

Bylaws for Societies Act Transition – September 26, 2017 Extraordinary  
General Meeting – Schedule A

## **ASTC SCIENCE WORLD SOCIETY**

### **By-Laws**

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#### **PART I – INTERPRETATION**

1. In these By-laws and the Constitution of the Society, unless the context otherwise requires:
  - (a) “appointed director” means a director appointed in accordance with Section #51 of these by-laws.
  - (b) “board” means the directors acting as authorized by the constitution and by-laws of the Society in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
  - (c) “by-laws” means the by-laws of the Society as filed in the Office of the Registrar of Companies in Victoria;
  - (d) “elected director” means a director of the Society elected in accordance with these by-laws;
  - (e) “directors” means the directors of the Society for the time being, and includes, if any, appointed, elected, recommended or replacement directors;
  - (f) “members” means those members whose names were recorded in the register of members on the date that this resolution became effective and those persons who subsequently have become members in accordance with these by-laws, and, in either case, have not ceased to be members;
  - (g) “membership period” means a twelve-month or twenty-four month period beginning on the date of the contribution of the appropriate membership dues;
  - (h) “ordinary resolution” means:
    - (i) a resolution passed at a general meeting by the members of the Society by a simple majority of the votes cast in person or by another means of communication, including by facsimile, email or by electronic means in accordance with these by-laws; or
    - (ii) a resolution that has been submitted to the members of the Society and consented to in writing by 2/3<sup>rd</sup>s of the members who would have been entitled to vote on it in person at a general meeting of the Society; and a resolution so consented to shall be deemed to be an ordinary resolution passed at a general meeting of the Society.

- (i) “recommended director” means a director appointed in accordance with Section #45 of these by-laws;
  - (j) “registered address” of a member or director means the address of that person as recorded in the register of members or register of directors;
  - (k) “replacement director” means a director of the Society appointed or elected in accordance with these by-laws as a replacement director;
  - (l) “Society” means the ASTC Science World Society;
  - (m) “Societies Act” means the Societies Act SBC, 2015 c.18 as amended from time to time;
  - (n) “special resolution” means:
    - (i) a resolution passed at a general meeting by 2/3<sup>rd</sup>s of the votes cast by voting members, whether in person or by another means of communication, including by facsimile, email or by electronic means in accordance with these by-laws; or
    - (ii) a resolution consented to in writing by all the voting members.
2. Except where they conflict with the definition contained in these by-laws, the definitions in the Societies Act on the date these by-laws become effective apply to these by-laws.

## **PART II – MEMBERSHIP**

- 3. Adults, those 19 years of age and over, and Juniors, those under 19 years of age, may apply to the Society for membership and upon acceptance by the board and contribution of the appropriate membership dues, if any, shall be admitted as a member.
- 4. All classes of members must uphold the Constitution of the Society and must comply with these By-laws. Only Adult members are voting members of the Society.
- 5. The amount of the membership dues shall be determined by the board. Once the amount of any membership dues has been determined, that amount shall be deemed to be the membership dues in each succeeding membership period until such amount is changed.
- 6. Any member may withdraw from the Society by delivering his/her resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society.
- 7. A person shall immediately cease to be a member of the Society:
  - (a) upon delivering his resignation in writing to the Secretary of the Society or upon delivering it to the address of the Society; or

- (b) upon his death; or in the case of a corporation, society or association, upon dissolution, bankruptcy or receivership; or
  - (c) upon being expelled; or
  - (d) upon ceasing to be in good standing for a period of three consecutive months; or
  - (e) the member's term of membership expires
8. A member may be expelled by the board passing a resolution evidenced in writing expelling a named member.
9. Prior to being expelled pursuant to Section #8 of these by-laws a member shall have the right, with at least three weeks notice, to appear before the board with other persons directly involved and with, where desired, one other member of the Society advocating his or her cause and to be heard by the board.
10. The determination on expulsion will take place in a private meeting of the board and the decision of the board is final and binding on both the member and the Society. The decision will be made in the absolute discretion of the board and it has no obligation to disclose its reasons for the member being expelled.
11. The membership of a person in the Society is not transferable.
12. A member shall be in good standing only after 60 days have passed from the date that such member had his or her application for admission accepted by the board and shall continue in good standing until such a member fails to pay his or her current membership dues, or any other subscription or debt due and owing by him or her to the Society, and such member is not in good standing as long as such dues or debt remains unpaid. Membership dues shall be due on the day immediately prior to the beginning of such member's current membership period.

