



SLR SOCIETY FOR LEARNING IN RETIREMENT

Constitution and Bylaws

Updated 2013

Amended and approved February 2, 2013

PROVINCE OF BRITISH COLUMBIA

FORM 3

SOCIETY ACT

1. The name of the Society is SLR SOCIETY FOR LEARNING IN RETIREMENT.
2. The purposes of the Society are:
 - (a) to educate and meet the educational needs of retired persons who reside in the Okanagan;
 - (b) to offer, administer and conduct classes for retired persons in the Okanagan;
 - (c) to promote the benefits of continuous learning to retired persons in the Okanagan;
 - (d) to enhance the health, physical and mental well-being and quality of life of retired persons in the Okanagan through continuous learning;
 - (e) to receive gifts, bequests, funds and property, and to hold, invest, administer and distribute funds and property for the purposes of the Society, for such other organizations as are “qualified donees” under the provisions of the *Income Tax Act* of Canada, as amended (the “*Income Tax Act*”) and for such other purposes and activities as are authorized for registered charities under the provisions of the *Income Tax Act*; and
 - (f) to do all such other things as are incidental and ancillary to the attainment of the foregoing purposes and the exercise of the powers of the Society.
3. The activities of the Society shall be carried on without purpose of gain for its members and any income, profits or other accretions to the Society shall be used in promoting the purposes of the Society. This paragraph is unalterable.
4. Upon the winding-up or dissolution of the Society, the funds and property remaining after the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution, including the remuneration of a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after payment of any debts of the Society, shall be distributed to such charities, registered under the provisions of the *Income Tax Act*, or such “qualified donees” allowed under the *Income Tax Act*, as shall be designated by the Board. Any of such funds or property remaining which had originally been received for specific purposes shall, wherever possible, be distributed to “qualified donees” or charities registered under the provisions of the *Income Tax Act* carrying on work of a similar nature to such specific purposes. This paragraph is unalterable.

SCHEDULE “A”

BYLAWS

Here set out, in numbered clauses, are the bylaws providing for the matters referred to in section 6(1) of the *Society Act* and any other bylaws.

PART 1. - INTERPRETATION

1.1 In these bylaws and the constitution of the Society, unless the context otherwise requires:

- (a) “address of the Society” means the address of the Society as filed from time to time with the Registrar in the Notice of Address;
- (b) “Advisory Council” means the council appointed by the Board in accordance with these bylaws;
- (c) “appointed director” means a person appointed in accordance with these bylaws as an appointed director or appointed as a replacement director for an appointed director;
- (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 Society and exercising the powers of the Society;
- (e) “Board resolution” means:
 - (i) a resolution passed at a meeting of the Board by a simple majority of the votes cast by those directors entitled to vote at such meeting; or
 - (ii) a resolution that has been submitted to all of the directors and consented to in writing by 75% of the directors who would have been entitled to vote on it in person at a meeting of the Board;
- (f) “bylaws” means the bylaws of the Society as filed in the Office of the Registrar;
- (g) “constitution” means the constitution of the Society as filed in the Office of the Registrar;
- (h) “directors” means those persons who have become either appointed, elected, founding or replacement directors in accordance with these bylaws and have not ceased to be directors, and a “director” means any one of them;

- (i) “elected director” means a person elected as an elected director in accordance with these bylaws or elected or appointed as a replacement director for an elected director;
- (j) “founding director” means a person whose name is included in the List of First Directors filed with the Registrar at the time of incorporation;
- (k) “*Income Tax Act*” means the *Income Tax Act*, R.S.C. 1985, c.1 (5th Supplement) as amended;
- (l) “members” means the applicants for incorporation of the Society and those persons who have subsequently become members in accordance with these bylaws and, in either case, have not ceased to be members, and a “member” means any one of them;
- (m) “ordinary resolution” means:
 - (i) a resolution passed at a general meeting of the Society by a simple majority of the votes cast by those members entitled to vote in person or by proxy at such meeting; or
 - (ii) a resolution that has been submitted to all of the members and consented to in writing by 75% of the members who would have been entitled to vote in person or by proxy at a general meeting of the Society;
- (n) “Patron” means a person appointed by the Board to be a Patron of the Society;
- (o) “President” means a person elected to the office of President in accordance with these bylaws but such office holder may, with the approval of a Board resolution, use the title Chair, Chairperson, Chairwoman or Chairman in substitution for, or in addition to, the title “President”;
- (p) “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;
- (q) “Registrar” means the Registrar of Companies in the Province of British Columbia;
- (r) “Society” means the SLR SOCIETY FOR LEARNING IN RETIREMENT;
- (s) “*Society Act*” means the *Society Act*, R.S.B.C. 1996, Chapter 433, as amended;
- (t) “special resolution” means:

