



SINEAD O'CALLAGHAN

## SOCIETIES ACT (BRITISH COLUMBIA)

# ASSOCIATION OF NURSES AND NURSE PRACTITIONERS OF BRITISH COLUMBIA

## BYLAWS

### PART 1. – INTERPRETATION

#### 1.1 Definitions

In these Bylaws, unless the context otherwise requires:

- (a) **“Association”** means the “Association of Nurses and Nurse Practitioners of British Columbia”;
- (b) **“Board”** means the Directors acting as authorized by the Constitution and these Bylaws in managing or supervising the management of the affairs of the Association and exercising the powers of the Association;
- (c) **“Board Resolution”** means:
  - (i) a resolution passed at a duly constituted meeting of the Board by a simple majority of the votes cast by those Directors who are present and entitled to vote at such meeting; or
  - (ii) a resolution that has been submitted to all Directors and consented to in writing by two-thirds (2/3) of the Directors who would have been entitled to vote on the resolution in person at a meeting of the Board;
- (d) **“Bylaws”** mean these bylaws, and **“Bylaw”** means one of them;
- (e) **“Chair”** means the person elected as the Chair of the Board pursuant to PART 8;
- (f) **“Constitution”** means the constitution of the Association from time to time;
- (g) **“Directors”** means those persons who have become directors in accordance with these Bylaws and have not ceased to be directors, and a **“Director”** means any one of them;
- (h) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5<sup>th</sup> Supp.), c.1, from time to time in force and all amendments thereto and includes all regulations and amendments thereto made pursuant to that Act;
- (i) **“Interpretation Act”** means the *Interpretation Act*, R.S.B.C. 1996, c. 238, from time to time in force and all amendments thereto and includes all regulations and amendments thereto made pursuant to that Act;
- (j) **“Licensed Practical Nurse”** means a person licensed with the Regulator as a licensed practical nurse;
- (k) **“Members”** means the Voting Members and Non-Voting Members, and a **“Member”** means any one of them;

- (l) **“Non-Voting Members”** means those persons who become Non-Voting Members under Bylaw 2.6(b) and who have not ceased to be Non-Voting Members, and a **“Non-Voting Member”** means any one of them;
- (m) **“Nurse Practitioner”** means a person licensed with the Regulator as a nurse practitioner;
- (n) **“Officers”** means those persons who have been elected as officers in accordance with these Bylaws, and an **“Officer”** means any one of them;
- (o) **“Ordinary Resolution”** means:
  - (i) a resolution passed at a general meeting by the Members by a simple majority of the votes cast in person by those persons entitled to vote;
  - (ii) a resolution that has been submitted to the Members and consented to in writing by two-thirds (2/3) of the Members who would have been entitled to vote on the resolution in person at a general meeting of the Association, and a resolution so consented to is deemed to be an Ordinary Resolution passed at a general meeting of the Association; or
  - (iii) a resolution passed by a simple majority of the votes cast on the resolution by ballot or by a combination of ballot and votes cast in person at a general meeting of the Members in accordance with Bylaw 4.16;
- (p) **“Registered Nurse”** means a person licensed with the Regulator as a registered nurse;
- (q) **“Registered Office”** means the registered office of the Association;
- (r) **“Registered Psychiatric Nurse”** means a person licensed with the Regulator as a registered psychiatric nurse;
- (s) **“Registrar”** means the Registrar of Companies of the Province of British Columbia;
- (t) **“Regulator”** means the British Columbia College of Nurses and Midwives;
- (u) **“Representative Directors”** means the Directors who have been elected or appointed as representatives of specific nursing designations, and a **“Representative Director”** means any one of them;
- (v) **“Societies Act”** means the *Societies Act*, S.B.C. 2015, c. 18, from time to time in force and all amendments thereto and includes all regulations and amendments thereto made pursuant to that Act;
- (w) **“Special Resolution”** means:
  - (i) a resolution passed at a general meeting by a majority of not less than two-thirds (2/3) of the votes cast in person by those persons entitled to vote;
  - (ii) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a general meeting of the Association, and a

resolution so consented to is deemed to be a Special Resolution passed at a general meeting of the Association; or

(iii) a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on the resolution by ballot or by a combination of ballot and votes cast in person at a general meeting of the Members in accordance with Bylaw 4.16; and

(x) “**Voting Members**” means those persons who become Voting Members under Bylaw 2.6(a) and who have not ceased to be Voting Members, and a “**Voting Member**” means any one of them.

