NOTICE OF SPECIAL RESOLUTIONS
OF THE

PHOENIX GYMNASTICS CLUB
(the "Society")

The following special resolutions will be proposed for approval at an annual general meeting of the Society to be held on November 18th, 2026

Note that while these special resolutions will be considered and approved at the members' meeting, the amendments will not come into effect until the Society files a Bylaw Alteration Application with the BC Registrar of Companies. Until such time, the current bylaws will remain in effect.

Amendments to Bylaws

RESOLVED as a special resolution that the Bylaws of the Society be amended as follows:

1. by deleting existing Bylaw 7.7 [*Consecutive Terms and Term Limits*] in its entirety and inserting in place thereof the following as a new Bylaw 7.7:

   "7.7 **Cumulative Terms and Term Limits**

   A Person may serve as a Director for up to ten (10) cumulative years, by any combination of terms, including consecutive terms. A Person who has served as a Director for ten (10) cumulative years may never again be re-elected or re-appointed as a Director following the expiry of his or her latest term.

   Notwithstanding the foregoing, the Board may, by Board Resolution, authorize a Director who has served for ten (10) cumulative years to stand for election for one (1) additional year. If such Director is elected, then following the expiry of his or her additional one (1) year extension, their cumulative term limit is reset, provided they wait at least one (1) year following the expiry of their latest term before standing for re-election.";

2. by deleting existing Bylaw 12.2 [*Election of Officers*] in its entirety and inserting in place thereof the following as a new Bylaw 12.2:

   "12.2 **Election and Eligibility of Officers**

   At each meeting of the Board immediately following an annual general meeting, the Board will elect the officers. A Person is not eligible to be elected as an officer unless such Person has served as a Director for at least one (1) year. Notwithstanding the foregoing requirement, a Person may be elected as an officer if such Person has expertise, skills or knowledge that is beneficial to the Board or the Society, as determined by the Board by Board Resolution.";

3. by deleting existing Bylaw 12.3 [*Term of Officer*] in its entirety and inserting in place thereof the following as a new Bylaw 12.3:

   "12.3 **Term of Officer**

   The term of office for each officer will be one (1) year, commencing on the date the Director is elected as an officer in accordance with Bylaw 12.2 and continuing 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, provided that no Director may serve in the same officer position for more than four (4) consecutive years. A Director who has served in the same officer position for four (4) consecutive years may not be re-elected to that same position for at least one (1) year following the expiry of their latest term. For greater clarity, a Director

who has served four (4) consecutive years in one officer position remains eligible to be elected to a different officer position.”; and

4. by correcting any grammatical or punctuation errors that arise as a result of the foregoing amendments and by renumbering all parts, bylaws, paragraphs and subparagraphs, including cross references and the table of contents, affected by the above amendments accordingly.

Please see the enclosed redline of the Bylaws showing the proposed changes.

BYLAWS
OF THE
PHOENIX GYMNASTICS CLUB

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BYLAWS
OF THE
PHOENIX GYMNASTICS CLUB

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 registered office address of the Society on record 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 two-thirds (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) "**Complaint**" means a formal objection or allegation of a material breach of the Society's policies which has been properly submitted in writing and in the format prescribed by the Society's complaint management policy in effect from time to time;

(h) "**Constitution**" means the constitution of the Society as filed with the Registrar;

(i) "**Designated Representative**" means a Parent appointed by a Member in accordance with Bylaw 2.9, to exercise his or her rights of membership on his or her behalf;

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(j) "**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;

(k) "**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 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;

(l) "**General Meeting**" means each annual general meeting and any extraordinary general meetings of the Society, but does not include any gatherings of Members for purposes other than the conduct of official business of the Society;

(m) "***Income Tax Act***" means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;

(n) "**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;

(o) "**Membership Year**" means the period of approximately one (1) year which relates to the term of Members, which period shall be from the date such Member enrolls in a Program until 11:59 PM on June 30th each calendar year, unless otherwise provided in these Bylaws or altered by Board Resolution;

(p) "**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 two-thirds (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;

(q) "**Parent**" means a Person who is a natural or adoptive parent, grandparent or legal guardian of one or more Members that is under the age of (18) eighteen;

(r) "**Person**" means a natural person;

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(s) "**Program**" means any gymnastics program offered by the Society:

(1) for which a fee is payable; and

(2) that is no less than ten (10) months in duration unless otherwise determined by Board Resolution;

(t) "**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;

(u) "**Registrar**" means the Registrar of Companies of the Province of British Columbia;

(v) "**Relative**" with respect to a Person, means:

(1) the Person's spouse or former spouse;

(2) a Person with whom the Person is living, or has lived, in a marriage-like relationship;

(3) a Parent of the Person's child,

(4) a Person who lives with, and is related to:

