

BRITISH COLUMBIA SAILING ASSOCIATION

TABLE OF CONTENTS

	Page
1. DEFINITIONS AND INTERPRETATION	1
1.1 Definitions	1
1.2 Meaning in Society Act	2
1.3 Language	2
1.4 Interpretation	2
2. MEMBERSHIP	2
2.1 Categories of Members	2
2.2 Representatives of Members	2
2.3 Application for ordinary membership	3
2.4 Non-Voting Membership and Application for Associate Membership	3
2.5 Applications made to the Association.	3
2.6 Rights of membership	3
2.7 Good standing	4
2.8 Obligations of membership	4
2.9 Duties of ordinary members	4
2.10 Fees and Assessments	5
2.11 Termination of membership	5
2.12 Suspension and expulsion of members	5
2.13 Statement of reasons	5
2.14 Right of member to be heard	5
2.15 Withdrawal of member	5
2.16 Continued liability of member	5
3. GENERAL MEETINGS	6
3.1 Annual general meeting	6
3.2 Business of annual general meetings	6
3.3 Extraordinary general meetings	6
3.4 Notice	6
3.5 Omission of notice	6
3.6 Rules of order	7
3.7 Presiding Officer	7
3.8 Voting at General Meetings	7
3.9 Decision by Majority	7
3.10 Voting by Presiding Officer	7
3.11 Decision of Meeting	7
3.12 Show of Hands	7
3.13 Poll	8
3.14 Polls Taken Without Adjournment	8
3.15 Other Polls	8
3.16 Result of Poll	8
3.17 Withdrawal of demand	8
3.18 Quorum at General Meetings	8
3.19 Quorum at Requisitioned Meetings	8
3.20 Adjournment	8
3.21 Business at Adjourned Meeting	8
3.22 Notice of Adjourned Meeting	9

	3.23	Notice of Meeting Adjourned for Ten Days.....	9
4.		PROXIES	9
	4.1	Appointment of proxyholder.....	9
	4.2	Signature of proxy.....	9
	4.3	Deposit of proxies.....	9
	4.4	Validity of proxies before notice of death or revocation.....	9
	4.5	Form of proxy.....	10
	4.6	Revocation of Proxy.....	10
	4.7	Inquiries into Authority.....	10
	4.8	Employees not proxyholders.....	10
5.		REQUISITIONED MEETINGS	11
	5.1	Call of general meeting after requisition.....	11
	5.2	Contents of requisition.....	11
	5.3	Failure to call meeting.....	11
	5.4	Procedure at general meeting.....	11
	5.5	Reimbursement of expenses.....	11
6.		ELECTION OF DIRECTORS	11
	6.1	Election at Annual General Meeting.....	11
	6.2	Validity of Ballot Papers.....	11
7.		DIRECTORS	12
	7.1	Duties and Powers.....	12
	7.2	First Board of Directors.....	12
	7.3	Election of Directors.....	12
	7.4	Number of Directors.....	12
	7.5	Composition of Board.....	12
	7.6	Qualification.....	12
	7.7	Vacation of office.....	13
	7.8	Casual Vacancies.....	13
	7.9	Additional Directors.....	13
	7.10	Term of Appointed Director.....	13
	7.11	Remuneration and Expenses.....	13
	7.12	Resignation and Removal.....	14
	7.13	Meetings.....	14
	7.14	Voting.....	14
	7.15	Quorum.....	14
	7.16	Calling of Directors' Meeting.....	14
	7.17	Meetings by Telephone.....	14
	7.18	Presence and Quorum at Telephone Meetings.....	15
	7.19	Indemnification.....	15
	7.20	Consent Resolution.....	15
	7.21	Maximum Terms of Directors.....	15
	7.22	Cooling-off Period.....	15
8.		OFFICERS	15
	8.1	Elected officers.....	15
	8.2	Term of Elected Officers.....	15
	8.3	Multiple offices.....	16
	8.4	Other Officers.....	16
	8.5	President.....	16
	8.6	Duties of the Vice-President.....	16
	8.7	Duties of Treasurer.....	16

8.8	Duties of Secretary	16
8.9	Duties of Other Officers	16
9.	GENERAL COMMITTEES	17
9.1	Appointment of Committees	17
9.2	Chair of the Board as Member of all Committees	17
9.3	Proceedings of Committees	17
9.4	Minutes	17
9.5	Revocation of Authority	17
9.6	No Authority	18
10.	FINANCIAL	18
10.1	Borrowing	18
10.2	Issue of Debentures	18
10.3	Restriction of Borrowing	18
10.4	Negotiation of Loans	18
10.5	Investment	18
11.	AUDITOR	19
11.1	Appointment of auditor	19
11.2	Remuneration	19
11.3	Casual vacancy	19
11.4	Rights of auditor	19
12.	NOTICES	19
12.1	Notice	19
12.2	Time of receipt	19
12.3	Time of receipt if mailed	19
12.4	Interruption of mail service	20
12.5	Record date	20
13.	MISCELLANEOUS	20
13.1	Financial year	20
13.2	Inspection of records	20
13.3	Extent of right	20
13.4	The seal	20
14.	CONFLICTS OF INTEREST	20
14.1	Disclosure of interest	20
14.2	Accountability	20
14.3	Quorum	21
15.	INDEMNIFICATION	21
15.1	Mandatory Indemnification of Directors	21
15.2	Permitted Indemnification	21
15.3	Association May Purchase Insurance	21
15.4	Definitions	21

