

SOCIETIES ACT

**CONSTITUTION
OF THE
BRITISH COLUMBIA LAW INSTITUTE**

1. The name of the society is BRITISH COLUMBIA LAW INSTITUTE.
2. The purposes of the society are to:
 - (a) promote the clarification and simplification of the law and its adaptation to modern social needs,
 - (b) promote improvement of the administration of justice and respect for the rule of law,
and
 - (c) promote and carry out scholarly legal research.

SOCIETIES ACT

**BYLAWS
OF THE
BRITISH COLUMBIA LAW INSTITUTE**

TABLE OF CONTENTS

1.	INTERPRETATION	1
1.1	Definitions	1
1.2	<i>Societies Act</i> Definitions.....	3
1.3	Plural and Singular Forms.....	3
2.	MEMBERSHIP	3
2.1	Composition of Membership	3
2.2	Procedure for Appointing Member under Bylaw 2.1(h)	4
2.3	Procedure for Appointing Member under Bylaw 2.1(i)	4
2.4	Term of Membership	4
2.5	Membership not Transferable	4
2.6	Vacancy in Membership	4
2.7	Cessation of Membership	4
2.8	Procedure Following Cessation of Stakeholder Membership	5
2.9	Procedure Following Failure to Act on Request to Appoint Stakeholder Member	5
2.10	Cessation of Membership of Member Appointed Under Bylaw 2.9.....	5
2.11	Further Appointment or Reappointment.....	5
3.	MEMBERSHIP RIGHTS AND OBLIGATIONS	5
3.1	Rights of Membership	5
3.2	Dues.....	6
3.3	Standing of Members	6
3.4	Compliance with Constitution, Bylaws, and Policies	6
3.5	Expulsion of Member	6
3.6	No Distribution of Income to Members.....	6
3.7	No Interest in Society Property	6
4.	MEMBERS EMERITUS.....	7
4.1	Designation of Member Emeritus.....	7
4.2	Powers and Rights of Member Emeritus.....	7
4.3	Committees	7
4.4	Member Emeritus May Not Vote	7
4.5	Term of Member Emeritus	7
4.6	Cessation of Designation as Member Emeritus	8
4.7	Compliance with Constitution, Bylaws, and Policies	8

5.	MEETINGS OF MEMBERS.....	8
5.1	Time and Place of General Meetings.....	8
5.2	Annual General Meetings.....	8
5.3	Extraordinary General Meeting.....	8
5.4	Calling of Extraordinary General Meeting.....	8
5.5	Notice of General Meeting.....	9
5.6	Contents of Notice.....	9
5.7	Omission of Notice.....	9
6.	PROCEEDINGS AT GENERAL MEETINGS.....	9
6.1	Business Required at Annual General Meeting.....	9
6.2	Electronic Participation in General Meetings.....	10
6.3	Requirement of Quorum.....	10
6.4	Quorum.....	10
6.5	Lack of Quorum.....	10
6.6	Loss of Quorum.....	10
6.7	Chair.....	10
6.8	Alternate Chair.....	11
6.9	Adjournment.....	11
6.10	Notice of Adjournment.....	11
7.	VOTING BY MEMBERS.....	11
7.1	Ordinary Resolution Sufficient.....	11
7.2	Entitlement to Vote.....	11
7.3	Voting Methods.....	11
7.4	Voting by Proxy.....	11
8.	DIRECTORS.....	12
8.1	Management of Property and Affairs.....	12
8.2	Duties of Directors.....	12
8.3	Qualifications of Directors.....	12
8.4	Members are Directors.....	12
8.5	Removal of Director.....	12
8.6	Ceasing to be a Director.....	12
9.	POWERS AND RESPONSIBILITIES OF THE BOARD.....	13
9.1	Powers of Directors.....	13
9.2	Remuneration of Directors and Officers and Reimbursement of Expenses.....	13
9.3	Investment of Property and Standard of Care.....	13
9.4	Investment Advice.....	13
9.5	Delegation of Investment Authority to Agent.....	14