(A) the Person, or

(B) a Person referred to in any of paragraphs (1) to (3) immediately above; or

(5) the Person's child;

(w) "**Secretary**" means a Person elected to the office of secretary of the Society in accordance with these Bylaws;

(x) "**Senior Manager**" means a Person appointed by the Board under Bylaw 13.1, if any, to exercise the Board's delegated authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society;

(y) "**Society**" means the "Phoenix Gymnastics Club";

(z) "**Special Resolution**" means:

(1) a resolution, of which the notice required by the Act and these Bylaws has been provided, passed by at least two-thirds (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,

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and a Special Resolution approved by any one or more of these methods is effective as though passed at a General Meeting;

(aa) "**Treasurer**" means a Person elected to the office of treasurer of the Society in accordance with these Bylaws; and

(bb) "**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

Membership in the Society is restricted to those Persons who transition as Members in accordance with Bylaw 2.3 and to those Persons whose subsequent admission as a Member has been accepted by the Directors.

2.2 Eligibility for Membership

A Person may be eligible to be accepted as a Member if:

(a) they are registered, or have been invited by the Society to register, in at least one (1) Program;

(b) they are interested in advancing the purposes and supporting the activities of the Society; and

(c) subject to a Board Resolution exempting such a Person from the following criteria:

(i) they are not an employee of, or engaged as a contractor for services with an aggregate annual value of $10,000 or more with, the Society; and

(ii) in the case of a Person who is less than eighteen (18) years of age, no Parent of such Person is an employee of, or engaged as a contractor for services with an aggregate annual value of $10,000 or more with, the Society.

For greater certainty, a Person may register in a Program but will not become a Member unless such Person satisfies all of the above eligibility criteria and is accepted in accordance with these Bylaws.

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2.3 Transition of Membership

On the date these Bylaws come into force:

(a) each Person who is a member of the Society and who is eligible for membership under these Bylaws will continue as a Member until the conclusion of the current Membership Year, unless he or she otherwise ceases to be a Member in accordance with these Bylaws; and

(b) each Person who is a member of the Society who is:

(1) not in good standing; or

(2) ineligible for membership under these Bylaws,

will be deemed to have resigned from membership effective that date.

2.4 Membership Coordinator

The Board may delegate the review and acceptance of new Members to a Person or committee, which Person or committee will be referred to for the purposes of these Bylaws as the membership coordinator.

If no membership coordinator is designated by the Board then the duties for that position set out in these Bylaws remain with the Board.

2.5 Registration

A Person may apply to the Society to register in a Program and, if eligible in accordance with Bylaw 2.2, become a Member in accordance with these Bylaws, by submitting at the Address of the Society:

(a) a completed written Program registration form, in such form and manner as may be established by the Board from time to time;

(b) such other information or documentation as the membership coordinator may require for Program registration and membership;

(c) payment of the applicable Program registration fees; and

(d) in the case of a Person seeking to register for a Program who is less than eighteen (18) years of age, the name and contact information of their Designated Representative.

2.6 Reviewing and Acceptance of Registration Application

The membership coordinator, if any, will review all completed Program registration forms and may, if necessary, request the Person to provide further information or documentation in support of their Program registration and acceptance as a Member.

The membership coordinator may, by entering the Person's information into the Society's register of Members, accept an eligible Person as a Member.

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2.7 Reporting and Ratification of Registration

The membership coordinator will regularly report to the Board regarding Program registration forms received and memberships approved.

The Board will consider a Board Resolution to ratify the approval of Program registrations and Member admissions made in the last interval and may, if necessary, determine any issues related to membership of an applicant.

2.8 Referral of Registration to Board

The membership coordinator, may at any time refer a received Program registration to the Board for further consideration and, if so referred, the Board may, by Board Resolution, accept, postpone or refuse such application for membership.

The Board may refuse or postpone the acceptance of a Person as a Member for any reason which, in the Board's view, is necessary or prudent to protect the reputation and integrity of the Society.

2.9 Designated Representative

A Member who is less than eighteen (18) years of age must, in accordance with paragraph (d) of Bylaw 2.5, appoint a Parent of such Member to exercise the rights of membership on their behalf as the Member's Designated Representative, provided that such Parent appointed to be a Designated Representative must not also be an employee of, or engaged as a contractor for services with an aggregate annual value of $10,000 or more with, the Society unless otherwise exempted by Board Resolution.

A Member may have only one Designated Representative at a time and may change his or her Designated Representative by providing notice in writing to the Address of the Society.

2.10 Membership not Transferable

Membership is not transferable by a Member.

2.11 Term of Membership

Once accepted as a Member, except as otherwise stated in this Bylaw 2.11, a Person continues as a Member until the conclusion of the current Membership Year unless he or she otherwise sooner ceases to be a Member in accordance with these Bylaws.