BRITISH COLUMBIA SAILING ASSOCIATION
(THE “ASSOCIATION”)

BYLAWS

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

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

In these Bylaws:

- (a) “Associate Members” shall mean Class Associations and Sailing Events that have become members of the Association in good standing in accordance with these Bylaws;
- (b) “Board”, “Board of Directors”, “Directors” means the directors of the Association for the time being;
- (c) “Bylaws” means the bylaws of the Association from time to time in force;
- (d) “Class Association” means a Sailing Association dedicated to specific types or classes of boats;
- (e) “Executive Director” means the person appointed as the Chief Executive Officer of the Association under Subsection 8.4;
- (f) “Members” means the ordinary members as described in Section 2.1(a) (and each a “Member”);
- (g) “Member Delegate” means a member in good standing with the member organization that it represents, and has been duly appointed to represent and vote on its behalf in accordance with these Bylaws;
- (h) “Non-Voting Members” means the non-voting members as described in Section 2.1(b) (and each a “Non-Voting Member”);
- (i) “Objectives of the Association” means the goals, aims and purposes of the Association;
- (j) “*Society Act*” means the Society Act, R.S.B.C. 1979, c. 390, as enacted or amended from time to time and every statute that may be substituted for that act and the regulations made pursuant to that act, including but not limited to the Societies Act (British Columbia) expected to come into effect on November 28th, 2016;

- (k) “Sailing School” means a school or club dedicated to the advancement of sailing and located and registered in British Columbia and affiliated with the Association;
- (l) “Sailing Association” means an association or society dedicated to the advancement of sailing and located and registered in British Columbia and affiliated with the Association;
- (m) “Sailing Event” means an organized event carried out in British Columbia;
- (n) “special resolution” means a resolution passed by at least two thirds of the votes cast in respect of the resolution; and
- (o) “Yacht Club” means a yacht club in British Columbia organized to promote and regulate yachting and boating affiliated with the Association and in good standing with the Association.

1.2 Meaning in Society Act

All words or expressions in these Bylaws which are defined in the Society Act on the date these Bylaws became effective have the meaning given to them in the Society Act.

1.3 Language

Words importing the singular include the plural and vice versa; words importing a male person include a female person and a firm, body corporate or other association and vice versa.

1.4 Interpretation

The rules of construction contained in the *Interpretation Act* (British Columbia) will apply, with all necessary changes, to the interpretation of these Bylaws.

2. MEMBERSHIP

2.1 Categories of Members

The members of the Association are of two categories:

- (a) Members, who are ordinary members approved by the Directors in their sole discretion and accepted as ordinary members, consisting of Yacht Clubs, Sailing Schools and Sailing Associations, and are in good standing.
- (b) Non-Voting Members, who are non-voting members, shall be the members in good standing of Yacht Clubs and Sailing Associations, the participants in Sailing Schools, and Associate Members, and which are approved by the Directors.

2.2 Representatives of Members

- (a) Each Member must appoint a natural person to represent it in respect of its membership in the Association (the “**Member Delegate**”) and shall give prompt

notice of such appointment in writing to the Association not less than three days before the meeting of the Association at which they intend to vote, and may from time to time remove any such representatives and may appoint another representative, in writing to the Association and not less than three days before any meeting of the Association at which it intends to vote.

- (b) Each Member Delegate must be a member in good standing or an employee of that Member.
- (c) Each Member Delegate:
 - (i) may participate in any matter of debate at a general meeting of the Association and has the right to act or vote at any such meeting, including on the election of Directors.
 - (ii) may be appointed to any Committee as approved by the Directors and the appropriate Sub-Committee.

2.3 Application for ordinary membership

Any organization that qualifies under section 2.1(a) and declares an interest in supporting the Objectives of the Association or who has contributed to meeting the Objectives of the Association may apply to become an ordinary member by delivering to the Association an application in a standard form approved by the Directors duly completed and signed by the applicant.

2.4 Non-Voting Membership and Application for Associate Membership

The members in good standing of Yacht Clubs and Sailing Associations and the participants in Sailing Schools, shall be Non-voting Members of the Association by virtue of such membership or participation, respectively.

Any entity that qualifies under the definition of Associate Member for Associate Membership and declares an interest in supporting the Objectives of the Association or which has contributed to meeting the Objectives of the Association may apply to become a non-voting member by delivering to the Association an application in a form approved by the Directors duly completed and signed by the applicant pursuant to these bylaws and by paying the required fee.