10.	PROCEEDINGS OF THE BOARD	14
10.1	Board Meetings.....	14
10.2	Notice of Board Meetings.....	14
10.3	Participation by Electronic Means.....	14
10.4	Quorum.....	14
10.5	Director Conflict of Interest.....	14
10.6	Chair of Meetings.....	15
10.7	Alternate Chair.....	15
11.	OFFICERS	15
11.1	Officers.....	15
11.2	Election of Officers.....	15
11.3	Term of Officer.....	15
11.4	Removal of Officers.....	15
11.5	Replacement.....	16
11.6	Duties of Chair.....	16
11.7	Duties of Vice-chair.....	16
11.8	Duties of Secretary.....	16
11.9	Duties of Treasurer.....	16
11.10	Absence of Secretary at Meeting.....	16
11.11	Combination of Offices of Secretary and Treasurer.....	16
12.	INDEMNIFICATION	17
12.1	Indemnification of Directors and Eligible Parties.....	17
12.2	Purchase of Insurance.....	17
13.	COMMITTEES	17
13.1	Creation and Delegation to Committees.....	17
13.2	Standing and Special Committees.....	17
13.3	Terms of Reference.....	17
13.4	Meetings.....	18
14.	EXECUTION OF INSTRUMENTS	18
14.1	No Seal.....	18
14.2	Execution of Instruments.....	18
15.	FINANCIAL MATTERS	18
15.1	Accounting Records.....	18
15.2	Borrowing Powers.....	18
15.3	Restrictions on Borrowing Powers.....	19
15.4	When Audit Required.....	19
15.5	Appointment of Auditor at Annual General Meeting.....	19

15.6	Vacancy in Auditor	19
15.7	Removal of Auditor.....	19
15.8	Notice of Appointment.....	19
15.9	Auditor’s Report	19
15.10	Participation in General Meetings	19
16.	NOTICE GENERALLY	20
16.1	Method of Giving Notice.....	20
16.2	When Notice Deemed to Have Been Received	20
16.3	Days to be Counted in Notice	20
17.	MISCELLANEOUS.....	20
17.1	Dissolution.....	20
17.2	Inspection of Documents and Records	21
18.	BYLAWS	21
18.1	Entitlement of Members to Copy of Constitution and Bylaws	21
18.2	Special Resolution Required to Alter Bylaws	22
18.3	Effective Date of Alteration.....	22

**BYLAWS
OF THE
BRITISH COLUMBIA LAW INSTITUTE**

1. INTERPRETATION

1.1 Definitions

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

- (a) **“Act”** means the *Societies Act*, S.B.C. 2015, c. 18, as amended from time to time, and includes any successor legislation thereto;
- (b) **“Address of the Society”** means the address of the Society as filed from time to time with the Registrar;
- (c) **“Board”** means the Directors acting as authorized by the Act, the Constitution, and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
- (d) **“Board Resolution”** means:
 - (1) a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter:
 - (A) in person at a duly constituted meeting of the Board,
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person and by Electronic Means; or
 - (2) a resolution that has been submitted to all Directors and consented to in writing by 2/3 of the Directors who would have been entitled to vote on the resolution at a meeting of the Board,
and a Board Resolution approved by any of these methods is effective as though passed at a meeting of the Board;
- (e) **“Bylaws”** means the bylaws of the Society as filed with the Registrar;
- (f) **“Chair”** means the Person elected to the office of chair of the Society in accordance with these Bylaws;
- (g) **“Constitution”** means the constitution of the Society as filed with the Registrar;
- (h) **“Directors”** means those Persons who are, or who subsequently become, directors of the Society in accordance with these Bylaws and have not ceased to be directors;
- (i) **“Electronic Means”** means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer, or web-based technology or communication facility, that:

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

- (t) **“Society”** means the “British Columbia Law Institute”;
- (u) **“Special Resolution”** means:
 - (1) a resolution, of which the notice required by the Act and these Bylaws has been provided, passed by at least 2/3 of the votes cast in respect of the resolution by those Members entitled to vote:
 - (A) in person at a duly constituted General Meeting,
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
 - (2) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a General Meeting,

and a Special Resolution approved by any one or more of these methods is effective as though passed at a General Meeting; and
- (v) **“Stakeholder Member”** means a Member appointed under Bylaw 2.1(a) through Bylaw 2.1(g);
- (w) **“Treasurer”** means a Person elected to the office of treasurer of the Society in accordance with these Bylaws;
- (x) **“Vice-chair”** means a Person elected to the office of vice-chair of the Society in accordance with these Bylaws.