## **1.2 Societies Act and Interpretation Act Definitions Applicable**

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

## **1.3 Headings**

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

# **PART 2. – MEMBERSHIP**

## **2.1 Members**

The Members are those persons who have been accepted as Voting Members and Non-Voting Members in accordance with the Bylaws and have not ceased to be Members.

## **2.2 Transition of Membership**

On the date these Bylaws come into force, each person who is a member of the Association and who is eligible for membership under these Bylaws will continue as a Member, until they cease to be a Member in accordance with these Bylaws.

## **2.3 Membership Application**

A person may apply to the Association to become a Member by:

(a) submitting a completed application, in such form and manner as may be established by the Association, from time to time; and

(b) submitting such information or documentation as the Association may require to confirm eligibility for membership and payment of any applicable membership dues in accordance with these Bylaws.

## **2.4 Reviewing and Acceptance of Application**

The Board or the chief executive officer may delegate the review and acceptance of new applications and re-applications for membership to a person or committee, which person or committee will be referred to for the purposes of these Bylaws as the membership coordinator.

The membership coordinator may accept a person as a Member in accordance with these Bylaws.

## **2.5 Referral of Application to Board**

The membership coordinator may at any time refer an application for membership to the Board or, if delegated by the Board, to the chief executive officer, for further consideration and, if so referred, the Board or chief executive officer, as applicable, may, at their discretion, accept, postpone or refuse such application for membership.

## **2.6 Eligibility for Membership and Admission of Members**

To become a Member, a person may apply for membership in accordance with Bylaw 2.3 and must:

- (a) in the case of a Voting Member, be licensed with the Regulator as a Registered Nurse, Nurse Practitioner, Licensed Practical Nurse or Registered Psychiatric Nurse; or
- (b) in the case of a Non-Voting Member:
  - (i) be an individual who had been licensed with a regulatory body that represented a nursing profession in British Columbia or in another Canadian jurisdiction at some time and who was in good standing with such regulatory body at the time of their retirement or departure and who would not otherwise qualify as a Voting Member;
  - (ii) be a student who is enrolled in a nursing education program leading to licensing as a Registered Nurse, Nurse Practitioner, Licensed Practical Nurse, or Registered Psychiatric Nurse; or
  - (iii) be a person who meets such criteria set by the Board from time to time.

## **2.7 Questions as to Eligibility**

In the case of any ambiguity or doubt as to whether a person is eligible to become a Member under Bylaw 2.6, such ambiguity or doubt will be resolved by the Board or, if delegated by the Board, the chief executive officer, and the decision of the Board or the chief executive officer, as applicable, will be final and binding.

## **2.8 Membership not Transferable**

Membership is not transferable.

## **2.9 Rights of Voting Members**

Voting Members who are in good standing will be entitled to vote on the election of Directors and to receive notice of, attend, act at and vote at all meetings of the Members.

Notwithstanding the foregoing, only a Voting Member that holds a particular nursing designation with the Regulator is entitled to vote on the election of the Representative Directors that are representatives of that particular nursing designation. For greater certainty, if a Voting Member holds more than one nursing designation with the Regulator, that Member will be entitled to vote on each election they are entitled to vote on by virtue of holding such nursing designations, subject to the Member complying with any requirements of the Association for being recognized as a Member that holds more than one nursing designation.

## **2.10 Rights of Non-Voting Members**

Non-Voting Members who are in good standing will be entitled to receive notice of and attend all meetings of the Members but will not have the right to act at or vote at any meeting of the Members or to vote on the election of Directors.

## **2.11 Member Not in Good Standing**

All Members are in good standing, except a Member who has been suspended in accordance with Bylaw 2.14. A Member who is not in good standing will only become in good standing when the period of suspension has ended.