- (i) a resolution passed at a general meeting of the Society by a majority of not less than 75% of the votes cast by those members entitled to vote in person or by proxy at such meeting; or
- (ii) a resolution consented to in writing by every member who would have been entitled to vote in person or by proxy at a general meeting of the Society.

1.2 The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws and the constitution.

1.3 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

PART 2. - MEMBERSHIP

2.1 Any person, who is retired, regardless of age, and lives in the Okanagan and supports the purposes of the Society, may apply to be a member of the Society.

2.2 The members of the Society shall be the applicants for incorporation and those persons whose application for admission as a member of the Society has been accepted by Board resolution.

2.3 The term of membership of each person whose application for admission as a member of the Society has been accepted by Board resolution shall expire, unless otherwise determined by Board resolution at the time of acceptance of such person as a member of the Society, upon the one year anniversary of the date on which the Board resolved to admit such person into membership of the Society.

2.4 Every member shall uphold the constitution and comply with these bylaws.

2.5 The amount of the first annual membership dues shall be determined by the directors and after that the annual membership dues shall be determined at the annual general meeting of the Society.

2.6 A member may withdraw from the Society by delivering his or her resignation in writing to the secretary of the Society or delivering it to the address of the Society.

2.7 A person shall immediately cease to be a member of the Society:

- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the secretary of the Society or to the address of the Society and the effective date of the resignation stated therein; or
- (b) upon his or her death; or
- (c) upon the expiration of the term currently determined stipulating the length of time for which he or she is to be a member; or

- (d) upon a Board resolution confirming that a member has ceased to be a member in good standing; or
- (e) upon being removed by ordinary resolution.

2.8 All members shall be in good standing except a member who has failed to pay by the date designated by the Board his or her current annual membership dues or any other subscription or debt due and owing by him or her to the Society and he or she is not in good standing so long as the debt remains unpaid.

2.9 The Board may appoint any person or former member of the Society to be an “Honourary Member” of the Society for exceptional work and effort for and on behalf of the Society and in furtherance of the purposes of the Society. An Honourary Member shall have the right to attend and vote at general meetings but shall not be required to pay annual membership dues. The provisions of bylaws 2.4, 2.6 and 2.7 shall also apply to Honourary Members.

PART 3. - MEETINGS OF MEMBERS

3.4 The general meetings of the Society shall be held at such time and place, in accordance with the *Society Act* as the Board shall decide.

3.5 Each person who is a member at least 30 days before a general meeting or whose application for membership has been accepted by ordinary resolution at least 30 days before a general meeting and provided such member has not ceased to be a member in accordance with bylaw 2.7, shall be entitled to notice of and shall be entitled to attend each general meeting of the Society.

3.6 The Board shall give not less than 14 days written notice of a general meeting to its members entitled to receive notice.

3.7 Notice of a general meeting shall specify the place, the day and the hour of the meeting.

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

3.9 The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation, and thereafter an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

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

3.11 An extraordinary general meeting can be called by the signing of a petition by 5% of the membership, or by the Board.

PART 4. - PROCEEDINGS AT GENERAL MEETINGS

4.1 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;
 - (v) the election or appointment of directors;
 - (viii) 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 A quorum at a general meeting shall be that number, not less than three, as shall be established in advance by ordinary resolution. In the absence of such a determination of a quorum, a quorum shall be the amount determined by the person appointed to chair the meeting, which amount shall not be less than 5% of the total members or three members present.

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

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

4.5 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 members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, 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 members present shall constitute a quorum.

4.6 The President of the Society, or the Board's designate shall chair the Annual General Meeting, and any other general meetings that may be held.