1.2 **Societies Act Definitions**

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

1.3 **Plural and Singular Forms**

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

2. **MEMBERSHIP**

2.1 **Composition of Membership**

The Society will consist of up to 16 Members as follows:

- (a) 2 Persons appointed by the Attorney General for British Columbia;
- (b) 2 Persons appointed by the executive committee of the Law Society of British Columbia;
- (c) 2 Persons appointed by the executive committee of the British Columbia Branch of the Canadian Bar Association;

- (d) one Person appointed by the Dean of the Peter A. Allard School of Law, University of British Columbia;
- (e) one Person appointed by the Dean of the Faculty of Law, University of Victoria;
- (f) one Person appointed by the Dean of the Faculty of Law, Thompson Rivers University;
- (g) one Person appointed by the executive committee of the Society of Notaries Public of British Columbia;
- (h) 5 Persons appointed by the Stakeholder Members;
- (i) one Person appointed by the Members appointed under paragraphs (a) to (h).

2.2 Procedure for Appointing Member under Bylaw 2.1(h)

A Member is appointed under Bylaw 2.1(h) by a simple majority of the votes cast in respect of the appointment by the Stakeholder Members.

2.3 Procedure for Appointing Member under Bylaw 2.1(i)

A Member is appointed under Bylaw 2.1(i) by a simple majority of the votes cast in respect of the appointment by the Members.

2.4 Term of Membership

Membership in the Society is for a term of 5 years, or such shorter term as the appointing Person or body may designate, or until successors are appointed, and a Member may be reappointed.

2.5 Membership not Transferable

Membership is not transferable.

2.6 Vacancy in Membership

If a vacancy occurs in the membership, the Person or body by whom that Member was appointed may appoint a Person to occupy the vacant position, and the Person so appointed holds office for the balance of the term of the appointment, or until a successor is appointed.

2.7 Cessation of Membership

A Person immediately ceases to be a Member:

- (a) upon the date which is the later of:
 - (1) the date of delivering his or her resignation in writing to the Secretary or to the Address of the Society; and
 - (2) the effective date of the resignation stated thereon;
- (b) upon his or her expulsion; or

- (c) upon his or her death.

2.8 Procedure Following Cessation of Stakeholder Membership

If a Stakeholder Member ceases to be a Member

- (a) by operation of Bylaw 2.7, or
- (b) through the expiration of that Member's term of office,

then the Directors must request that the Person or body who appointed that Stakeholder Member

- (c) make a further appointment under Bylaw 2.6,
- (d) make a new appointment under Bylaw 2.1, or
- (e) reappoint the Member under Bylaw 2.1 and Bylaw 2.4.

2.9 Procedure Following Failure to Act on Request to Appoint Stakeholder Member

If a Person or body requested to make an appointment under Bylaw 2.8 fails to do so within 30 days after the date of the request, then the Directors may, by a Board Resolution,

- (a) reappoint a Member whose term has expired, or
- (b) appoint another Person to occupy the vacant position,

and an appointment or reappointment under this Bylaw 2.9 has the same force and effect as if made by the Person or body entitled to do so under Bylaw 2.1 or Bylaw 2.6.

2.10 Cessation of Membership of Member Appointed Under Bylaw 2.9

A Member appointed or reappointed under Bylaw 2.9 ceases to be a Member on the earlier of

- (a) the date the Person or body entitled or requested to make an appointment under Bylaw 2.1, Bylaw 2.6, or Bylaw 2.8 does so, or
- (b) 12 months from the date of the appointment or reappointment under Bylaw 2.9.

2.11 Further Appointment or Reappointment

If a Member appointed under Bylaw 2.9 ceases to be a Member through the operation of Bylaw 2.7 or Bylaw 2.10(b), then the directors may make a further appointment or reappointment under Bylaw 2.9.

3. MEMBERSHIP RIGHTS AND OBLIGATIONS

3.1 Rights of Membership

A Member has the following rights of membership:

- (a) to receive notice of, and to attend, all General Meetings;

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

3.2 Dues

There are no annual membership dues.