## **2.12 Cessation of Membership**

A person will immediately cease to be a Member:

- (a) upon the date the Member resigns in writing;
- (b) upon their death or, in the case of a corporation, upon dissolution;
- (c) upon their expulsion;
- (d) if a Voting Member, upon ceasing to be licensed with the Regulator;
- (e) upon failing to pay their annual membership fee within the time specified by the Association; or
- (f) upon no longer meeting the eligibility requirements in Bylaw 2.6.

## **2.13 Dues**

The Directors may from time to time determine the annual membership fees, if any, payable by any class or type of membership. The Board may, in their discretion, authorize the membership fees for any given Member to be discounted, pro-rated or waived from time to time.

## **2.14 Discipline and Expulsion of Members**

Following a review of a Member's conduct or actions, the Board may, by Board Resolution, expel, suspend, reprimand, fine or otherwise discipline a Member for conduct which, in the reasonable opinion of the Board:

- (a) is improper or unbecoming for a Member;
- (b) is contrary to Bylaw 2.15;
- (c) has caused damage to the property of the Association; or
- (d) is likely to endanger the reputation or hinder the interests of the Association.

At least fourteen (14) days prior to passing a Board Resolution under this Bylaw 2.14, the Board must provide notice of the proposed expulsion, suspension, reprimand, fine or other disciplinary action to the Member in question, accompanied by a brief statement of the reasons for the proposed disciplinary action and the date, time and location, if any, at which the Board proposes to consider the Board Resolution in question.

At any time prior to the date and time set out in the notice provided above, a Member who is the subject of proposed expulsion or discipline may provide an oral or written response to the Board, and the Board must consider any such response that is received.

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

Every Member will, at all times:

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

## **PART 3. – MEETINGS OF MEMBERS**

### **3.1 Calling Meetings**

The Directors may, at any time, call a general meeting of Members to be held at such time, manner and, if applicable, location as may be determined by the Directors. The Directors may determine that a meeting be in person, partially electronic or fully electronic.

### **3.2 Annual General Meetings**

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

### **3.3 Extraordinary General Meeting**

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

### **3.4 Location of Meetings**

Except in the case of a fully electronic meeting, a general meeting will be held at a location in British Columbia as determined by the Directors.

### **3.5 Timing of Notice**

The Association will give not less than fourteen (14) days' notice of a general meeting to those Members entitled to receive notice in accordance with PART 12.

### **3.6 Contents of Notice**

Notice of a general meeting must:

- (a) specify the date, time and, if applicable, the location of the meeting;
- (b) in case of special business (as defined in Bylaw 4.1), describe the general nature of that special business;
- (c) include the text of any Special Resolution to be submitted to the meeting; and
- (d) in the case of a general meeting that is an electronic meeting, include instructions for attending and participating in the meeting by telephone or other communications medium, including, if applicable, instructions for voting at the meeting.

### **3.7 Omission of Notice**

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

### **3.8 Rescheduling a General Meeting**

If they believe it is in the best interests of the Association, the Directors may, by a resolution of the Directors, reschedule a general meeting for which a notice has already been sent to the Members. The Directors must send the Members a notice for the new date within thirty (30) days of the date the meeting was to be held.

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

### **4.1 Special Business**

Special business is:

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

#### **4.2 Participation in Meetings**

- (a) The Association may hold general meetings by telephone or other communications medium, or a combination of in person participation and telephone or other communications medium, as long as all the persons attending the meeting are able to participate in it. A person who participates in a general meeting in one of these mediums will be deemed to be present at the general meeting.
- (b) If the Association holds a general meeting that is not an electronic meeting, the Association is not obligated to take any action or provide any facility to permit or facilitate the use of any communications medium at the meeting. If the Association holds a general meeting that is an electronic meeting, the Association must permit and facilitate participation in the meeting by telephone or other communications medium.

#### **4.3 Requirement of Quorum**

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

#### **4.4 Loss of Quorum**

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

#### **4.5 Quorum**

A quorum at a general meeting is ten (10) Members entitled to vote.