2.5 Applications made to the Association.

If an application for membership is made to the Association, then the Directors must consider that application for membership and may, in their absolute discretion and without giving reasons, accept or reject any application for membership, and where an application for membership is rejected, the Association must return any membership fee paid by the applicant. Where an application for membership is accepted by the Directors, the applicant will be admitted as a member of the Association as of the date of such acceptance or as of such other date as the Directors determine.

2.6 Rights of membership

The members shall have the following rights:

- (a) an ordinary member (being a Member) in good standing has the right to vote on the election of directors and to receive notice of, to attend and to act and vote at all general meetings of the Association; and
- (b) a non-voting member (being a Non-Voting Member) in good standing has the right to receive notice of and to attend all general meetings of the Association but does not have the right to act or vote on the election of directors or at any general meeting.

2.7 Good standing

All members are in good standing except:

- (a) a member who has failed to pay in full, when due, any fees or assessments duly prescribed pursuant to these Bylaws and that member is not in good standing so long as the fees and assessments remain unpaid;
- (b) a member who is suspended under Subsection 2.11; and
- (c) a Member that has failed to comply with the obligations set out in Subsection 2.9(a).

2.8 Obligations of membership

Every member of the Association is from the date of acceptance of the application for membership bound by and must abide by:

- (a) the constitution of the Association and these Bylaws;
- (b) all resolutions passed and all lawful rules and regulations made by the Directors; and
- (c) all policy directives published by the Directors to members of the Association in regard to the achievement of its purposes.

2.9 Duties of ordinary members

Every member of the Association from the date of acceptance of its application for membership shall have the duty to actively participate in the activities and the reports of the Association including, but not limited to:

- (a) providing such membership information as may reasonably be requested by the Directors for the purposes of determining the non-voting membership of the Association in accordance with applicable law and subject to reasonable terms of confidentiality; and
- (b) communicating information from the Association to their respective memberships.

2.10 Fees and Assessments

The Directors may from time to time determine the fees and assessments, payable by those in each category of members, as follows:

- (a) Annual Fee. Annual membership fees will be charged at a differentiated rate for each category of Members and Non-Voting Members subject to approval at the general meeting of the Association; and
- (b) Other fees as approved by the Directors from time to time.

2.11 Termination of membership

The interest of a member in the Association is not transferable and ceases:

- a) upon death of an individual or dissolution of any member that is a body corporate association, club or other organizational entity;
- (b) when the member is expelled under Subsection 2.12;
- (c) when the member withdraws under Subsection 2.16; or
- (d) when the member has not been in good standing for six consecutive months.

2.12 Suspension and expulsion of members

The members of the Association may, by a special resolution passed at a general meeting, suspend or expel any member.

2.13 Statement of reasons

The notice of special resolution for suspension or expulsion must be accompanied by a brief statement of the reason for the proposed suspension or expulsion.

2.14 Right of member to be heard

The person who is the subject of the proposed resolution for suspension or expulsion is entitled to an opportunity to be heard before the special resolution is put to a vote.

2.15 Withdrawal of member

A member may withdraw from membership by giving written notice of resignation to the Association, and the resignation will be effective upon receipt of the notice by the Association.

2.16 Continued liability of member

A suspended member remains liable for all fees and assessments, and a member who:

- (a) has withdrawn from membership in the Association;
- (b) has been expelled from membership in the Association; or

- (c) has had his membership in the Association terminated in any other way in accordance with these Bylaws;

remains liable for payment of all fees and assessments payable by that member before the withdrawal, expulsion or termination becoming effective.

3. GENERAL MEETINGS

3.1 Annual general meeting

The Directors must call an annual general meeting in compliance with the *Society Act*, at such time and place as the Directors may decide.

3.2 Business of annual general meetings

At an annual general meeting, the following business is not special business and no notice of this business is required:

- (a) business relating to the conduct of or voting at the meeting;
- (b) the fixing or changing of the number of directors, except to the extent that such fixing or changing requires a change to the Bylaws;
- (c) consideration of the reports of the Directors and auditors;
- (d) consideration of the financial statements for the financial year just ended;
- (e) the appointment of an auditor as provided in Subsection 11.1;
- (f) such other business as by these By-Laws or the Society Act may be transacted at a general meeting without prior notice thereof being given to the members, and
- (g) any business which is brought under consideration by the report of the directors.

3.3 Extraordinary general meetings

An extraordinary general meeting of the Association is a general meeting of the members of the Association other than the annual general meeting. The Board of Directors may call an extraordinary general meeting of the Association at any time.

3.4 Notice

A written notice stating the day, hour and place of every general meeting and the general nature of any special business to be transacted must be given to each member entitled to receive notice of the meeting and to the auditor of the Association, if any, not less than 14 days (exclusive of the day of giving the notice and of the day for which notice is given) before the date of the meeting.