3.3 Standing of Members

All Members are deemed to be in good standing.

3.4 Compliance with Constitution, Bylaws, and Policies

Every Member must, at all times:

- (a) uphold the Constitution and comply with these Bylaws, the Regulations, and the policies of the Society in effect from time to time;
- (b) abide by such codes of conduct and ethics adopted by the Society; and
- (c) further and not hinder the purposes, aims, and objects of the Society.

3.5 Expulsion of Member

A Member may be expelled by a Special Resolution.

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

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

3.6 No Distribution of Income to Members

The business of the Society shall be conducted so as to promote the purposes of the Society, and the Society must not carry on activities for the personal financial gain of its members. ***This provision was previously unalterable.***

3.7 No Interest in Society Property

Members of the Society do not have and may not have any legal or beneficial interest in the property of the Society. ***This provision was previously unalterable.***

4. MEMBERS EMERITUS

4.1 Designation of Member Emeritus

The Board may designate a Person who either has ceased to be a Member or whose term will expire within 6 months of the designation, but who expresses an interest in the continuing work of the Society, to be a Member Emeritus of the society, provided that the Person has served as a Member for a period of not less than 3 years.

A Member Emeritus is an honorary position and a Person designated as a Member Emeritus is not a Member or Director of the Society.

4.2 Powers and Rights of Member Emeritus

A Member Emeritus does not have any of the powers or rights of a Member of the Society except for the following:

- (a) the right to receive all notices and documents sent to the Members by the Society;
- (b) the right to attend and participate in a General Meeting; and
- (c) the same rights, on the same terms and conditions, as Members to examine records.

A Member Emeritus does not have any of the powers or rights of a Director of the Society except for the following:

- (d) the right to receive all notices and documents sent to the Directors by the Society;
- (e) the right to attend and participate in meetings of the Directors.

4.3 Committees

The Board may appoint a Member Emeritus to any committee of Directors, except for the executive committee, to attend the meetings of the committee and participate in its deliberations in an advisory capacity.

4.4 Member Emeritus May Not Vote

Despite any other Bylaw, a Member Emeritus does not have a right to vote at any meeting of the Members, the Directors, or a committee of the Directors, and must not be counted in the quorum of such meeting.

4.5 Term of Member Emeritus

Designation as a Member Emeritus is for a term of 5 years, or such shorter term as the Board may designate, but each Member Emeritus whose term expires is eligible for re-designation.

4.6 Cessation of Designation as Member Emeritus

A Person immediately ceases to be a Member Emeritus:

- (a) upon the date which is the later of:
 - (1) the date of delivering his or her resignation in writing to the Secretary or to the Address of the Society; and
 - (2) the effective date of the resignation stated thereon;
- (b) upon revocation of that Person's designation as a Member Emeritus by a Board Resolution;
- (c) upon his or her death; or
- (d) upon expiration of that Person's designation in accordance with Bylaw 4.5.

4.7 Compliance with Constitution, Bylaws, and Policies

Every Member Emeritus must, at all times:

- (a) uphold the Constitution and comply with these Bylaws, the Regulations, and the policies of the Society in effect from time to time;
- (b) abide by such codes of conduct and ethics adopted by the Society; and
- (c) further and not hinder the purposes, aims, and objects of the Society.

5. MEETINGS OF MEMBERS

5.1 Time and Place of General Meetings

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

5.2 Annual General Meetings

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

5.3 Extraordinary General Meeting

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

5.4 Calling of Extraordinary General Meeting

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

- (a) at the call of the Chair;
- (b) when resolved by Board Resolution; or

- (c) when such a meeting is requisitioned by the Members in accordance with the Act.

5.5 Notice of General Meeting

The Society must, in accordance with Bylaw 16.1, send notice of every General Meeting to:

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

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

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

5.6 Contents of Notice

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

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

5.7 Omission of Notice

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

6. PROCEEDINGS AT GENERAL MEETINGS

6.1 Business Required at Annual General Meeting

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

- (a) the adoption of an agenda;
- (b) the approval of the minutes of the previous annual general meeting and any extraordinary general meetings held since the previous annual general meeting;
- (c) consideration of the financial statements and the report of the auditor thereon, if any;
- (d) the consideration of any Members' proposals submitted in accordance with the Act; and
- (e) such other business, if any, required by the Act or at law to be considered at an annual general meeting.