#### **4.6 Lack of Quorum**

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

#### **4.7 Chairperson of General Meetings**

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

#### **4.8 Alternate Chairperson**

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

#### **4.9 Adjournment**

The chairperson of a general meeting may, or, if so directed by the Members at the meeting, must, adjourn the meeting from time to time and, if applicable, from location to location, but no business will be transacted at an adjourned meeting other than the business left unfinished at the adjourned meeting.

#### **4.10 Notice of Adjournment**

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

#### **4.11 Ordinary Resolution Sufficient**

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

#### **4.12 Entitlement to Vote**

Each Member entitled to vote is entitled to one (1) vote with respect to a resolution.

#### **4.13 Method of Voting at a Meeting**

Voting at a meeting will be conducted in a manner directed by the chairperson of the meeting and must be in a manner that adequately discloses the intentions of the members (including voting by electronic means), except that if, before a vote is taken, a secret ballot is directed by the chairperson or by a motion passed by the Members, voting must be conducted by a secret ballot. If, under Bylaw 4.16, the Board has determined that any business to be conducted at a general meeting will be conducted by a combination of ballot voting and voting at a general meeting, this Bylaw 4.13 will govern the process for conducting the portion of the vote that is to occur at the general meeting.

#### **4.14 Seconding Resolutions**

A resolution proposed at a meeting need not be seconded.

#### **4.15 Announcement of Vote**

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

#### **4.16 Determination of Ballot Voting**

The Board may determine that the vote on any Special Resolution or Ordinary Resolution will be conducted by ballot instead of holding a meeting. The Board may also determine that any business to be conducted at a general meeting will be conducted entirely by ballot or by a combination of ballot voting and voting at a general meeting.

#### **4.17 Process for Ballot Voting**

Where voting by ballot is permitted pursuant to Bylaw 4.16, the Board may determine whether the ballots will be done by mail, electronic transmission, personal delivery, or a combination of mail, electronic transmission or personal delivery. The Association will give each Member at least fourteen (14) days' notice of the text of the resolutions to be voted on, the opening and closing dates and times for casting a vote, and instructions on how to cast a vote. For a ballot to be valid, the ballot must be cast in accordance with the instructions sent in the notice. If a meeting is conducted in conjunction with the ballot, for the purpose of determining quorum at the meeting, a Member who has voted by ballot on a resolution is deemed to be present at the meeting. The Association will notify the Members of the result of the ballot vote within seven (7) days after the voting period has closed.

#### **4.18 Voting by Proxy**

Voting by proxy is not permitted.

### **PART 5. – DIRECTORS**

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

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

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

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

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

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

#### **5.3 Transition of Directors' Terms**

Each person who is a Director on the date these Bylaws come into force will continue as a Director for one (1) or two (2) more years, commencing on the date these Bylaws come into force and, in the case of a Director with a one (1) year extension, ending at the close of the annual general meeting occurring in the year 2026, or, in the case of a Director with a two (2) year extension, ending at the close of the annual general meeting occurring in the year 2027, unless they otherwise cease to be a Director in accordance with these Bylaws.

The Board will, by Board Resolution, determine which Directors will continue as Directors for one (1) more year, and which Directors will continue as Directors for two (2) more years, provided that a majority of the Directors continue as Directors for two (2) more years.

Any previous terms served by Directors prior to these Bylaws coming into force will not be counted towards the term limit set out in Bylaw 5.8.

#### **5.4 Composition of the Board**

The Directors may determine the number of Directors of the Association by passing a Board Resolution from time to time, provided that the number of Directors will not be less than four (4).

The Board shall be composed of:

- (a) Representative Directors, the number of which is determined in accordance with Bylaw 5.5; and
- (b) any such other Directors who may be elected or appointed in accordance with these Bylaws.

A majority of the Directors shall be Voting Members, with preference given to two-thirds (2/3) of the Directors being Voting Members. If in between annual general meetings the number of Voting Members on the Board falls to less than a majority, the Directors may continue to act but in the next election sufficient Voting Members must be elected to the Board to maintain a majority of Voting Members on the Board.