3.5 Omission of notice

The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any member does not invalidate any resolution passed or any proceeding taken at that meeting.

3.6 Rules of order

Rules of order at all meetings of members must be those set out in the latest edition of Robert's Rules of Order at the time of such meeting to the extent that such rules of order are not inconsistent with the Society Act or these Bylaws.

3.7 Presiding Officer

The President of the Association, or in his absence, the Vice-President of the Association, shall preside as Chairman at every general meeting and meetings of the Board of the Association. If neither the President nor the Vice-President is present within fifteen minutes after the time appointed for holding the meeting or is willing to act as chairman, the directors present shall elect one of their number to be chairman, or if all the directors present decline to take the chair, the members present shall elect one of their number to be chairman.

3.8 Voting at General Meetings

Each Member of the Association present at a general meeting in person or represented by proxy has one vote on each resolution put to a vote at any general meeting of the Association except that each Sailing School and Yacht Club with over 100 registered members of such Sailing School or Yacht Club has one vote per each 100 registered members to a maximum of 10 votes for each Sailing School or Yacht Club, based on the registered membership in the Member's previous year.

3.9 Decision by Majority

At all general meetings of the Association all questions must be decided by a majority of the votes cast by the members present at the meeting in person or represented by proxy unless otherwise specifically provided for by the *Society Act* or by the Bylaws.

3.10 Voting by Presiding Officer

The presiding officer may vote on any motion or resolution but in the case of an equality of votes at any general meeting, the presiding officer is not entitled to a second or deciding vote and the motion or resolution which is the subject of the vote will be deemed to be lost.

3.11 Decision of Meeting

At any meeting, unless a poll is demanded, a declaration by the presiding officer that a resolution has been carried or carried unanimously or by a particular majority or lost, or not carried by a particular majority is conclusive evidence of that fact.

3.12 Show of Hands

All voting must be by a show of hands unless the presiding officer directs, or any member requests, a poll vote.

3.13 Poll

Any member may demand a poll, either before or after any vote by show of hands.

3.14 Polls Taken Without Adjournment

If at any meeting a poll is demanded on the election of a presiding officer or on the question of adjournment, it must be taken forthwith without adjournment.

3.15 Other Polls

If at any meeting a poll is demanded on any other question, the vote will be taken by ballot in the manner and either at once, later in the meeting, or after adjournment, as the presiding officer directs.

3.16 Result of Poll

The result of a poll will be deemed to be the resolution of the meeting at which the poll was demanded.

3.17 Withdrawal of demand

A demand for a poll may be withdrawn.

3.18 Quorum at General Meetings

Except at a meeting called under the provisions of Section 5, a quorum at all general meetings is the number of Members holding not less than ten of the total votes representing three Members entitled to attend and vote at the meeting or the greater number determined at a general meeting.

The directors, officers and solicitor of the Association shall be entitled to attend at any general meeting but no such person shall be counted in the quorum or be entitled to vote at any general meeting unless he shall be a member entitled to vote thereat.

3.19 Quorum at Requisitioned Meetings

At a meeting called under the provisions of Section 5, a quorum is 10% of the voting members of the Association.

3.20 Adjournment

If within thirty minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. 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 thirty minutes from the time appointed for the meeting, the person or persons present and being a member or members entitled to attend and vote at the meeting shall be a quorum.

3.21 Business at Adjourned Meeting

Any business may be transacted at an adjourned meeting as might have been transacted at the meeting which was adjourned.

3.22 Notice of Adjourned Meeting

No notice is required of the date of a meeting adjourned for less than 10 days.

3.23 Notice of Meeting Adjourned for Ten Days

A written notice must be given to each member of a meeting adjourned for 10 days or more.

4. PROXIES

4.1 Appointment of proxyholder

An ordinary member of the Association may appoint any of that Member's registered members or another Member Delegate as a proxyholder to attend, act and vote for the ordinary member at a general meeting. Subject to the provisions of this Bylaw 4 and the terms of such proxy, such proxy shall supersede the authority of such ordinary members' own Member Delegate in accordance with its terms.

No proxyholder (including any Member Delegate) shall hold or exercise the proxies or more than five ordinary members of the Association at any general meeting.

4.2 Signature of proxy

A proxy must be in writing signed by the appointor.

4.3 Deposit of proxies

A proxy either must be deposited at the registered office of the Association or at such other place as is specified for that purpose in the notice calling the meeting, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time for holding the meeting in respect of which the person named in the instrument is appointed, or must be deposited with the secretary of the Association or the presiding officer of the meeting at least one hour prior to its commencement. In addition to any other method of depositing proxies provided for in these Bylaws, the Directors may from time to time by resolution fix a time, not exceeding 48 hours (excluding Saturdays, Sundays and statutory holidays) preceding any meeting or adjourned meeting of members, before which time proxies to be used at the meeting must be delivered to the Association or its agent, and any period of time so fixed must be specified in the notice calling the meeting. Any such resolution of the Directors may provide that particulars of such proxies may be sent to the Association or any agent of the Association in writing by letter, fax, or transmitted electronically by email in a PDF format or any other method of transmitting legibly recorded messages so as to arrive at least one hour before the commencement of the meeting or adjourned meeting at the office of the Association or of any agent of the Association appointed for the purpose of receiving such particulars and may also provide that proxies so deposited may be acted upon as though the proxies themselves were deposited as required by this Section. Votes given in accordance with any such resolution will be valid and will be counted.