Notwithstanding the foregoing, a Person accepted as a Member who registers in a Program that is set to conclude after the current Membership Year will continue as a Member until the conclusion of the next Membership Year.

2.12 Re-application of Membership

A Person whose membership has expired or otherwise ceased other than by expulsion and who remains eligible in accordance with these Bylaws may re-apply for membership after its expiry in accordance with Bylaw 2.5.

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A Person expelled from membership may, unless prohibited by the terms of the expulsion resolution, re-apply for membership in accordance with the terms of the expulsion resolution, provided that if the expulsion resolution does not restrict re-application, the Person may re-apply for membership after one (1) year from the date of expulsion.

2.13 **Cessation of Membership**

A Person will immediately cease 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 the conclusion of:

(1) the current Membership Year; or

(2) in the case of a Member registered in a Program that is set to conclude after the current Membership Year, upon the conclusion of the next Membership Year;

(c) upon the date such Member ceases to be eligible in accordance with Bylaw 2.2;

(d) upon the date which is ninety (90) days from the date on which such Member ceases to be in good standing for non-payment of amounts owing to the Society;

(e) upon his or her expulsion; or

(f) upon his or her death.

3. MEMBERSHIP RIGHTS AND OBLIGATIONS

3.1 **Rights of Membership**

In addition to any rights conferred by the Act, a Member in good standing has the following rights and privileges 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;

(d) may serve on committees of the Society, as invited; and

(e) may 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.

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3.2 Member not in Good Standing

A Member who is not in good standing has the right to receive notice of, and to attend, all General Meetings, but is suspended from all of the other rights and privileges described in Bylaw 3.1 for so long as he or she remains not in good standing.

3.3 Dues

The Board will, by Board Resolution, determine the dues or fees payable by Members from time to time and in the absence of such determination by the Board, dues are deemed to be nil.

The Board may determine that dues may be pro-rated, reduced or waived in cases or hardship or other appropriate circumstances.

Once determined, dues are deemed to continue each year until altered by Board Resolution.

3.4 Standing of Members

All Members are deemed to be in good standing except:

(a) a Member who has failed to pay such annual membership dues as are determined by the Board, if any, when due and owing and such Member is not in good standing so long as such amount remains unpaid; and

(b) a Member who has been suspended by the Society.

3.5 Compliance with Constitution, Bylaws and Policies

Every Member will, 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; and

(b) further and not hinder the purposes, aims and objects of the Society.

3.6 Discipline of Members

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

(a) is improper or unbecoming for a Member;

(b) is contrary to Bylaw 3.5; or

(c) is likely to endanger the reputation or hinder the interests of the Society.

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

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

3.7 Discipline of Athletes and Parents

In accordance with the Society's relevant policies in effect from time to time, the Board, or its authorized delegate, may suspend, reprimand or otherwise discipline a participant in the Society's programs (including any Member), their Parents, or any other Person on the premises of the Society, for conduct which, in the reasonable opinion of the Board or its authorized delegate:

(a) is in violation of the Society's code of conduct, anti-bullying and harassment policy, or any other policies and procedures of the Society in effect from time to time concerning the Society's operations;

(b) is likely to endanger the reputation or hinder the interests of the Society; or

(c) has caused damage to the property of the Society.

3.8 No Distribution of Income to Members

No part of the income of the Society will be payable to, or otherwise available for the personal benefit of, any Member and any income, profits or other accretions to the Society will be used in promoting the purposes of the Society.

4. MEETINGS OF MEMBERS

4.1 Timing of General Meetings

The General Meetings of the Society will be held at such date, time and, if applicable, location, in accordance with the Act, as the Board decides.

4.2 Annual General Meetings

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

4.3 Extraordinary General Meeting

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

4.4 Calling of Extraordinary General Meeting

The Society will 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

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

4.5 Notice of General Meeting

The Society will, in accordance with Bylaw 18.1, send notice of every General Meeting to:

(a) each Member shown on the register of Members on the date the notice is sent; and

(b) the auditor of the Society, if any is appointed,

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

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

4.6 Contents of Notice

Notice of a General Meeting will specify the date, time and, if applicable, location of the meeting and will include the text of every Special Resolution to be proposed or considered at that meeting.

If the Board has decided to hold a General Meeting with participation by Electronic Means, the notice of that meeting must also contain instructions for attending and participating in the meeting by Electronic Means, including instructions for voting.

4.7 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.

5. PROCEEDINGS AT GENERAL MEETINGS

5.1 Business Required at Annual General Meeting

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

(a) the approval of the minutes of the previous annual general meeting and any extraordinary general meetings held since the previous annual general meeting;

(b) consideration of the financial statements and the report of the auditor thereon, if any;

(c) consideration of any Members' proposals submitted in accordance with the Act;

(d) the election of Directors; 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.