#### **5.5 Representative Directors**

The Board will, by Board Resolution, determine the number of seats available on the Board for Representative Directors, provided there is an equal number of seats available for Representative Director(s) of each nursing designation. The Association will endeavour to have an equal number of Representative Directors on the Board from each nursing designation. However, if one or more nursing designations are represented by less Representative Director(s) than seats available on the Board for that nursing designation, the Representative Directors that have been elected or appointed in accordance with these Bylaws can continue to act.

In order for a Director to be a Representative Director, they must be elected or appointed in that capacity. The Board may have Directors who are Licensed Practical Nurses, Nurse Practitioners, Registered Nurses or Registered Psychiatric Nurses who have not been elected as Representative Directors.

#### **5.6 Election of Directors**

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

- (a) *Timelines*: The Board will set the timelines for the close of nominations and the election period.
- (b) *Nominations*: The nominating committee will determine the skills, knowledge and experience that are necessary or desired for the Board to have in order to meet the organizational needs of the Association. The nominating committee will be responsible for putting out a call for nominations for candidates that have the necessary or desired skills, knowledge and experience and to fill any vacant Representative Director positions. In order to be valid, a nomination must be made in accordance with the terms of reference for the nominating committee approved by the Board.

- (c) *Acclamation.* If the number of candidates nominated for a particular position on the Board does not exceed the number to be elected to such position on the Board, the Board must declare that the candidates who were nominated for such position are elected to such position on the Board.
- (d) *Voting Procedure.* If the number of candidates nominated for a particular position on the Board exceeds the number to be elected to the Board, the Directors will be elected by ballot as follows:
  - (i) *Representative Directors.* Ballots containing the names of the candidates for the Representative Directors of a particular nursing designation will only be sent to the Voting Members who are licensed in that nursing designation, along with instructions on how to complete and submit or return the ballot;
  - (ii) *Other Directors.* Ballots containing the names of all candidates for election as Directors other than the Representative Directors must be sent to all Voting Members, along with instructions on how to complete and submit or return the ballot.

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

- (e) *Announcement of Vote.* The Board must declare elected the candidates for a particular position on the Board who received the most votes and may announce the elected Directors to the Members in advance of the annual general meeting or otherwise at the annual general meeting.

## **5.7 Directors' Terms of Office**

The Directors shall normally be elected or appointed for three (3) years, commencing at the close of the annual general meeting following their election or at the time of their appointment and ending at the close of the third annual general meeting following their election or appointment. However, to maintain staggered terms of office, the Board may by Board Resolution determine that some or all vacant Directors' positions will have a term of less than three (3) years, the length of such term to be determined by the Board in their discretion.

## **5.8 Term Limit**

A Director may serve for no more than two (2) consecutive terms and afterwards is not eligible for re-election for at least eleven (11) months following the expiry of the date such person ceased to be a Director.

Notwithstanding the foregoing paragraph, the Board may, by Board Resolution, grant a one-time exemption for a Director who has served six (6) consecutive years as a Director, thereby permitting the Director to stand for election for one (1) further term, in accordance with the Association's nomination policies and procedures. This exemption may be granted up to once per Director.

## **5.9 Director Qualifications**

In order to be qualified to become, act or continue to act as a Director, an individual must:

- (a) be qualified to be a director as required by the *Societies Act*;
- (b) in the case of a Licensed Practical Nurse, Nurse Practitioner, Registered Nurse, or Registered Psychiatric Nurse, be a Voting Member; and
- (c) not be a current employee or contractor of the Association or an employee or contractor whose employment or contract ended within the last two (2) years, except with the approval of the Board by Board Resolution.

#### **5.10 Casual Vacancies**

If a Director ceases to hold office before the expiry of their term, the Board, by Board Resolution, may appoint a person qualified in accordance with Bylaw 5.9 to fill the resulting vacancy.

The appointed replacement Director will hold office for the remainder of the term of office of the Director they replaced, unless they otherwise cease to be a Director in accordance with these Bylaws.

The period during which a person serves as an appointed replacement Director does not count toward the term limit set out in Bylaw 5.8.

#### **5.11 Additional Directors**

On the recommendation of the nominating committee, the Board may from time to time appoint one or more additional Directors who have skills, knowledge, or experience that is necessary or desired for the Board to have to meet the organizational needs of the Association, provided that the number of such additional Directors at any time does not exceed one-third (1/3rd) of the total number of Directors elected under Bylaw 5.6.