4.7 If a person presiding as chair of a general meeting wants 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 members present at such meeting, he or she may preside as chair.

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

4.9 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 shall be given as in the case of the original meeting.

4.10 Any issue at a general meeting which is not required by these bylaws or the *Society Act* to be decided by a special resolution shall be decided by an ordinary resolution.

4.11 A member in good standing is entitled to one vote.

4.12 A member chairing a general meeting may vote but, if he or she does so and the result is a tie, shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.

4.13 Voting shall be by show of hands or voice vote recorded by the secretary of the meeting, unless proxy votes are to be recorded or if any two members present at the meeting make a request for a secret vote, a secret vote by written ballot shall be required.

4.14 Voting by proxy is permitted provided that the proxy has previously been appointed in writing signed by the member appointing the proxy. A permanent proxy entitling a person or member to vote at other than one meeting and any adjournment of that meeting is void.

4.15 Any person of the age of majority may act as proxyholder whether or not he is a member.

4.16 A proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof shall be deposited at the address of the Society or at such other place as is specified for that purpose in the notice calling the meeting not less than 48 hours before the time for holding the meeting at which the person named in the proxy proposes to vote or shall be deposited with the chairman prior to the commencement of the meeting. In addition to any other method of depositing proxies provided for in these bylaws the Board may from time to time make regulations:

- (a) permitting the depositing of proxies at some place or places other than the place at which a meeting or adjourned meeting of members is to be held;

- (b) providing for particulars of those proxies to be telecopied or sent in writing to the Society or any agent of the Society before a meeting or an adjourned meeting for the purpose of receiving those particulars; and
- (c) providing that those proxies so deposited may be voted as though the proxies themselves were produced to the chairman of the meeting or of the adjourned meeting as required by this part.

Votes given in accordance with proxies and particulars of proxies so deposited shall be valid and counted.

4.17 A vote given in accordance with the terms of a proxy shall be valid notwithstanding the previous death, bankruptcy or insanity of the member or revocation of the proxy or of the authority under which the proxy was executed, provided that prior to the meeting no notice in writing of the death, bankruptcy, insanity or revocation as aforesaid shall have been received at the address of the Society or by the chairman of the meeting or of the adjourned meeting at which the vote was given.

4.18 Unless in the circumstances the *Society Act* requires any other form of proxy, a proxy appointing a proxyholder shall be in the following form, or in any other form that the Board shall approve:

(Name of Society)

The undersigned hereby appoints _____ of _____
 (or failing him _____ of _____) as
 proxyholder for the undersigned to attend at and vote for and on behalf of
 the undersigned at the general meeting of the Society to be held on the ____
 _____ day of _____, 20 __, and at any adjournment of that meeting.

Signed this _____ day of _____, 20__.

(Signature of Member)

4.19 A resolution in writing which is identified as an ordinary resolution and has been submitted to all the members and signed by a minimum of 75% of the members who would have been entitled to vote on it in person or by proxy at a general meeting of the Society 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 shall be deemed to be an ordinary resolution. Such a resolution may be in two or more counterparts which together shall be deemed to constitute one ordinary resolution in writing. Such ordinary resolution shall be filed with minutes of the proceedings of the members and shall be effective on the date

stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

4.20 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 it in person or by proxy at a general meeting of the Society is as valid and effectual as a special resolution as if it had been passed at a meeting of members duly called and constituted. Such a resolution may be in two or more counterparts which together shall be deemed to constitute one special resolution in writing. Such special resolution shall be filed with minutes of the proceedings of the members and filed with the Registrar and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart and shall take effect on the date it is accepted by the Registrar.

PART 5. – DIRECTORS

5.1 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 subject, nevertheless, to the provisions of:

- (a) all laws affecting the Society;
- (b) these bylaws, and
- (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in a general meeting

5.2 No rule made by the Society in a general meeting invalidates a prior act of the Board that would have been valid if that rule had not been made.

5.3 The property and the affairs of the Society shall be managed by the Board.

5.4 Every director shall subscribe to and support the purposes of the Society.

5.5 The number of directors shall be five or such other number, not being less than three, as may be determined from time to time by ordinary resolution.