4.4 Validity of proxies before notice of death or revocation

A vote given in accordance with the terms of a proxy is valid despite the previous death of the ordinary member giving the proxy or revocation of the proxy or of the authority under which the proxy is given, unless notice in writing of the death or revocation has been received at the registered office of the Association or by the presiding officer of the meeting or adjourned meeting for which the proxy was given before the vote is taken.

4.5 Form of proxy

Unless the *Society Act* or any other statute or law which is applicable requires any other form of proxy, a proxy, whether for a specified meeting or otherwise, must be in the following form, but may also be in any other form that the Directors or the presiding officer of the meeting approves:

British Columbia Sailing Association

The undersigned, who is an ordinary member of the Association, hereby appoints _____ or failing that person _____ as proxyholder for the undersigned to attend, act and vote for and on behalf of the undersigned at the general meeting of the Association to be held on the [date] and at any adjournment of that meeting.

Signed on [date]

(Signature of member)

(Name of member - printed)

4.6 Revocation of Proxy

Every proxy may be revoked by an instrument in writing:

- (a) executed by the ordinary member giving the proxy; and
- (b) delivered either at the registered office of the Association at any time up to and including the last business day preceding the day of the meeting or any adjournment of the meeting at which the proxy is to be used or to the presiding officer of the meeting on the day of the meeting or any adjournment of the meeting before any vote in respect of which the proxy is to be used has been taken;

or in any other manner provided by law.

4.7 Inquiries into Authority

The presiding officer of any general meeting may, but is not under any obligation to, inquire into the authority of any person to vote at such meeting and to demand from that person production of evidence as to the existence of such authority to vote.

4.8 Employees not proxyholders

No employee of the Association may be a proxyholder.

5. REQUISITIONED MEETINGS

5.1 Call of general meeting after requisition

If 10% or more of the ordinary members of the Association (in this section called the “**Requisitionists**”) deliver to the Association a requisition which complies with Subsection 5.2, the Directors must convene a general meeting of the Association without delay.

5.2 Contents of requisition

The requisition must state the purpose of the general meeting, be signed by the Requisitionists and be delivered or sent by registered mail to the address of the Association, and may consist of several documents in similar form each signed by one or more Requisitionists.

5.3 Failure to call meeting

If, within 21 days after the date of the delivery of the requisition, the Directors do not convene a general meeting, the Requisitionists, or a majority of them, may themselves convene a general meeting to be held within 4 months after the date of the delivery of the requisition.

5.4 Procedure at general meeting

A general meeting convened by the Requisitionists must be convened in the same manner, as nearly as possible, as general meetings are convened by the Directors.

5.5 Reimbursement of expenses

If the Association becomes a reporting Association, then unless the ordinary members otherwise resolve at a general meeting called by the Requisitionists:

- (a) the Association must reimburse the Requisitionists for the expenses actually and reasonably incurred by them in requisitioning, calling and holding the meeting; and
- (b) each director, who was in default in not calling the meeting as the Directors were required to do under Subsection 5.1, must pay the Association their pro rata share of the amount paid by the Association to reimburse the Requisitionists under Paragraph 5.5(a).

6. ELECTION OF DIRECTORS

6.1 Election at Annual General Meeting

At every annual general meeting the ordinary members must elect by secret ballot a board of directors consisting of the number of directors for the time being set under these bylaws.

6.2 Validity of Ballot Papers

For a ballot to be valid, the ordinary member must vote in accordance with the instruction set out in the ballot.

7. DIRECTORS

7.1 Duties and Powers

The Directors must manage the activities and the affairs of the Association and may exercise all the powers of the Association.

7.2 First Board of Directors

The first Board of Directors, which shall hold office until the first annual general meeting of the Association is held, shall be comprised of those persons listed in the list of directors filed with the Registrar of Companies at the time of incorporation of the Association.

7.3 Election of Directors

At the first annual general meeting of the Association and at every annual general meeting thereafter the members shall elect the number of directors determined pursuant to sections 6 and 7.4 and such directors shall hold office until the next annual general meeting.

7.4 Number of Directors

The Board of Directors of the Association shall consist of an odd number of directors:

- (a) elected by the members of the Association in accordance with Section 6 who have not ceased to hold office; and
- (b) any additional directors appointed by the Board of Directors under Subsection 7.9

7.5 Composition of Board

- (a) The Board shall consist of a minimum of five and a maximum of seven members who shall be nominated by the Members or are appointed pursuant to Section 7.8 or 7.9.
- (b) Each Director must be a registered member in good standing of a Member.