#### **5.12 Ceasing to be a Director**

An individual will automatically cease to be a Director:

- (a) upon the date which is the later of the date of delivering their resignation in writing to the secretary of the Association or to the Registered Office and the effective date of the resignation stated therein;
- (b) upon ceasing to be qualified as a Director under Bylaw 5.9;
- (c) upon their removal; or
- (d) upon their death.

#### **5.13 Removal of Director by the Directors**

The Directors may by a resolution of at least two-thirds (2/3) of the Directors present at a meeting remove a Director before the expiration of their term of office. The quorum for such meeting must be at least a majority of the Directors then in office. Notice of the proposed expulsion must be provided to the Director at least two (2) business days in advance of the meeting, including reasons. The Director must be given a reasonable opportunity to make representations to the Directors respecting the proposed expulsion. A formal notice of the meeting must be sent to each Director and must include the proposed expulsion on the agenda.

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

The Members may remove a Director before the expiration of such Director's term of office by Special Resolution and may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term.

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

Every Director serving a term of office will retire from office at the close of the annual general meeting in the year in which their term expires; but if no successor is elected and the result is that the number of Directors would fall below three (3), the persons previously elected as a Director will continue to hold office until such time as successor Directors are elected.

#### **5.16 Invalidation of Acts**

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

#### **5.17 Reimbursement of Directors' Expenses**

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

#### **5.18 Remuneration of Directors**

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

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

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

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

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

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

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

#### **5.22 Investment Advice**

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

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

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

### **5.24 Chief Executive Officer**

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

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

### **6.1 Procedure of Meetings**

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

### **6.2 Participation in Meetings**

Any meeting of the Directors may be held, or any Director may participate in any meeting of the Directors, by telephone or other communications medium, or a combination of in person participation and telephone or other communications medium, as long as all the persons participating in the meeting are able to communicate with one another. All such Directors so participating in any such meeting will be deemed to be in attendance at the meeting.

### **6.3 Quorum**

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

A Director who knows or reasonably ought to know that they have a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Association, or a matter for consideration by the Directors, will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered but is not entitled to vote on the contract, transaction or matter.

### **6.4 Chairperson of Meetings**

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

## **6.5 Alternate Chairperson**

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

## **6.6 Calling of Meetings**

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

## **6.7 Notice**

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

## **6.8 Passing Resolutions**

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

## **6.9 Procedure for Voting**

Voting will be in a manner that adequately discloses the intentions of the Directors except that, at the request of any one Director, a secret vote by written ballot will be required.

## **6.10 Voting by Chairperson**

If the individual presiding as chairperson of a meeting of the Board is a Director, then such individual may, in their sole discretion, cast a vote on any motion or resolution under consideration at the same time as voting occurs by all Directors. An individual presiding as chairperson who is not a Director has no vote.

The individual presiding as chairperson of a meeting of the Board does not have a second or a casting vote in the event of a tie and a motion or resolution that is tied is defeated.

## **6.11 Resolution in Writing**

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

## **6.12 Director Policies**

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

## **PART 7. – COMMITTEES**

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

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

### **7.2 Delegation to Committees**

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

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

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

### **7.4 Meetings**

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

## **PART 8. – OFFICERS**

### **8.1 Election of Officers**

The Board will elect a Chair of the Board, a vice-chair, a secretary and a treasurer and may elect and remove such other Officers of the Association as it deems necessary and determine the duties, responsibilities and term, if any, of all Officers. All Officers must be Directors and they will hold office until they are removed or replaced following the next annual general meeting. Without creating a binding commitment, the Board will endeavour to elect Officers that represent different designations and backgrounds.

### **8.2 Removal of Officers**

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

### **8.3 Replacement**

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

#### **8.4 Duties of Chair of the Board**

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

#### **8.5 Duties of Vice-Chair**

The vice-chair is responsible for carrying out the duties of the Chair of the Board during their absence.

