by Board Resolution.
- 6.9 **Meetings 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.
- 6.10 **Committees.** The Board may from time to time appoint any committee or other advisory body as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.

The Chair and President shall be entitled to receive notice of, to attend and to participate in all meetings of all committees. Unless they are specifically appointed members of any committee, the Chair and President shall not be counted in the quorum for a committee meeting and shall not be entitled to vote.

- 6.11 **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 Board:
- (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 him or herself from the meeting or portion thereof:
 - (i) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
 - (ii) 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 foregoing provisions of section 6.11 do not apply to:

- (a) the reimbursement of a director, member of a committee of the Society, senior manager or employee in respect of reasonable expenses incurred with the directors' approval in carrying out the business of the Society;

- (b) the purchase and maintenance of insurance for the benefit of the directors and senior managers pursuant to these bylaws; or
- (c) any person with an interest which is a corporation or entity in which the director, senior manager, committee member or employee, as the case may be, has a minority interest and if such person is a corporation, the corporation is listed on any stock exchange.

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.

PART 7 - SENIOR MANAGERS

7.1 **Appointment.** The Board may appoint one or more Senior Managers in the discretion of the Board and specify their duties, including the following:

- (a) **President/Chief Executive Officer.** The directors shall appoint a President of the Society. The President of the Society shall act as the Chief Executive Officer of the Society. The President shall attend meetings of the members as a non-voting member. The President shall attend meetings of the Board but shall be excluded from any in-camera portions of such meetings.

The President shall be responsible to the directors for the administration and management of the Society, subject to such policies as may be adopted and such directions as may be given to the President by the directors. The remuneration of the President, if any, shall be determined from time to time by the directors.

- (b) **Vice-President.** The directors may appoint a Vice-President of the Society. If appointed, the duties of the Vice-President shall be assigned by the President.

7.2 **Cessation.** In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Senior Manager of the Society. Unless so removed, a Senior Manager shall hold office until the earlier of:

- (a) the Senior Manager's successor being appointed;
- (b) the Senior Manager's resignation;
- (c) such Senior Manager ceasing to be a director (if a necessary qualification of appointment); or
- (d) such Senior Manager's death.

If the office of any Senior Manager of the Society shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

PART 8 - INDEMNIFICATION

- 8.1 **Indemnify an Eligible Party.** Subject to section 8.4 and the provisions of the Act, an Eligible Party 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 Eligible Party, by reason of his or her 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.
- 8.2 **Subsidiary.** Notwithstanding section 8.1, the Society may, in its discretion, determine whether or not to indemnify an Eligible Party to the extent he or she is liable for or in respect of expenses by reason of holding or having held a position in a subsidiary, if any, of the Society, which position is equivalent to the position of an Eligible Party in the Society itself.
- 8.3 **Advancement of Expenses.** To the extent permitted by the Act and subject to section 8.4, all costs, charges and expenses incurred by an Eligible Party with respect to any legal proceeding or investigative action may be advanced by the Society 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 Eligible Party to repay such amount unless it is ultimately determined that the Eligible Party is entitled to indemnification hereunder.
- 8.4 **Indemnification prohibited.** Notwithstanding sections 8.1 and 8.2, the Society must not indemnify an Eligible Party against any costs, charges and expenses, including legal and other fees, incurred in connection with any legal proceeding or investigative action, if such Eligible Party:
- (a) has already been reimbursed for such expenses;
 - (b) has been judged by a court, in Canada or elsewhere, or by another competent authority to have committed any fault or to have omitted to do anything that he or she ought to have done;
 - (c) in relation to the subject matter of the legal proceeding or investigative action, did not act honestly and in good faith with a view to the best interests of the Society or any subsidiary of the Society; or
 - (d) in the case of a legal proceeding other than a civil proceeding, did not have reasonable grounds for believing that his or her conduct, in respect of which the legal proceeding or investigative action was brought, was lawful.

- 8.5 **Non-compliance.** The failure of an Eligible Party of the Society to comply with the provisions of the Act, or of the constitution or these bylaws, will not invalidate any indemnity to which he or she is entitled under this part.
- 8.6 **Deemed Contract.** Each Eligible Party of the Society on being elected or appointed will be deemed to have contracted with the Society upon the terms of the foregoing indemnities.
- 8.7 **Insurance.** The Society may purchase and maintain insurance for the benefit of any or all directors, Senior Managers, employees or agents against personal liability incurred by any such person as a director, Senior Manager, employee or agent.