### **PART III – MEETING OF MEMBERS**

13. The general meetings of the Society shall be held at such time and place, in accordance with Societies Act, as the board shall decide.
14. Every general meeting other than an annual general meeting is an extraordinary general meeting.
15. The board may, whenever it thinks fit, convene an extraordinary general meeting.
16. The Society shall give not less than 14 days and no more than 60 days notice of an annual general meeting or an extraordinary general meeting to its members by either:

- (a) prepaid post mailed to the address shown for the members in the records of the Society;  
or
- (b) inserting a notice, in one issue of a daily newspaper circulating in the City of Vancouver, at least once in each of the three weeks immediately before the meeting; or
- (c) by inserting a notice in the members' newsletter sent to every member of the Society who has provided an email address to the Society, by email to that email address and electronic notification on the Society's website throughout the period at least 21 days before and including the meeting date.

In the event of disruption of the regular postal service or publication of the daily newspapers in the City of Vancouver notice may be given by posting a conspicuous notice in a public place in or adjacent to the Society's premises.

- 17. Notice of an annual general meeting or an extraordinary general meeting shall specify the place, the day and the hour of the meeting and shall include notice of any special resolutions or special business to be dealt with at the meeting and information on where any additional materials relating to such special resolutions or special business is available for viewing. Notice of an annual general meeting shall also include a list of persons who have agreed to stand for election as elected directors of the Society or information on where the list of nominees for elected directors is available for viewing.
- 18. The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 19. An annual general meeting shall be held at least once in every calendar year and with the approval of the Registrar (as defined under the Societies Act).

## **PART IV – PROCEEDINGS AT GENERAL MEETINGS**

- 20. All proceedings at a general meeting shall be governed by Robert's Rules of Order, revised, except that, should there be any conflict between any section of these by-laws and Robert's Rules of Order, these by-laws shall prevail. All business at an extraordinary general meeting shall be "special business" and all business that is transacted at an annual general meeting shall be "special business" except:
  - (a) determination that a quorum exists;
  - (b) consideration of the financial statements;
  - (c) the report of the directors, if any;
  - (d) the report of the auditor;
  - (e) the election of directors;
  - (f) the appointment of the auditor;

- (g) such other business that, under these by-laws or any governing statutes, ought to be transacted at an annual general meeting or business as brought under consideration by the report of the directors issued with the notice of the meeting.
21. No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when the quorum is not present.
  22. If any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present, or until the meeting is adjourned or terminated.
  23. A quorum is twenty-one members then in good standing.
  24. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
  25. The Chair of the Society, or the Vice-Chair or in the absence of both, one of the other directors present shall preside as chair of a general meeting; but if at any general meeting the Chair or Vice-Chair is not present within 15 minutes after the time appointed for the general meeting, or requests that he or she not chair that general meeting, the directors present shall appoint one of the directors to chair that general meeting; and if there is no director present willing to act as chair, the members present may choose one of their number to be chair of that general meeting.
  26. A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  27. 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 10 days or more, in which case notice of the adjourned meeting shall be given as in the case of the original meeting.
  28. All resolutions proposed at a general meeting must be seconded.
  29. Any issue at a general meeting which is not required by these by-laws or the Societies Act to be decided by a special resolution shall be decided by an ordinary resolution unless these by-laws dictate otherwise.
  30. A resolution consented to in writing by every member of the Society who would have been entitled to vote on it in person shall be deemed to be a special resolution passed at a general meeting of the Society.