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

6.2 Electronic Participation in General Meetings

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

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

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

6.3 Requirement of Quorum

No business, other than the election of a Person to chair the meeting and the adjournment or termination of the meeting, may be conducted at a General Meeting at a time when a quorum is not present.

6.4 Quorum

A quorum at a General Meeting is 3 Members.

6.5 Lack of Quorum

If within 30 minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, must be terminated, but in any other case it must stand adjourned to the next day, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present constitute a quorum and the meeting may proceed.

6.6 Loss of Quorum

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

6.7 Chair

Subject to a Board Resolution appointing another Person:

- (a) the Chair must preside as chair at all General Meetings;
- (b) if the Chair is absent, the Vice-chair must preside as chair.

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

6.8 **Alternate Chair**

If a Person presiding as chair of a General Meeting wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Members present at such meeting, he or she may preside as chair.

6.9 **Adjournment**

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

6.10 **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 14 days, in which case notice of the adjourned meeting must be given as in the case of the original meeting.

7. **VOTING BY MEMBERS**

7.1 **Ordinary Resolution Sufficient**

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

7.2 **Entitlement to Vote**

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

7.3 **Voting Methods**

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

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

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

7.4 **Voting by Proxy**

Voting by proxy is not permitted.

8. DIRECTORS

8.1 Management of Property and Affairs

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

8.2 Duties of Directors

Pursuant to the Act, every Director must:

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

8.3 Qualifications of Directors

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

- (a) is less than 18 years of age;
- (b) has been found by any court, in Canada or elsewhere, to be incapable of managing his or her own affairs;
- (c) is an undischarged bankrupt; or
- (d) has been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, all in accordance with the Act.

8.4 Members are Directors

The Members, other than any Members Emeritus, are the Directors.

8.5 Removal of Director

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.

A Special Resolution to remove a Person as a Director will be deemed to expel the same Person from membership in the Society, and vice-versa.

8.6 Ceasing to be a Director

A Person ceases to be a Director upon the date:

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

- (2) the effective date of the resignation stated therein;
- (b) such Person is no longer qualified pursuant to Bylaw 8.3;
- (c) such Person is no longer a Member;
- (d) of his or her removal; or
- (e) of his or her death.

9. POWERS AND RESPONSIBILITIES OF THE BOARD

9.1 Powers of Directors

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

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

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

9.2 Remuneration of Directors and Officers and Reimbursement of Expenses

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

9.3 Investment of Property and Standard of Care

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

9.4 Investment Advice

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

9.5 Delegation of Investment Authority to Agent

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

10. PROCEEDINGS OF THE BOARD

10.1 Board Meetings

Meetings of the Board may be held at any time and place determined by the Board.

10.2 Notice of Board Meetings

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

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

10.3 Participation by Electronic Means

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

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

10.4 Quorum

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

10.5 Director Conflict of Interest

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

- (a) must be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
- (b) must disclose fully and promptly the nature and extent of his or her interest in the contract, transaction, or matter;
- (c) is not entitled to vote on the contract, transaction, or matter;
- (d) must absent him- or herself from the meeting or portion thereof:
 - (1) at which the contract, transaction, or matter is discussed, unless requested by the Board to remain to provide relevant information; and

- (2) in any case, during the vote on the contract, transaction, or matter; and
- (e) refrain from any action intended to influence the discussion or vote.

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

10.6 Chair of Meetings

The Chair must preside as chair at all meetings of the Board. If the Chair is absent from a meeting of the board, then the Vice-chair must preside as chair.

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

10.7 Alternate Chair

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

11. OFFICERS

11.1 Officers

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

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

11.2 Election of Officers

At each meeting of the Board immediately following an annual general meeting, the Board must elect the officers.

11.3 Term of Officer

The term of office for each officer commences on the date the Director is elected as an officer in accordance with Bylaw 11.2 and continues until the first meeting of the Board held after the next following annual general meeting. A Director may be elected as an officer for consecutive terms.