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5.2 Attendance at General Meetings

In addition to Members, Designated Representatives, Directors and the Society's auditor, if any, the Board may also invite any other Person or Persons to attend a General Meeting as observers and guests. All observers and guests may only address the General Meeting assembly at the invitation of the Person presiding as chairperson, or by Ordinary Resolution.

5.3 Electronic Participation in General Meetings

The Board may decide, in its discretion, to hold any General Meeting in whole or in part by Electronic Means.

When 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 Electronic Means are deemed to be present at the General Meeting.

5.4 Registration of Members

Every Member attending a General Meeting must register his or her attendance prior to the commencement of the meeting in such manner as may be established by the Board from time to time.

5.5 Requirement of Quorum

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

5.6 Quorum

A quorum at a General Meeting is ten (10) Members in good standing on the date of the meeting. For greater certainty, the presence of a Designated Representative of a Member in good standing will count towards the quorum of a General Meeting.

5.7 Lack of Quorum

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

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5.8 Loss of Quorum

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

5.9 Chairperson at General Meetings

The Chair (or, in the absence or inability of the Chair, the Vice-Chair) will, subject to a Board Resolution appointing another Person, preside as chairperson at all General Meetings.

If at any General Meeting the Chair, Vice-Chair or such alternate Person appointed by a Board Resolution, if any, is not present within fifteen (15) minutes after the time appointed for the meeting, the Directors present may select one of their number to preside as chairperson at that meeting.

5.10 Alternate Chairperson

If a Person presiding as chairperson of a General Meeting wishes to step down as chairperson for all or part of that meeting, 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 chairperson.

5.11 Chairperson to Determine Procedure

In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a General Meeting, the Person presiding as chairperson will have the authority to interpret and apply such rules of order as the meeting has adopted, if any, and determine matters in accordance with those rules, as well as the Act and these Bylaws.

5.12 Adjournment

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

5.13 Notice of Adjournment

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

5.14 Minutes of General Meetings

The Secretary or such other Person designated by the Board will ensure that minutes are taken for all General Meetings.

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6. VOTING BY MEMBERS

6.1 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 will be decided by an Ordinary Resolution.

6.2 Entitlement to Vote

Each Member in good standing is entitled to one (1) vote on matters for determination by the Members.

6.3 Voting Other than at General Meeting

The Board may, in its sole discretion, conduct a vote of the Members other than at a General Meeting, whether by mail-in ballot or Electronic Means, provided in each case that the Society provides each Member in good standing with notice of:

(a) the text of the resolutions to be voted on;

(b) the open and closing dates for casting a vote; and

(c) instructions on how a Member may cast a vote.

6.4 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 in good standing equal to not less than ten percent (10%) of the votes present may request a secret ballot, and where so requested the vote in question will 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.

6.5 Voting by Chairperson

If the Person presiding as chairperson of a General Meeting is a Member or Designated Representative, then he or she may, in his or her sole discretion, cast a vote on any motion or resolution under consideration at the same time as voting occurs by all Members. A Person presiding as chairperson who is neither a Member nor a Designated Representative has no vote.

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

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6.6 Voting by Proxy

Voting by proxy is not permitted.

7. DIRECTORS

7.1 Management of Property and Affairs

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

7.2 Qualifications of Directors

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

(a) is less than eighteen (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 and has not since been found by a court to be capable again;

(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, in accordance with the Act.

Notwithstanding the foregoing, a Person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if he or she:

(e) is an employee of the Society;

(f) has a Relative who is an employee of the Society, except where such Relative is a Member;

(g) is, or has previously been, the subject of any expulsion, suspension or other disciplinary proceedings of the Society;

(h) has previously been removed as a Director in accordance with the Act and these Bylaws; or

(i) has submitted a Complaint against the Society or against an employee of the Society on his or her own behalf or on behalf of a current or former Member.

7.3 Composition of Board

The Board will be composed of a minimum of three (3) and a maximum of seven (7) Directors, each of whom will be elected or appointed in accordance with these Bylaws, provided that the Board:

(a) must not have two (2) or more Parents of a Member serving concurrently at any given time; and

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(b) may include up to two (2) Directors who are neither themselves Members nor Relatives of a Member.

7.4 Invalidation of Acts

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

7.5 Transition of Directors' Terms

Each Person who is a Director on the date these Bylaws come into force will continue as a Director for the remaining term to which he or she was elected, unless he or she otherwise ceases to be a Director in accordance with these Bylaws.

7.6 Term of Directors

The term of office of Directors will normally be two (2) years. However, the Board may by Board Resolution determine that some or all vacant Directors' positions will have a term of less than two (2) years, the length of such term to be determined by the Directors in their discretion.

For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the annual general meeting at which such Director was elected. If, however, the Director was elected at an extraordinary general meeting his or her term of office will be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting.