7.6 Qualification

In addition, the following persons are disqualified from being a director of the Association:

- (a) under the age of 18 years,
- (b) found by a court, in Canada or elsewhere, to be incapable of managing the individual's own affairs,
- (c) an undischarged bankrupt, or

- (d) convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated business, or of an offence involving fraud, unless
 - (i) the court orders otherwise,
 - (ii) 5 years have elapsed since the last to occur of
 - (A) the expiration of the period set for suspension of the passing of sentence without a sentence having been passed,
 - (B) the imposition of a fine,
 - (C) the conclusion of the term of any imprisonment, and
 - (D) the conclusion of the term of any probation imposed, or
 - (iii) a pardon was granted or issued under the *Criminal Records Act* (Canada).

7.7 Vacation of office

A director ceases to hold office:

- (e) the term of office of the director expires;
- (f) when that director dies or resigns in accordance with Subsection 7.12;
- (g) unless excused by the Board, if that director does not attend (in person or by conference telephone) two consecutive meetings of the Board;
- (h) if that director is not qualified under Subsection 7.6; or
- (i) if that director is removed from such office in accordance with Subsection 7.12.

7.8 Casual Vacancies

The Board may at any time and from time to time appoint a person otherwise qualified under these Bylaws to be a director as a director to fill a casual vacancy in the Board.

7.9 Additional Directors

Notwithstanding section 7.5, the Directors may from time to time appoint additional Directors on the basis of membership numbers and related revenue as needed, in the sole discretion of the Directors, provided that the number of Directors so appointed shall be no more than the number of Directors elected pursuant to Section 7.5.

7.10 Term of Appointed Director

The term of office of a director appointed by the Directors under Subsection 7.9 ceases to hold office immediately before the next election or appointment of directors.

7.11 Remuneration and Expenses

Except as expressly provided in these Bylaws and subject to the constitution of the Association, the Association may not pay any remuneration or profit, directly or indirectly, to any director for services as a director, but the Association may defray any expenses necessarily and reasonably incurred by a director on behalf of the Association with the approval of the Directors.

7.12 Resignation and Removal

A director may at any time resign by notice in writing delivered to the Association and may be removed before the expiry of her period of office by special resolution of the members.

7.13 Meetings

The Directors must hold meetings a minimum of four times per calendar year and at such time and upon such notice, if any, as the Directors may by resolution determine, and the Directors may make such rules and regulations for the conduct of their business as they think fit, provided that such rules and regulations are not inconsistent with the constitution of the Association and these Bylaws.

7.14 Voting

Questions arising at any meeting of the Directors will be decided by a majority of votes and the presiding officer may not vote on any motion or resolution except in the case of an equality of votes at any general meeting, when the President is entitled to a deciding vote.

7.15 Quorum

The quorum necessary for the transaction of business of the Board of Directors is a simple majority of the Board of Directors.

7.16 Calling of Directors' Meeting

Meetings of the Directors may be called:

(k) by any director present during a meeting of the Directors, and no formal notice of any meeting of the Directors is necessary if all the Directors are present or if those absent have signified their consent to the meeting being held in their absence; or

(l) by the President of the Association by written notice stating the day, hour and place of the meeting and the general nature of the business to be transacted not less than 14 days (exclusive of the day of giving the notice and of the day for which notice is given) before the date of the meeting.

No notice is required for any meeting held immediately following an annual general meeting for the purpose of appointing officers of the Association and members of committees for the period until the next annual general meeting.

7.17 Meetings by Telephone

One or more directors may participate in a meeting of the Board or of any committee of the Directors by telephone or other communications facilities if all directors participating in the meeting are able to communicate with each other.

7.18 Presence and Quorum at Telephone Meetings

A director participating in a meeting in accordance with Subsection 7.17 will be deemed to be present at the meeting and will be counted in the quorum for that meeting and be entitled to speak and vote at that meeting.

7.19 Indemnification

Subject to the *Society Act*, the Association must indemnify and save harmless each director from and against costs, charges or expenses arising out of the execution of the duties of his office, and also from and against all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs of the Association except such costs, charges or expenses as are occasioned by his own willful act or default.

7.20 Consent Resolution

A resolution in writing signed by all of the Directors is as valid and effectual as if it had been passed at a meeting of the directors duly called and constituted.

7.21 Maximum Terms of Directors

No director may hold office for more than 9 consecutive years (the “**Maximum Term**”) after the date that these Bylaws are enacted and effective, except that such Maximum term may be extended to no more than a total of 9 years by a resolution at a general meeting. If an individual holds office as a director for the Maximum Term, he or she may be considered as a nominee for a Directorship only after one year has passed since the expiry of the Maximum Term.