11.4 Removal of Officers

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

11.5 Replacement

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

11.6 Duties of Chair

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

11.7 Duties of Vice-chair

The Vice-chair must carry out the duties of the Chair during the Chair's absence.

11.8 Duties of Secretary

The Secretary is responsible for making the necessary arrangements for:

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

11.9 Duties of Treasurer

The Treasurer is responsible for making the necessary arrangements for:

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

11.10 Absence of Secretary at Meeting

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

11.11 Combination of Offices of Secretary and Treasurer

The offices of Secretary and Treasurer may be held by one Person who is known as the Secretary-Treasurer.

12. INDEMNIFICATION

12.1 Indemnification of Directors and Eligible Parties

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

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

12.2 Purchase of Insurance

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

13. COMMITTEES

13.1 Creation and Delegation to Committees

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

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

13.2 Standing and Special Committees

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

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

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

13.3 Terms of Reference

In the event the Board decides to create a committee, it must establish Terms of Reference for such committee. A committee, in the exercise of the powers delegated to it, must conform to any rules that may from time to time be imposed by the Board in the Terms of Reference or oth-

erwise, and must 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.

13.4 Meetings

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

14. EXECUTION OF INSTRUMENTS

14.1 No Seal

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

14.2 Execution of Instruments

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

- (a) by the Chair, together with one other Director, or
- (b) in the event that the Chair is unavailable to provide a signature, by any 2 Directors,

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

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

15. FINANCIAL MATTERS

15.1 Accounting Records

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

15.2 Borrowing Powers

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

15.3 **Restrictions on Borrowing Powers**

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

15.4 **When Audit Required**

The Society is not required to be audited. However, the Society must conduct an audit of its annual financial statements if:

- (a) the Directors determine to conduct an audit by Board Resolution; or
- (b) the Members require the appointment of an auditor by Ordinary Resolution,

in which case the Society must appoint an auditor qualified in accordance with, and must comply with all relevant provisions of, Part 9 of the Act and these Bylaws.

15.5 **Appointment of Auditor at Annual General Meeting**

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

15.6 **Vacancy in Auditor**

Except as provided in Bylaw 15.7, the Board must fill any vacancy occurring in the office of auditor and an auditor so appointed holds office until the next annual general meeting.

15.7 **Removal of Auditor**

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

15.8 **Notice of Appointment**

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

15.9 **Auditor's Report**

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

15.10 **Participation in General Meetings**

The auditor, if any, is entitled in respect of a General Meeting to:

- (a) receive every notice relating to the meeting to which a Member is entitled;
- (b) attend the meeting; and
- (c) to be heard at the meeting on any part of the business of the meeting that deals with the auditor's duties or function.

An auditor who is present at a General Meeting at which the financial statements are considered must answer questions concerning those financial statements, the auditor's report, if any, and any other matter relating to the auditor's duties or function.

16. NOTICE GENERALLY

16.1 Method of Giving Notice

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

16.2 When Notice Deemed to Have Been Received

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

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

16.3 Days to be Counted in Notice

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

17. MISCELLANEOUS

17.1 Dissolution

On a winding up and dissolution of the Society, any assets remaining after payment of its debts shall be paid or delivered:

- (a) to Her Majesty in the Right of the Province of British Columbia to be used for the purposes described in paragraph 2, or
- (b) to one or more organizations in British Columbia having purposes consistent with those described in paragraph 2 and which are registered charities or qualified donees recognized by Revenue Canada pursuant to the provisions of the *Income Tax Act* (Canada)

as the Directors of the Society holding office at the time of the dissolution may, by resolution and with the consent of the Attorney General of the province, direct. ***This provision was previously unalterable.***

17.2 Inspection of Documents and Records

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

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

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

Except as expressly provided by statute or at law, a Member is not entitled or have the right to inspect any other document or record of the Society. However, subject to such policies as the Board may establish, a Member may request, in writing delivered to the Address of the Society, to inspect any other document or record of the Society and the Board may allow the Member to inspect the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

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

18. BYLAWS

18.1 Entitlement of Members to Copy of Constitution and Bylaws

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

18.2 **Special Resolution Required to Alter Bylaws**

These Bylaws must not be altered except by Special Resolution.

18.3 **Effective Date of Alteration**

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