7.7 ~~Consecutive~~Cumulative Terms and Term Limits

A Person may serve as a Director for up to ten (10) ~~consecutive~~cumulative years, by any combination of terms, including consecutive terms. A Person who has served as a Director for ten (10) ~~consecutive~~cumulative years may never again be re-elected or re-appointed as a Director following the expiry of his or her latest term.

Notwithstanding the foregoing, the Board may, by Board Resolution, authorize a Director who has served for ten (10) ~~consecutive~~cumulative years to stand for election for one (1) additional year ~~and if~~. If such Director is elected, then following the expiry of his or her additional one (1) year extension, ~~they may never again be re-elected or re-appointed as a Director~~their cumulative term limit is reset, provided they wait at least one (1) year following the expiry of their latest term before standing for re-election.

7.8 Extension of Term to Maintain Minimum Number of Directors

Every Director serving a term of office will retire from office at the close of the annual general meeting in the year in which his or her term expires, provided that if insufficient successors are elected and the result is that the number of Directors would fall below three (3), the Person or Persons previously elected as Directors may, if they consent, continue to hold office, and the term of such Director or Directors is deemed to be extended, until such time as successor Directors are elected.

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7.9 Appointment to fill Vacancy

If a Director ceases to hold office before the expiry of his or her term, the Board, by Board Resolution, may appoint a Person qualified in accordance with Bylaw 7.2 to fill the resulting vacancy.

The position occupied by an appointed replacement Director will become available for election at the next annual general meeting and each such appointed replacement Director will continue in office until the conclusion of the next annual general meeting unless he or she otherwise ceases to be a Director in accordance with these Bylaws. The appointed replacement Director may run for the vacant position.

The period during which a Person serves as an appointed replacement Director does not count toward the term limits set out above.

7.10 Removal of Director

A Director may be removed before the expiration of their term of office by either of the following methods:

(a) by Special Resolution; or

(b) by Board Resolution.

If by Special Resolution, the Members may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term of office.

If by Board Resolution, the Director proposed for removal has a conflict of interest and may not vote on the Board Resolution, but is entitled to not less than seven (7) days' advance notice in writing of the proposed Board Resolution and to address the Board prior to the vote on the resolution.

7.11 Ceasing to be a Director

A Person will immediately cease to be a Director:

(a) upon the date 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) upon the expiry of his or her term;

(c) upon the date such Person is no longer qualified pursuant to Bylaw 7.2;

(d) upon failing to participate, whether in person or by Electronic Means, in three (3) meetings of the Board during any given year of such Director's term;

(e) upon his or her removal; or

(f) upon his or her death.

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8. NOMINATION AND ELECTION OF DIRECTORS

8.1 Nomination of Directors

Nominations for election as a Director must be made in accordance with these Bylaws, and such policies and procedures as are established by the Board from time to time.

All nominations are subject to the following rules:

(a) a nomination must be made in writing, in a form established by the Society;

(b) except as provided pursuant to Bylaw 7.3(b), to be nominated for election as a Director in accordance with these Bylaws a Person must:

(1) be a Member in good standing; or

(2) have a Relative who is a Member in good standing;

(c) a Member may not nominate more nominees than the number of Director positions available for election;

(d) nominations must be submitted in advance of an election, in accordance with such deadlines as may be established by the Board;

(e) a nominations report will be developed and will be provided to the Members in advance of an election; and

(f) nominations will not be permitted from the floor at a General Meeting.

8.2 Elections Generally

Directors will be elected by acclamation or by vote of the Members, in accordance with the applicable provisions of these Bylaws and such election policies and procedures as are established by the Board from time to time.

To the extent possible, approximately half of Director positions will become vacant for election each year.

8.3 Election at Annual General Meeting

The election of Directors will normally take place at, or prior to, the annual general meeting and Directors so elected will take office commencing at the close of such meeting.

8.4 Election by Acclamation

In elections where the number of eligible nominees at the close of the nomination period is equal to or less than the number of positions for Directors that will become vacant at the close of the next annual general meeting, then the eligible nominees are deemed to be elected by acclamation and no vote will be required.

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8.5 Election by Secret Ballot

In elections where there are more eligible nominees than vacant positions for Directors at the close of the nomination period, election will be by secret ballot and the following rules apply:

(a) the secret ballot may be conducted by written ballot or Electronic Means, either at or prior to the annual general meeting, all at the discretion of the Board;

(b) ballots will be sent or otherwise made accessible to all Members in good standing;

(c) each ballot will include the name of each eligible nominee and the number of vacancies to be filled;

(d) no Member will vote for more Directors than the number of vacant positions. Any ballot will be deemed to be void if it records votes for more nominees than there are vacant positions;

(e) ballots will be counted following the close of the election period by scrutineers appointed by the Board;

(f) nominees will be deemed to be elected in order of those nominees receiving the most votes;

(g) in the event of a tie between two (2) or more eligible nominees for the final vacant position, the scrutineers will place one (1) ballot marked for each tied nominee into a suitable container and the Chair will draw one (1) ballot from the container at random, and the selected nominee will be elected to the final vacant position; and

(h) the results of an election by secret ballot will be announced to all Members following the counting of the ballots.