31. A member in good standing present at a meeting of members is entitled to one vote. A Corporation, society or association may vote through its authorized representative. A person who is entitled to participate in a general meeting may do so by telephone or other communications medium if all persons participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other.
32. The chair may vote, but if he or she does so and the result is a tie, the chair shall not be permitted to vote again to break the tie, and the resolution being voted on shall be deemed to have failed.
33. Voting shall be by a show of hands unless the majority of the persons eligible to vote present shall determine that a secret vote by written ballot is required. Notwithstanding anything else in these By-laws, the directors may authorize members to vote by facsimile, email or other electronic means at an annual general meeting or an extraordinary general meeting provided such means allows: (a) the votes to be gathered in a manner that permits their subsequent verification; (b) permits the Society to retain a record of the tallied votes; and (c) with respect to a secret vote, permits the tallied votes to be presented to the Society without it being possible for the Society to identify how each member voted.
34. Voting by proxy is not permitted.

## **PART V – DIRECTORS**

35. 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 by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the members in general meeting, but subject, nevertheless, to the provisions of:
  - (a) all laws affecting the Society;
  - (b) these by-laws; and
  - (c) rules, not being inconsistent with these by-laws, which are made from time to time by the Society in general meeting.
36. No rule, made by the Society in general meeting, invalidates a prior act of the board that would have been valid if that rule had not been made.
37. The property and the affairs of the Society shall be managed by the board.
38. The number of elected directors shall be twenty-three or such other number, not being less than three, as may be determined by the board not less than 60 days prior to each annual general meeting, and at least one of the directors must be ordinarily resident in British Columbia
39. Elected directors shall be elected from among the names submitted to the annual general meeting by the Governance & Nominating Committee pursuant to these by-laws by the members at an

annual general meeting and shall hold office commencing at the close of the annual general meeting at which such director was elected.

40. The term of office of a person elected for the first time to the office of elected director shall be one (1) year.
41. The term of office of persons elected to the office of elected director after having been previously once elected shall normally be three (3) years. However, the board may by a resolution of the board determine that some or all vacant elected directors' positions may have term of a period less than three (3) years, the length of such term is determined by the board in its discretion. For purposes of calculating the duration of an elected director's term of office, the term shall be deemed to commence at the close of the annual general meeting in which such director was elected.
42. No elected director may serve for more than seven (7) consecutive years as an elected director but after seven (7) consecutive years must cease to be an elected director for at least one (1) year before being eligible for re-election.
43. In elections where there are more candidates than there are vacant positions for elected director, election shall be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates shall be deemed to be elected in order of those candidates receiving the most votes.
44. Each member shall not vote for more elected directors than the number of vacant positions for elected director. If more names are selected on any one ballot than there are such vacant positions, that ballot shall be deemed to be void.
45. At each annual general meeting the members may appoint as recommended directors one person recommended by the Government of Canada and one person recommended by the Province of British Columbia.
46. The term of office of recommended directors shall be one (1) year and recommended directors may be appointed to repeated consecutive terms. For the purpose of calculating, the duration of a recommended director's term of office such term shall be deemed to terminate at the close of the next annual general meeting of the Society.
47. A person shall be a member of the Society to be eligible to be an elected director of the Society but need not be a member of the Society to be eligible to be a recommended director of the Society.
48. Persons who are paid staff of the Society, or any facility operated by it, whether directly or indirectly, shall not be eligible to be an elected director of the Society.
49. Notwithstanding the foregoing by-laws, the persons whose names are listed in the list of directors filed with the Registrar at the time of the adoption of these by-laws shall be the then directors with

a term of the number of years which is listed before such person's name and the first year of such term shall be deemed to terminate at the close of the next annual general meeting of the Society.