7.22 Cooling-off Period

No current or former director shall be considered for employment with the Association until one year has passed since the completion of that individual’s most recent term as a director. No current or former employee of or consultant to the Association or a Branch will be eligible as a nominee for director until one year has passed since the termination of that individual’s employment or consulting engagement with the Association or a Branch.

8. OFFICERS

8.1 Elected officers

The Directors must elect amongst themselves the following officers

- (m) President;
- (n) Vice-President;
- (o) Secretary; and
- (p) Treasurer.

8.2 Term of Elected Officers

Officers elected under Subsection 8.1 will hold office until their successors are duly elected, subject to removal from office by the Board of Directors at any time with or without cause and with or without notice.

8.3 Multiple offices

The offices of secretary and treasurer may be held by the same individual.

8.4 Other Officers

The Directors may from time to time appoint such other officers and agents and authorize the employment of such other persons as may be necessary to carry out the objects of the Association and such officers, agents and employees will have such authority and perform such duties as are determined by the Directors.

8.5 President

The President will provide leadership to the Association and is responsible for working closely with all Officers to carry out the directions of the Board. The President may preside at all general meetings of Directors.

8.6 Duties of the Vice-President

A Vice-President is responsible to assist the President at all times in any or all of the duties of the President of the Board as the President of the Board decides.

8.7 Duties of Treasurer

The treasurer is responsible to:

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

8.8 Duties of Secretary

The secretary is responsible to:

- (q) conduct the correspondence of the Association;
- (r) issue notice of meetings of the Association and Directors;
- (s) keep minutes of all meetings of the Association and Directors;
- (t) have custody of all records and documents of the Association except those required to be kept by the treasurer; and
- (u) maintain a register of members.

8.9 Duties of Other Officers

The authority and duties of other officers, agents and employees will be as determined from time to time by the Directors.

9. GENERAL COMMITTEES

9.1 Appointment of Committees

The Board may from time to time appoint any committee or other advisory body, including an executive committee, and nomination committee consisting of such number of members of their body as it deems necessary or appropriate for such purposes and, subject to the *Society Act*, delegate to such committee, such powers as the Board shall see fit. Any committee member may be removed by resolution of the Board.

9.2 Chair of the Board as Member of all Committees

The President is an ex officio member of every committee appointed pursuant to this Section except as restricted by a specific resolution of the Board.

9.3 Proceedings of Committees

Any committee appointed pursuant to this Section may meet and adjourn as it thinks proper and may make rules for the conduct of their business and may appoint such assistants as they deem necessary, subject to the following rules:

- (a) a lead of the committee must be appointed;
- (b) a majority of the members of such a committee constitute a quorum;
- (c) questions arising at any meeting of the committee will be determined by majority of votes of the members of such committee present, and the presiding officer may not vote on any motion or resolution except in the case of an equality of votes at any general meeting, when the presiding officer is entitled to a deciding vote;
- (d) a resolution approved in writing by all the members of the committee will be as valid and effective as if it had been passed at a meeting of such committee duly called and constituted; and
- (e) must have a defined budget.

9.4 Minutes

Every committee appointed pursuant to this Section must keep regular minutes of its transactions and meetings and must cause them to be recorded in books kept for that purpose, and must report on its transactions and meetings to the Directors at such time as the Directors may require.

9.5 Revocation of Authority

The Directors may at any time revoke or override any authority given to or any act done by any committee appointed pursuant to these Bylaws.

9.6 No Authority

No member of committee has any authority to enter into any contract on behalf of the Association unless specifically authorized by the Board of Directors.

10. FINANCIAL

10.1 Borrowing

Subject to Subsections 10.2 and 10.3, for the purposes of carrying out the objects of the Association, the Directors may borrow or raise or secure the payment of money in such manner as they think fit, and in particular but without limiting the generality of the foregoing, the Directors may from time to time:

- (a) borrow money on the credit of the Association to a maximum of 6,000 dollars without membership approval; and
- (b) issue, sell or pledge securities of the Association; and
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, including book debts, rights, powers, franchises or undertakings, to secure any security or any money borrowed, or other debt, or any other obligation or liability of the Association.

10.2 Issue of Debentures

Despite Subsection 10.1, the Association must not issue any debentures without the sanction of a special resolution of the Association.

10.3 Restriction of Borrowing

The Directors must not borrow or raise or secure the payment of money as set out in Subsection 10.1 except as authorized by special resolution at a general meeting.

10.4 Negotiation of Loans

From time to time the Directors may authorize any director, officer or employee of the Association or any other person to make arrangements concerning the money borrowed or to be borrowed pursuant to these Bylaws, the terms and conditions of any such loan and the securities to be given for such loan, with power to vary or modify such arrangements, terms and conditions and to give such additional security for any money borrowed or remaining due by the Association as the Directors may authorize and generally to manage, transact and settle the borrowing of money by the Association.