8.6 Nomination and Election Policies

The Board may establish, by Board Resolution from time to time, such additional policies and procedures related to the nomination and election of Directors as it determines necessary or prudent for the Society, provided that no such policy and procedure is valid to the extent that it is contrary to the Act or these Bylaws.

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.

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

9.2 Duties of Directors

Pursuant to the Act, every Director will:

(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;

(c) act in accordance with the Act and the regulations thereunder; and

(d) subject to Bylaws 9.2(a) to 9.2(c), act in accordance with these Bylaws.

Without limiting Bylaws 9.2(a) to 9.2(d), a Director, when exercising the powers and performing the functions of a Director, must act with a view to the purposes of the Society.

9.3 Policies and Procedures

The Board may establish such rules, regulations, policies or procedures relating to the affairs of the Society as it deems expedient, provided that no rule, regulation, policy or procedure is valid to the extent that it is inconsistent with the Act, the Constitution or these Bylaws.

9.4 Remuneration of Directors and Officers and Reimbursement of Expenses

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

9.5 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 will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Society. The Board may establish further policies related to the investment of the Society's funds and property, provided that such policies are not contrary to the Act or these Bylaws.

9.6 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.

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9.7 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 such date, time and location, if any, as determined by the Board.

10.2 Regular Meetings

The Board may decide to hold regularly scheduled meetings to take place at dates and times set in advance by the Board. Once the schedule for regular meetings is determined and notice given to all Directors, no further notice of those meetings is required to be provided to a Director unless:

(a) that Director was not in office at the time notice of regular meetings was provided; or

(b) the date, time or location, if any, of a regular meeting has been altered.

10.3 Ad Hoc Meetings

The Board may hold an ad hoc meeting in any of the following circumstances:

(a) at the call of the Chair; or

(b) by request of any two (2) or more Directors.

10.4 Notice of Board Meetings

At least two (2) days' notice will be sent to each Director of a board meeting.

However, no formal notice will be necessary if all Directors were present at the preceding meeting when the date, time and location, if any, 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.

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

If a meeting of the Board will permit participation by Electronic Means, the notice of that meeting must inform Directors and other participants (if any) that they may participate by Electronic Means.

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10.5 **Attendance at Board Meetings**

Every Director is entitled to attend each meeting of the Board.

No other Person is entitled to attend meetings of the Board, but the Board by Board Resolution may invite any Person or Persons to attend one or more meetings of the Board as advisors, observers or guests.

10.6 **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.

When 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.

10.7 **Quorum**

Quorum for meetings of the Board will be a majority of the Directors currently in office.

10.8 **Director Conflict of Interest**

A Director who knows or reasonably ought to know that they have a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Society, or a matter for consideration by the Directors:

(a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;

(b) will disclose fully and promptly the nature and extent of his or her interest in the contract, transaction or matter;

(c) is not entitled to vote on the contract, transaction or matter;

(d) will absent himself or herself from the meeting or portion thereof:

(1) at which the contract, transaction or matter is discussed, unless requested by the Board (by consensus or majority vote) 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.

10.9 **Chairperson at Board Meetings**

The Chair or, in the absence or inability of the Chair, the Vice-Chair will, subject to a Board Resolution appointing another Person, preside as chairperson at all meetings of the Board.

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

10.10 Alternate Chairperson

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

10.11 Chairperson to Determine Procedure

In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a meeting of the Board, the person presiding as chairperson will have the authority to interpret and apply such rules of order as the meeting has adopted, if any, and determine matters in accordance with those rules, as well as the Act and these Bylaws.

10.12 Minutes of Board Meetings

The Secretary or such other Person designated by the Board will ensure that minutes are taken for all meetings of the Board and copies of which distributed amongst the Directors in accordance with such policies and procedures as the Board may adopt, by Board Resolution, from time to time.

11. DECISION MAKING AT BOARD MEETINGS

11.1 Passing Resolutions and Motions

Any issue at a meeting of the Board which is not required by the Act, these Bylaws or such rules of order as may apply to be decided by a resolution requiring more than a simple majority will be decided by Board Resolution.

11.2 Resolution in Writing

A Board Resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. Such resolution will be filed with minutes of the proceedings of the Board and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

11.3 Entitlement to Vote

Subject to Bylaw 10.8, each Director is entitled to one (1) vote on all matters at a meeting of Board. No other Person is entitled to a vote at a meeting of the Board.