5.7 Elected directors shall be elected by an ordinary resolution of the members at a general meeting and shall take office commencing at the close of such meeting.

5.8 The term of office of elected directors shall normally be two years. However the members may at the time of election of the directors determine that some or all vacant elected directors' positions shall have a term of a period more than one year, the length of such term to be as determined by the members in their discretion by ordinary resolution. For purposes of calculating the duration of an elected director's term of office, the term shall be deemed to commence at the close of the general meeting in which such director was elected. For the purposes of calculating the term of office, each year of such term

shall be deemed to terminate at the close of the next following annual general meeting of the Society (e.g. a one year term shall terminate at the close of the first annual general meeting following the election of such director).

5.9 Elected directors may be elected to three consecutive terms but then must cease to be an elected director for at least one year before being eligible for re-election.

5.10 In elections where there are more candidates than vacant positions for directors, election shall be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates shall be deemed to be elected in order of those candidates receiving the most votes.

5.11 No member shall vote for more directors than the number of vacant positions for elected directors. Any ballot on which more names are voted for than there are vacant positions shall be deemed to be void.

5.12 The members may, from time to time by ordinary resolution, appoint such additional directors, to be known as appointed directors, for such terms of office as determined by the members in such resolution.

5.13 A person need not be a member of the Society to be eligible to be a director of the Society.

5.14 Subject to bylaws 5.8, 5.9, 5.12 and 5.15 every director shall retire from office at the close of the next following annual general meeting of the Society.

5.15 The members may by special resolution remove a director before the expiration of such director's term of office and may by ordinary resolution elect or appoint a person as a replacement director and determine the term of such replacement director.

5.16 Notwithstanding the foregoing bylaws, if a director ceases to hold office during his or her term for any reason other than removal as aforesaid, the Board may appoint a person as a replacement director to take the place of such director until the close of the next annual general meeting.

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

5.18 A person shall immediately cease to be a director of the Society:

- (a) upon delivering his or her resignation in writing to the secretary of the Society or to the address of the Society; or
- (b) upon his or her death; or
- (c) upon the expiration of the term currently determined stipulating the length of time for which he or she is to serve as a director; or

- (d) upon being removed as a director by the members in accordance with bylaw 5.15

5.19 Notwithstanding the foregoing bylaws, if no successor is elected or appointed to replace the person who otherwise would cease to be a director and the result is that the number of directors would fall below three, the person previously elected or appointed as director, provided such person is willing and able to act, continues to hold office until such time as a successor director is elected or appointed.

5.20 A director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged on the affairs of the Society.

5.21 A director may hold any office or place of profit in the Society (other than auditor) in conjunction with his or her office of director for the period and on such terms as the Board determines. Subject to the *Society Act*, no director shall be disqualified by such office from contracting with the Society.

5.22 The Society shall have the power to make expenditures and loans whether or not secured or interest bearing for the purpose of furthering the purposes of the Society. The Society shall also have the power to enter into trust arrangements or contracts for the purpose of discharging obligations or conditions either imposed by a person donating, bequeathing, advancing or lending funds or property to the Society, or assumed by the Society in expectation of such donations, bequests, advances or loans. Such arrangements or contracts shall be in accordance with the terms and conditions that the Board may prescribe.

5.23 The Board shall take such steps as it deems necessary to enable the Society to receive donations, bequests, funds, property, trusts, contracts, agreements and benefits for the purpose of furthering the purposes of the Society. The Board in its sole and absolute discretion may refuse to accept any donation, bequest, trust, loan, contract or property.

5.24 In investing the funds of the Society, the Board shall not be limited to securities and investments in which trustees are authorized by law to invest, but may make any investments which in its opinion are prudent. Subject to the provisions of the *Society Act*, a director shall not be liable for any loss which may result from any such investment.

PART 6. - PROCEEDINGS OF THE BOARD

6.1 A meeting of the Board may be held at any time and place determined by the Board, provided that 5 days' notice of such meeting shall be sent in writing to each director. However, no formal notice shall be necessary if all directors were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the secretary of the Society.

6.2 The Board may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be one-third of the directors in office at the time when the meeting convenes; but in no instance may the number necessary for a quorum be less than three.