50. Every director shall retire from office at the close of the annual general meeting in the year in which his or her term expires.
51. In the event that the person retiring from the office of Chair shall not then be an elected director of the Society, such person, being the immediate Past Chair, shall be appointed as an appointed director of the Society for a term of one (1) year.
52. No act or proceeding of the board is invalid by reason only of there being less than the prescribed number of directors in office.
53. The members may by an ordinary resolution remove an elected director before the expiration of such director's term of office and may elect a successor to complete the term of office, with the term to be determined in accordance with Section 41 of these by-laws.
54. The board may remove any director other than an elected director before the expiration of such director's term of office by passing a resolution of the board, evidenced in writing, removing a named director.
55. A person shall immediately cease to be a director of the Society:
  - (a) upon delivering his resignation in writing to the Secretary of the Society or upon delivering it to the address of the Society; or
  - (b) upon an elected director being removed by an ordinary resolution; or
  - (c) upon any other director being removed by a board resolution; or
  - (d) upon his death.
56. No director shall be remunerated for being or acting as a director, but a director may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.
57. The board shall have the power to make expenditures for the purpose of furthering the purposes of the Society. The board shall have the power to enter into trust arrangements or contracts on behalf of the Society for the purpose of discharging obligations or conditions either imposed by a person donating, bequeathing, advancing or lending money to the Society, or assumed by the Society in expectation of such donations, bequests, advances or loans. Such arrangements or contracts shall be in accordance with the terms and conditions that the board may prescribe.
58. The board shall take such steps as it deems necessary to enable the Society to receive donations, bequests, trusts, contracts, agreements and benefits for the purpose of furthering the purposes of

the Society. The board in its sole and absolute discretion may refuse to accept any donations, bequests, trusts, funds or property.

59. In investing the funds of the Society, the board shall not be limited to securities and investments in which trustees are authorized by law to invest, but may make any investments which are prudent. Subject to the provisions of the Societies Act, the directors as a body shall not be liable for any loss that does not arise from any fault on their behalf, but which may result in connection with any such investments made by them.

## **PART VI – PROCEEDINGS OF THE BOARD**

60. The meetings of the board may be held at any time and place to be determined by the board, provided that three (3) days notice of such meeting shall be sent in writing to each director. However, no formal notice shall be necessary if all directors are present at the preceding meeting at which the time and place of that meeting was set or waive notice thereof in writing or give a verbal waiver to the Secretary of the Society.

The meetings of the board may also be held, or any director may participate in a meeting of the board, by conference call or similar communication equipment or device, so long as all directors participating in the meeting can hear and respond to one another. All such directors so participating in any such meeting shall be deemed to be present in person at the said meeting.

61. The board may from time to time fix the quorum necessary to transact business, provided that the quorum shall never be less than forty percent (40%) of the directors in office at the time the meeting convenes.
62. The Chair shall be chair of all meetings of the board; save that if at any meeting the Chair is not present within fifteen (15) minutes after the time appointed for the meeting to commence, or the Chair requests that he or she not chair that meeting, the Vice Chair shall be the chair of that meeting; and also that, if the Vice Chair is not then present or requests that he or she not chair that meeting, the directors present may choose one of their number to be chair of that meeting.
63. A director may at any time, and the Secretary, on the request of a director, shall, convene a meeting of the board.
64. For the purposes of the first meeting of board held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for the purposes of a meeting of the board at which a director is appointed to fill a vacancy in the board of directors, 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.
65. All resolutions proposed at a meeting of the board must be seconded.
66. A simple majority of votes cast at a meeting of the board shall be required to pass a resolution of the board, unless the board has previously determined otherwise.