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

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11.4 Procedure for Voting

Except where expressly provided for in these Bylaws, voting on matters at a meeting of the Board may occur by any one or more of the following mechanisms, in the discretion of the Chair:

(a) by show of hands;

(b) by written ballot;

(c) by roll-call vote or poll; or

(d) by Electronic Means.

On the request of any one (1) or more Directors, a vote will 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 Director voted.

12. OFFICERS

12.1 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. All 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.

12.2 Election and Eligibility of Officers

At each meeting of the Board immediately following an annual general meeting, the Board will elect the officers. A Person is not eligible to be elected as an officer unless such Person has served as a Director for at least one (1) year. Notwithstanding the foregoing requirement, a Person may be elected as an officer if such Person has expertise, skills or knowledge that is beneficial to the Board or the Society, as determined by the Board by Board Resolution.

12.3 Term of Officer

The term of office for each officer will be one (1) year, commencing on the date the Director is elected as an officer in accordance with Bylaw 12.2 and continuing 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~~.~~, provided that no Director may serve in the same officer position for more than four (4) consecutive years. A Director who has served in the same officer position for four (4) consecutive years may not be re-elected to that same position for at least one (1) year following the expiry of their latest term. For greater clarity, a Director who has served four (4) consecutive years in one officer position remains eligible to be elected to a different officer position.

12.4 **Removal of Officers**

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

12.5 **Replacement**

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

12.6 **Duties of Chair**

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

12.7 **Duties of Vice-Chair**

The Vice-Chair will assist the Chair in the performance of his or her duties and will, in the absence of the Chair, perform those duties. The Vice-Chair will also perform such additional duties as may be assigned by the Board.

12.8 **Duties of Secretary**

The Secretary will be 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.

12.9 **Duties of Treasurer**

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

(a) the keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the Act and the *Income Tax Act*; and

(b) the rendering of financial statements to the Directors, Members and others, when required.

12.10 **Absence of Secretary at Meeting**

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

12.11 **Combination of Offices of Secretary and Treasurer**

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

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13. SENIOR MANAGERS

13.1 Appointment of Senior Managers

The Board may, by Board Resolution, appoint Senior Managers as it determines necessary from time to time.

The Board is responsible to supervise all Senior Managers in the performance of their duties.

13.2 Removal of Senior Manager

A Person may be removed as a Senior Manager by Board Resolution.

14. INDEMNIFICATION

14.1 Indemnification: Defined Terms

In this Part 14 of the Bylaws, unless the context otherwise requires:

(a) "**Eligible Party**" means:

(1) a Person who is or was a Director, as determined in accordance with these Bylaws;

(2) a Person who is or was a Senior Manager;

(3) a Person who holds or held a position equivalent to what is described in either sub-paragraph (1) or (2) immediately above in a subsidiary of the Society, if any; or

(4) an heir or the personal or legal representative of a Person described in (1), (2) or (3) immediately above;

(b) "**Eligible Proceeding**" means a legal proceeding or investigative action, whether current, threatened, pending or completed, in which an Eligible Party, by reason of the Eligible Party being or having been a Director or Senior Manager of the Society, or holding or having held an equivalent position in a subsidiary of the Society,

(1) is or may be joined as a party, or

(2) is or may be liable for or in respect of a Penalty in, or Expenses related to, the legal proceeding or investigative action;

(c) "**Expenses**" includes costs, charges and expenses, including legal and other fees, but does not include Penalties; and

(d) "**Penalties**" means a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, an Eligible Proceeding.

14.2 Indemnification of Eligible Parties

Subject to this Part 14 and the Act, the Society:

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(a) will, to the extent required under the Act, indemnify an Eligible Party against all Expenses actually and reasonably incurred in connection with any Eligible Proceeding; and

(b) may, in the sole discretion of the Board, indemnify an Eligible Party against any Penalty to which such Eligible Party is or may be liable in respect of an Eligible Proceeding.

14.3 **Advancement of Expenses**

To the extent permitted by the Act, all Expenses actually and reasonably incurred by an Eligible Party with respect to any Eligible Proceeding may, in the sole discretion of the Board, be advanced by the Society prior to the final disposition thereof, and upon receipt of an undertaking satisfactory in form and amount to the Board from or on behalf of the Eligible Party to repay such amount unless it is ultimately determined that the Eligible Party is entitled to indemnification hereunder.