6.3 The President shall chair all meetings of the Board; but if at any meeting the President is not present within 15 minutes after the time appointed for the meeting, or the President requests that he or she not chair that meeting, the directors present may choose one of their number to chair that meeting.

6.4 If the person presiding as chair of a meeting of the Board wants 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 The President may at any time, and the secretary on the request of a director shall, convene a meeting of the Board.

6.6 For the purposes of the first meeting of the Board held immediately following the appointment or election of a director or directors at a 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, if a quorum of the directors is present.

6.7 No resolution proposed at a meeting of the Board must be seconded. The person chairing a meeting may move or propose a resolution.

6.8 Any issue at a meeting of the Board which is not required by these bylaws or the *Society Act* to be decided by a resolution requiring more than a simple majority shall be decided by a Board resolution.

6.9 A director chairing a meeting may vote but, if he or she does so and the result is a tie, he or she shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.

6.10 Voting shall 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 shall be required.

6.11 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 shall be deemed to constitute one resolution in writing. Such resolution shall be filed with minutes of the proceedings of the Board and shall be effective on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

6.12 A director who contemplates being or is temporarily absent from Canada may, by letter, facsimile, telegram or telex, send or deliver to the address of the Society a waiver of notice of any meeting of the Board for a period not longer than one year and may, at any time, withdraw the waiver in like manner. Until the waiver is withdrawn:

- (a) no notice of meetings of the Board need to be sent to that director; and
- (b) any and all meetings of the Board, notice of which has not been given to that director shall, if a quorum is present, be valid and effective.

PART 7. – GUIDING PRINCIPLES

7.1 The Society shall establish a “Statement of Guiding Principles” which shall set out the vision, mission and values of the Society.

7.2 The “Statement of Guiding Principles” shall be approved by not less than 75% of the members and may be amended from time to time by not less than 75% of the members.

7.3 The “Statement of Guiding Principles” of the Society shall be delivered to the Board and shall be referred to at each meeting of the Board.

7.4 Decisions of the Board and all activities of the Society must comply with the “Statement of Guiding Principles” which is in effect at that time.

7.5 The chairman of a Board meeting and the chairman of a general meeting shall ensure compliance with bylaw 7.4.

7.6 In the event that a member believes that bylaw 7.4 has not been complied with, such member (the “complainant”) may make a written submission to the Board setting out the details of such alleged failure to comply with bylaw 7.4. Such written submission must be made within one year of such alleged failure.

7.7 Upon receipt of a written submission from a complainant, the Board may if necessary establish a Board of Inquiry, which shall include the complainant and which shall make a recommendation to the Board within 30 days of establishment of the Board of Inquiry. The Board shall take all reasonable steps necessary to comply with the recommendation of the Board of Inquiry.

PART 8. - PATRONS

8.1 The Board may appoint prominent persons, significant contributors and office holders to be Patrons of the Society.

8.2 The function and number of Patrons and the terms of each appointment shall be determined by the Board.

PART 9. – FINANCIAL SUPPORTERS

9.1 The Board may name particular businesses or other organizations as “Official Sponsors” of the Society who provide financial support or other forms of support to the Society.

9.2 The Board shall have absolute discretion to select “Official Sponsors” and also to change and remove “Official Sponsors” from time to time.

9.3 The Board may constitute a category of financial supporters of the Society called the “Friends” of the Society. The Board may establish such rules and policies as it deems appropriate to create such a designation.

9.4 The Board may constitute a category of financial supporters of the Society called the “Lifelong Learner” of the Society. The Board may establish such rules and policies as it deems appropriate to create such a designation.

9.5 The Board may constitute a category of financial supporters of the Society called the “Bronze Supporter” of the Society. The Board may establish such rules and policies as it deems appropriate to create such a designation.

9.6 The Board may constitute a category of financial supporters of the Society called the “Silver Supporter” of the Society. The Board may establish such rules and policies as it deems appropriate to create such a designation.

9.7 The Board may constitute a category of financial supporters of the Society called the “Gold Supporter” of the Society. The Board may establish such rules and policies as it deems appropriate to create such a designation.

9.8 The Board may constitute a category of financial supporters of the Society called the “Benefactor” of the Society. The Board may establish such rules and policies as it deems appropriate to create such a designation.