#### **8.6 Duties of Secretary**

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

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

#### **8.7 Duties of Treasurer**

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

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

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

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

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

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

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

#### **9.1 No Seal**

The Association will not have a seal.

## **9.2 Execution of Instruments**

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

- (a) the Chair of the Board, together with the secretary or the treasurer, or
- (b) any two (2) Directors,

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

## **PART 10. – BORROWING**

### **10.1 Borrowing Powers**

The Association, if authorized by the Directors, may:

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

## **PART 11. – AUDITOR**

### **11.1 Requirement**

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

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

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

### **11.3 Removal of Auditor**

The Members may by Ordinary Resolution remove an auditor before the expiration of the auditor's term of office at a general meeting called for that purpose, and, if the Association wishes to appoint an auditor, must appoint a successor by Ordinary Resolution to complete the term of office. At

least fourteen (14) days before the notice of meeting is sent, the Association must send to the auditor:

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

If the Association receives written representations from the auditor respecting the auditor's proposed removal and receives those representations at least seven (7) days before the date on which the notice of meeting is sent, the Association must include those representations with the notice of meeting.

#### **11.4 Attendance at Annual General Meetings**

The auditor is entitled:

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

### **PART 12. – NOTICES**

#### **12.1 Method of Giving Notice**

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

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

#### **12.2 When Notice is Deemed Given**

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

- (a) if delivered, at the time of delivery;
- (b) if sent by fax, at the time of transmission;
- (c) if sent electronically, at the time of sending the message; and
- (d) if sent by mail, the day (Saturdays, Sundays and holidays exempted) following the date of mailing.

### **12.3 Waiver of notice**

Where a notice or other record is required to be sent pursuant to the Bylaws or the *Societies Act*, the person entitled to receive the notice or other record may consent in writing to waive either the sending of the notice or other record or the time within which the notice or other record must be sent. If a person was entitled to receive notice of a meeting, the attendance of such person at such a meeting constitutes waiver of notice, unless the person attends the meeting for the express purpose of objecting to the transaction of business on the basis that the meeting was not properly called.

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

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

### **12.5 Certificate of Sending**

A certificate signed by the secretary, if any, or other Officer of the Association stating that a notice or other record was sent in accordance with this PART 12 is conclusive evidence of that fact.

### **12.6 Special Rules Regarding Notice of General Meetings**

Notwithstanding any other provision in this PART 12, if the Association has more than one hundred (100) Members or any lower threshold of Members as required under the *Societies Act*, notice of a general meeting will be deemed to have been given if:

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

### **12.7 Entitlement to Notice**

Notices of a general meeting will be given to:

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

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

## **PART 13. – INDEMNIFICATION**

### **13.1 Definitions**

In this PART 13:

- (a) “eligible party”, in relation to the Association, means an individual who is or was a Director or senior manager of the Association or who holds or held an equivalent position in a subsidiary of the Association;
- (b) “eligible proceeding” means a legal proceeding or investigative action, whether current, threatened, pending or completed, in which an eligible party or heir or personal or other legal representative of the eligible party, by reason of the eligible party being or having been a Director or senior manager of the Association, or holding or having held an equivalent position in a subsidiary of the Association,
  - (i) is or may be joined as a party, or
  - (ii) is or may be liable for or in respect of a penalty in, or expenses related to, the legal proceeding or investigative action;
- (c) “expenses” includes costs, charges and expenses, including legal and other fees, but does not include penalties; and
- (d) “penalty” means a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, an eligible proceeding and “penalties” means all such judgments, penalties, or fines.

### **13.2 Mandatory Indemnification of Directors and Senior Managers**

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

### **13.3 Permitted Indemnification**

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

### **13.4 Non-Compliance with *Societies Act***

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

### **13.5 Association may Purchase Insurance**

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

## PART 14. – MISCELLANEOUS

### 14.1 Inspection of Records

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

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

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

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

### 14.2 Right to become Member of other Society

The Association will 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 Association's purposes.

#### **14.3 Not For Profit**

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

#### **14.4 Distribution of Assets on Dissolution**

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

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

### **PART 15. – AMENDMENT OF BYLAWS**

#### **15.1 Special Resolution Required to Alter or Add to Bylaws**

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