14.4 **Indemnification Prohibited: Expenses**

Notwithstanding any other provision in this Part 14 of these Bylaws, the Society must not indemnify an Eligible Party against any Expenses actually and reasonably incurred in connection with any Eligible Proceeding, if such Eligible Party:

(a) has already been reimbursed for such Expenses;

(b) has been judged by a court, in Canada or elsewhere, or by another competent authority to have committed any fault or to have omitted to do anything that he or she ought to have done;

(c) in relation to the subject matter of the Eligible Proceeding, did not act honestly and in good faith with a view to the best interests of the Society or any subsidiary of the Society; or

(d) in the case of an Eligible Proceeding that is not a civil proceeding, did not have reasonable grounds for believing that his or her conduct, in respect of which the Eligible Proceeding was brought, was lawful.

14.5 **Indemnification Prohibited: Penalties**

Notwithstanding any other provision in this Part 14 of these Bylaws, the Society must not indemnify an Eligible Party against any Penalty if such Eligible Party, in connection with the Eligible Proceeding giving rise to the Penalty, has been judged by a court, in Canada or elsewhere, or by another competent authority:

(a) to have engaged in any conduct or omission constituting gross negligence, recklessness, or willful misconduct;

(b) not to have preserved the confidentiality of information that the Eligible Party received, or to which they otherwise had access, in their capacity as an Eligible Party, except where disclosure or discussion was duly authorized;

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(c) not to have acted honestly and in good faith with a view to the best interests of the Society or any subsidiary of the Society; or

(d) not to have reasonable grounds for believing that his or her conduct, in respect of which the Eligible Proceeding was brought, was lawful.

14.6 Approval of Court

The Society may apply to the court for any approval to the extent such approval is required by the Act or otherwise to ensure that the indemnities herein are effective and enforceable.

14.7 Indemnification Deemed Term

Each Eligible Party of the Society on being elected or appointed will be deemed to have contracted with the Society upon the terms of the foregoing indemnities.

14.8 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.

15. COMMITTEES

15.1 Creation and Delegation to Committees

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

15.2 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.

A special committee will 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.

15.3 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, will conform to any rules that may from time to time be imposed by the Board in the terms of reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

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15.4 Meetings

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed by the rules set out in these Bylaws governing proceedings of the Board, with the necessary changes having been made to ensure that the language makes sense in the context.

15.5 Dissolution

The Board may dissolve a committee by Board Resolution except a committee required by these Bylaws.

16. EXECUTION OF INSTRUMENTS

16.1 Seal

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

16.2 Execution of Instruments

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

(a) by the Chair, together with one (1) other Director, or

(b) in the event that the Chair is unavailable, by any two (2) Directors,

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

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

16.3 Signing Officers

The Board will, from time to time by Board Resolution, appoint signing officers who are authorized to sign cheques and all banking documents on behalf of the Society.

17. FINANCIAL MATTERS AND REPORTING

17.1 Accounting Records

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

17.2 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, borrow or secure the payment or repayment of money in any manner it

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decides, including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

17.3 Restrictions on Borrowing Powers

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

17.4 When Audit Required

The Society is not required by the Act to be audited. However, the Society will 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 will appoint an auditor qualified in accordance with Part 9 of the Act and these Bylaws.

17.5 Appointment of Auditor at Annual General Meeting

If the Society determines to conduct an audit, an auditor will 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.

17.6 Vacancy in Auditor

Except as provided in Bylaw 17.7, the Board will fill any vacancy occurring in the office of auditor and an auditor so appointed will hold office until the next annual general meeting.

17.7 Removal of Auditor

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

17.8 Notice of Appointment

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

17.9 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.

17.10 Participation in General Meetings

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

(a) receive every notice relating to a meeting to which a Member is entitled;

(b) attend the meeting; and

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(c) 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.

18. NOTICE GENERALLY

18.1 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 a Member or Director has provided a fax number or e-mail address, by fax or e-mail, respectively.

18.2 When Notice Deemed to have been Received

A notice sent by mail will be 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 will only be effective when actually received.

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

18.3 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 will not be counted in the number of days required.

19. MISCELLANEOUS

19.1 Dissolution

Upon the winding-up or dissolution of the Society, any funds and property remaining after the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution, including the remuneration of the liquidator, and the payment to employees of the Society of any arrears of salaries or wages, and after payment of any debts of the Society, will be distributed, subject to the Act, as determined by Ordinary Resolution.

19.2 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, will be open to the inspection of any Director at reasonable times and on reasonable notice.

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A Member in good standing is entitled, upon providing not less than fourteen (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 will not be 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 in good standing 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 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 in the Act.

19.3 Right to become Member of other Society

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

20. BYLAWS

20.1 Entitlement of Members to copy of Constitution and Bylaws

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

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20.2 **Special Resolution required to Alter Bylaws**

These Bylaws will not be altered except by Special Resolution.

20.3 **Effective Date of Alteration**

Any alteration to the Bylaws or Constitution will take effect on the date the alteration application is filed with the Registrar in accordance with the Act.

THESE BYLAWS ADOPTED BY SPECIAL RESOLUTION PASSED ON: October 22, 2024.

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