PART 10. – FUND RAISING

10.1 The Board may authorize activities to raise funds or engage other persons to raise funds to support the purposes of the Society.

10.2 The Board shall have absolute discretion to determine how funds are raised and may apply to Government and other charities or not-for-profit organizations for financial assistance on such terms as the Board may, in its absolute discretion, determine.

10.3 The Board may establish long-term fundraising goals for permanent funds or for property acquisitions or building funds and may set the terms and conditions of such funds.

10.4 Notwithstanding the foregoing, the Board shall have the absolute right to incur expenses and, subject to bylaws 5.22 and 5.23, spend the Society's funds in the manner it deems to be in the best interests of the Society.

PART 11. - ADVISORY COUNCIL

11.1 The Board may constitute an Advisory Council to provide advice and counsel to the Board on broad issues of policy and profile and may appoint worthy persons to it and determine the terms of each appointment.

11.2 The Board shall determine the size and composition and specific functions of the Advisory Council.

11.3 The Advisory Council shall not be directors or officers of the Society and shall not have the legal powers to direct the acts and operations of the Society.

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

PART 12. - COMMITTEES

12.1 The Board may create such standing and special committees as may from time to time be required which may be in whole or in part composed of directors as the Board thinks fit. The Board may delegate any, but not all, of its power to such committees and any such committee shall limit its activities to the purpose or purposes for which it is appointed, and shall have no powers except those specifically conferred by the Board. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee shall automatically be dissolved.

12.2 A committee, in the exercise of the powers delegated to it, shall conform to any rules that may from time to time be imposed by the Board, and shall report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board directs.

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

PART 13. - DUTIES OF OFFICERS

13.1 The Board shall by Board resolution appoint a President who shall hold office for the term specified in the Board resolution and in the event that no term is specified, until the first meeting of the Board held after the next following annual general meeting unless he or she is removed from the office of President pursuant to bylaw 13.3. The President shall be responsible for chairing meetings of the Board.

13.2 The Board shall also, by Board resolution, appoint a vice-president, secretary, treasurer, registrar and such other officers of the Society as it deems necessary and determine the duties, responsibilities, term and remuneration, if any, of all officers, who shall hold office for the term specified in the Board resolution and in the event that no term is specified, until the first meeting of the Board held after the next following annual general meeting unless he or she is removed from the office of vice-president, secretary, treasurer, registrar or such other officer of the Society pursuant to bylaw 13.3

13.3 A person may be removed as an officer by a Board resolution.

13.4 Should the President or any other officer for any reason not be able to complete his or her term, the Board shall elect or appoint a replacement without delay.

13.5 The secretary shall be responsible for making the necessary arrangements for:

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

13.6 The treasurer shall be responsible for making the necessary arrangements for:

- (a) the keeping of such financial records, including books of account, as are necessary to comply with the *Society Act*; and
- (b) the rendering of financial statements to the directors, members and others when required.

13.7 If the secretary is absent from any meeting of the Board, the directors present shall appoint another person to act as secretary at that meeting.

13.8 A person may be appointed to two or more of the offices of the Society at any one time.

13.9 Notwithstanding the foregoing bylaws, the Board may appoint a secretary of the Board to be responsible for the preparation and custody of minutes of meetings of the Board and the correspondence of the Board.

PART 14. - SEAL

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

14.2 The common seal shall be affixed only when authorized by a resolution of the Board, and then only in the presence of the persons prescribed in the resolution or, if no persons are prescribed, in the presence of any two directors.

PART 15. - BORROWING

15.1 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 mortgages, guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

15.2 No debenture shall be issued without the authorization of a special resolution.

15.3 The members may restrict the borrowing powers of the Board.

PART 16. - AUDITOR

16.1 This part applies only where the Society is required or has resolved to have an auditor.

16.2 The first auditor shall be appointed by the Board which shall also fill any vacancy occurring in the office of auditor.

16.3 At each annual general meeting, the Society shall appoint an auditor to hold office until he or she is re-appointed or his or her successor is appointed at the next following annual general meeting.