10.5 Investment

The funds of the Association not required for immediate use may be kept on deposit in a chartered bank governed by the *Bank Act* (Canada) .

10.6 Annual spending

The Board shall prepare a budget for the coming fiscal year for approval by a resolution to be passed by the majority vote at each annual general meeting. The proposed budget may be amended by a majority vote at the annual general meeting before the budget itself is put to a vote. The Board shall report on any extraordinary or unbudgeted expense (including but not limited to expenses in excess of \$5,000 in respect of a single transaction or a series of related transactions) incurred in the preceding fiscal year at each annual general meeting.

11. AUDITOR

11.1 Appointment of auditor

If the Association is a reporting Association, then at each annual general meeting of the Association, the general meeting must appoint a qualified person, who is not a director, officer or employee of the Association, to hold office as auditor until the close of the next annual general meeting and, if the general meeting fails to do so, the Directors must forthwith make such an appointment.

11.2 Remuneration

The Directors may fix the remuneration of the auditor.

11.3 Casual vacancy

The Directors may fill any casual vacancy in the office of auditor.

11.4 Rights of auditor

The auditor may attend any general meeting of the Association.

12. NOTICES

12.1 Notice

Any notice to members or directors under these Bylaws must be in writing and may be given by personal delivery, by mail or by electronic transmission addressed to the member or director at the address of that member given in the register of members of the Association or director given in the register of directors of the Association. The inadvertent failure to give notice to any member of a meeting of the Association, including an annual general meeting, or any director of director's meeting of the Association does not invalidate the notice, the meeting, or any business of the meeting.

12.2 Time of receipt

If notice is delivered, it will be deemed to have been given at the time of transmission or delivery.

12.3 Time of receipt if mailed

If notice is mailed, it will be deemed to have been received 48 hours following the date of mailing of the notice.

12.4 Interruption of mail service

If there is an interruption in normal mail service due to strike, labour unrest or other cause at or before the time a notice is required to be given the notice will be (a) posted on the website maintained by the Association; and (b) sent by the Association to the Branches for posting by each Branch at their respective office. Any such notice will be deemed to have been given on the date of the posting of the notice on the website.

12.5 Record date

For the purpose of determining members entitled to notice of, or to vote at, a general meeting, the record date is the 14th day before the date by which these Bylaws require that the notice of the meeting be given to the members.

13. MISCELLANEOUS

13.1 Financial year

The financial year of the Association will be the calendar year ending on December 31 in each year or such other period as the Directors decide from time to time.

13.2 Inspection of records

Any member shall be entitled to access and inspect any accounting records or records of director's meetings of the Association. Any Member who is not a director is not entitled to inspect other records of the Association except as conferred by law or authorized by the Directors or by ordinary resolution of the members.

13.3 Extent of right

The Directors may from time to time determine at what times and place and under what conditions the accounts, books and records of the Association are open to the inspection of members who are not directors.

13.4 The seal

The seal of the Association if any must be kept in the custody of the secretary of the Association and must not be affixed to any instrument except by and in the presence of any two directors of the Association, or in the presence of such officer, officers, director or directors as may be prescribed by a resolution of the Directors.

14. CONFLICTS OF INTEREST

14.1 Disclosure of interest

A director of the Association who is, directly or indirectly, interested in a proposed contract or transaction with the Association shall disclose fully and promptly the nature and extent of his or her interest to each other director.

14.2 Accountability

A director referred to in Subsection 14.1 shall account to the Association for profit made as a consequence of the Association entering or performing the proposed contract or transaction:

- (a) unless
 - (i) he or she discloses his or her interest as required by Subsection 14.1;
 - (ii) after his or her disclosure the proposed contract or transaction is approved by the Directors; and
 - (iii) he or she abstains from voting on the approval of the proposed contract or transaction; or
- (b) unless
 - (i) the contract or transaction was reasonable and fair to the Association at the time it was entered into and
 - (ii) after full disclosure of the nature and extent of his or her interest in the contract or transaction it is approved by special resolution.

14.3 Quorum

A director referred to in Subsection 14.1 shall not be counted in the quorum at a meeting of the Directors at which the proposed contract or transaction is approved.

15. INDEMNIFICATION

15.1 Mandatory Indemnification of Directors

Subject to the *Societies Act*, the Association must indemnify a director or officer, or former director or officer, of the Association and his or her heirs and legal personal representatives against all penalties for 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. Each such person is deemed to have contracted with the Company on the terms of the indemnity contained in this Article 15.1.

15.2 Permitted Indemnification

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

15.3 Association May Purchase Insurance

The Association may purchase and maintain insurance for the benefit of the persons set out in Article 15.1, or employees or agents of the Association, or any of them against any liability incurred by him or her as such director, senior employee, employee or agent of the Association.

15.4 Definitions

In this Article 15, the terms "eligible proceeding", "expenses" and "penalty" shall have the meanings given in Division 7 of the Societies Act or any amendment or replacement thereof from time to time in force.