PART 9 - NOTICES

- 9.1 **Method of Giving Notices.** Unless otherwise specified in the constitution, these bylaws or the Act, any notice (which term includes any communication or document) to be given, sent, delivered or served to a member, director, Senior Manager or member of a committee of the Board or to the auditor shall be sufficiently given, if:
- (a) delivered personally to the person to whom it is to be given or if delivered to such person's registered address;
 - (b) mailed to such person at such person's registered address by prepaid ordinary or air mail; or
 - (c) sent to such person in writing by telephonic, electronic or other communication facility at such person's registered address for that purpose.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the registered address as aforesaid. A notice so mailed shall be deemed to have been given when deposited in a post office or public letter box. A notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. In proving that notice has been given by transmitted or rendered communication such as facsimile or email, it is sufficient to prove that the notice was properly addressed and reception was confirmed at the fax number or was not returned undeliverable to the email address set out in the registered address for the intended recipient. The secretary may change or cause to be changed the recorded address of any member, director, Senior Manager, auditor or member of a committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this bylaw shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or Senior Manager of the Society to any notice or other document to be given by the Society may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

- 9.2 **Omissions and Errors.** The accidental omission to give any notice to any member, director, Senior Manager, member of a committee of the Board or auditor, or the non-receipt of any notice by any such person where the Society has provided notice

in accordance with the bylaws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice. Attendance at a meeting in which notice was accidentally omitted is acceptance of adequate notice.

PART 10 - DOCUMENTS AND RECORDS

- 10.1 **Execution of Documents.** Instruments in writing requiring execution by the Society may be signed in such a manner as the Board may from time to time designate by resolution and all instruments in writing so signed shall be binding upon the Society without any further authorization or formality. The Board shall have the power from time to time by resolution to appoint any person or persons on behalf of the Society either to sign instruments in writing generally or to sign specific instruments. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing Senior Manager may certify a copy of any instrument, resolution, bylaw or other document of the Society to be a true copy thereof.
- 10.2 **Access to Records.**
- (a) The documents including the financial and accounting records, of the Society and the minutes of meetings of members, committee meetings and meetings of the Board will be open to the inspection of any director at reasonable times.
 - (b) A member in good standing is entitled, subject to any Board Resolution under section 25 of the Act, upon providing not less than 14 days' notice to the Society, to examine any of the following documents and records of the Society at the registered office of the Society during the Society's normal business hours:
 - (i) the constitution and these bylaws, and any amendments thereto;
 - (ii) the statement of directors and registered office of the Society;
 - (iii) minutes of any meeting of members, including the text of each resolution passed at the meeting;
 - (iv) resolutions of the members in writing, if any;
 - (v) annual financial statements relating to a past fiscal year that have been received by the members in a meeting of members;
 - (vi) the register of directors;
 - (vii) the register of members;
 - (viii) the Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;
 - (ix) copies of orders made by a court, tribunal or government body in respect of the Society;

- (x) the written consents of directors to act as such; and
 - (xi) the disclosure of a director or Senior Manager regarding a conflict of interest.
- (c) Except as expressly provided by statute or at law, a member will not be entitled or have the right to examine or inspect any other document or record of the Society. However, subject to such policies as the Board may establish, a member in good standing may request, in writing delivered to the registered office of the Society, to examine any other document or record of the Society and the Board may allow the member to examine 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.
- (d) Copies of documents of which a member is allowed to examine may be provided on request by the member for a reasonable production fee to be determined by the Board.
- 10.3 **Inspection by Non-Members.** A non-member may only inspect the records of the Society with permission of the Board. A non-member may not inspect the register of members.
- 10.4 **Use of Members and Directors Register.** A person must not use contact information that the person obtains from an inspection of the Society's register of members or directors for any purpose except in connection with matters related to the activities or internal affairs of the Society and in compliance with the Act.

PART 11 - FINANCIAL MATTERS

- 11.1 **Financial Year End.** The financial year end of the Society shall be determined by the Board from time to time.
- 11.2 **Investment.** The Board may, without authorization of the members, invest in any investment which it deems will benefit the Society.
- 11.3 **Borrowing.** The Board may, without authorization of the members:
- (a) borrow money on the credit of the Society;
 - (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Society;
 - (c) give a guarantee on behalf of the Society to secure performance of an obligation of any person; and
 - (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Society owned or subsequently acquired, to secure any obligation of the Society.
- 11.4 **Banking Arrangements.** The banking business of the Society shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be

transacted by a senior manager or senior managers of the Society and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

- 11.5 **Annual Financial Statements.** The Society may, instead of sending copies of the annual financial statements, the report of the auditor (if any), and any further information respecting the financial position of the Society and the results of its operations as required by the Act, bylaws or other agreements, provide such items to the members by the following means:
- (a) by publishing a notice to its members stating that the annual financial statements and such other documents described above are available at the registered office of the Society and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail; or
 - (b) by posting the annual financial statements and such other documents described above on the Society's website, provided that the Society publishes a notice to its members stating that the financial information with respect to the Society is available on its website.
- 11.6 **Auditor.** If the Society has an auditor, the auditor shall be appointed by the members by Ordinary Resolution, to hold office for the term set out in the Act and perform the duties as set out in the Act.

PART 12 - FORMER CONSTITUTION PROVISIONS

- 12.1 The operation of the Society will be carried on a chiefly in the city of Vancouver in the province of British Columbia, with the head office in Vancouver. This provision is alterable.
- 12.2 The society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its purposes. This provision was previously unalterable.
- 12.3 Upon dissolution or final cessation of the affairs and undertaking of the Society, all its remaining assets, after payment of all just debts, outstanding liabilities and obligations shall be transferred to a non-profit society with similar aims and objectives. This provision was previously unalterable.