16.4 An auditor may be removed by ordinary resolution.

16.5 An auditor shall be promptly informed in writing of his appointment or removal.

16.6 The auditor may attend general meetings.

PART 17. - NOTICES

17.1 Notice of a general meeting shall 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.

17.2 A notice may be given to a member or a director either personally (by delivery) or by first class mail posted to such person's registered address.

17.3 A notice sent by mail shall be deemed to have been given on the second 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 there shall be, 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 mail, then such notice shall only be effective when actually received. Any notice delivered by hand shall be deemed to have been given on the day it was so delivered.

17.4 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 shall not, but the day on which the event for which notice is given shall, be counted in the number of days required.

PART 18. - MISCELLANEOUS

18.1 The Board may from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the documents, including the books of account, of the Society and minutes of meetings of the Board and Advisory Council may be available, upon request, for the review or inspection of members of the Society (other than members who are directors). In the absence of such determination by the Board, the documents, including the books of account, of the Society shall not be available or otherwise open to inspection of any member of the Society, not being a director.

18.2 The rules governing when notice is deemed to have been given set out in these bylaws shall apply mutatis mutandis to determine when a Board resolution shall be deemed to have been submitted to all of the directors and when an ordinary resolution shall be deemed to have been submitted to all of the members.

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

18.4 Subject to an order of the Registrar pursuant to the *Society Act* stating that the Society is a “reporting society” as defined under the *Society Act*, the Society shall be deemed not to be a “reporting society”.

18.5 The Society may establish and maintain one or more branch societies with the powers, not exceeding the powers of the Society, that the Society confers.

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

PART 19. - INDEMNIFICATION

19.1 Subject to the provisions of the *Society Act*, each director or officer of the Society shall be indemnified by the Society against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been an officer or director of the Society, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duty as an officer or director. “Derelict” shall mean grossly negligent, criminally negligent or intentionally engaged in tortious conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Society.

19.2 Subject to the provisions of the *Society Act*, the Board is authorized from time to time to give indemnities to any director or other person who has undertaken or is about to undertake any liability on behalf of the Society or any Society or corporation controlled by it, and to secure such director or other person against loss by mortgage and charge on the whole or any part of the real and personal property of the Society by way of security, and any action from time to time taken by the directors under this paragraph shall not require approval or confirmation by the members.

19.3 The Board in its discretion may submit any contract, act or transaction for approval, ratification or confirmation at any annual general meeting or at any extraordinary general meeting of the members called for the purpose of considering the same and any contract, act or transaction that may be approved, ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the *Society Act* or these bylaws) shall be as valid and as binding upon the Society and upon all the members as though it had been approved, ratified and confirmed by every member of the Society.

19.4 Subject to the provisions of the *Society Act*, no director or officer for the time being of the Society shall be liable for the acts, neglects or defaults of any other director or officer of the Society or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of

title to any property acquired by order of the directors for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Society shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any funds or property in the Society shall be lodged or deposited, or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto, unless all or any of the same shall happen by or through the wilful act, default or neglect of such director or officer.

19.5 The Society shall, to the full extent permitted by the *Society Act*, indemnify and hold harmless, every person heretofore, now or hereafter serving as a director or officer of the Society and his or her heirs and legal representatives.

19.6 Expenses incurred with respect to any claim, action, suit or proceeding 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 the form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that he or she is entitled to indemnification hereunder.

19.7 The Society shall apply to the Court for any approval of the Court that may be required to make the indemnities herein effective and enforceable. Each director and officer of the Society on being elected or appointed shall be deemed to have contracted with the Society upon the terms of the foregoing indemnities. Such indemnities shall continue in effect with regard to actions arising out of the term each director or officer held such office notwithstanding that he or she no longer continues to hold such office.

19.8 The failure of a director or officer of the Society to comply with the provisions of the *Society Act* or this constitution or these bylaws shall not invalidate any indemnity to which he or she is entitled under this Part.

19.9 The Society may purchase and maintain insurance for the benefit of any or all directors or officers against personal liability incurred by any such person as a director or officer.

PART 20. - BYLAWS

20.1 On being admitted to membership, each member is entitled to and upon request, the Society shall provide him or her with a copy of the constitution and bylaws of the Society.

20.2 These bylaws shall not be altered or added to except by special resolution