67. The Chair may vote, but if he or she does so vote and the result is a tie, the Chair shall not be permitted to vote again to break the tie. In those circumstances, the resolution being voted on shall be deemed to have failed.
68. Voting shall be by a show of hands except as otherwise provided. At the request of any one director, a secret vote by written ballot shall be required.
69. A resolution in writing, signed by all the directors and deposited with the Secretary, is as valid and effective as a resolution of the board passed at a meeting of the board.
70. A director who contemplates absence or is absent for six (6) months from British Columbia may, whether by letter, telegram, telex, facsimile or email, send or deliver to the address of the Society a waiver of notice of any meeting of the board and may, at any time, withdraw the waiver. Until the waiver is withdrawn:
  - (a) no notice of meetings of the board need be sent to that director; and
  - (b) any and all meetings of the board or the Society, notice of which has not been given to that director shall, if a quorum is present, be valid and effective.

## **PART VII – COMMITTEES**

71. The board may delegate any, but not all, of its powers to committees as it thinks fit. A director shall be a member of each such committee.
72. A committee so formed, and in the exercise of the powers so delegated, shall conform to any rules that may from time to time be imposed on it by the board, and shall report every act or thing done in exercise of those powers at the earliest meeting of the board to be held next after it has been done, or at such time or times as the board directs.
73. The members of a committee may meet and adjourn as they think proper and the meetings of committees shall be governed by the rules set out in Part VI of these by-laws, which rules govern the meetings of the board, except that a committee may from time to time fix the quorum necessary to transact the business of that committee, and unless so fixed, the quorum shall be a simple majority of the members of the committee.
74. There may be an Executive Committee consisting of directors of which there must be at least four (4), elected annually by the board at the first meeting of the board held after the annual general meeting of each year.
75. Subject to the control of the board, the Executive Committee shall have power to transact all business of the Society in the interim between the meetings of the board. Three (3) members shall

constitute a quorum. The Executive Committee shall meet at the call of the chair of the Committee or of any two (2) members thereof.

76. The board may create such standing and special committees as may from time to time be required. Such a committee shall limit its activities to the purpose of purposes for which it is appointed, and shall have no powers except those specifically conferred by a resolution of the board. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed a special committee, the committee in question shall automatically be dissolved.
77. For the purposes of the Societies Act, all members of any committees of the Society shall be considered Senior Managers as such term is used under the Societies Act.

## **PART VIII – GOVERNANCE & NOMINATING COMMITTEE**

78. Within six (6) months following the annual general meeting in each year the board shall appoint a Governance & Nominating Committee which shall consist of not less than five (5) members of the Society and be chaired by an elected director.
79. The Governance & Nominating Committee shall select and present to the Secretary of the Society at least fourteen (14) days prior to the next annual general meeting a list of persons who have agreed to let their names stand for election as elected directors of the Society at the next annual general meeting.
80. The Governance & Nominating Committee shall also receive and forthwith forward to the board the names of members of the Society who have provided the Governance & Nominating Committee with a written consent to stand for election at the next annual general meeting as an elected director and whose nomination has been proposed in writing by three (3) members then in good standing.
81. The Governance & Nominating Committee shall provide the names of all nominated persons eligible for election as an elected director to the Secretary of the Society at least fourteen (14) days prior to each annual general meeting and the Secretary shall include such names in the notice of annual general meeting, together with a statement as to how many elected directors are to be elected at that annual general meeting or provide information in the notice on where the list of nominees for elected directors is available for viewing.
82. The Governance & Nominating Committee shall also submit to the annual general meeting the names of members of the Society whose nomination has been proposed in writing by three (3) members then in good standing and filed with the Secretary at least five (5) days prior to the annual general meeting accompanied by the written consent of the member agreeing to stand for election as an elected director.
83. The Governance & Nominating Committee shall present to the board at the first meeting of the board held after the annual general meeting of each year a list which contains the names of the

person proposed by the Governance & Nominating Committee to be elected by the board to the offices of Chair, Vice Chair(s), Secretary and Treasurer.

## **PART IX – DUTIES OF OFFICERS**

84. The board shall elect from among the directors a Chair and one or more Vice Chairs and a Secretary and a Treasurer at the first meeting of the board held after the annual general meeting in each year, which persons shall hold office until the first meeting of the board held after the next following annual general meeting.
85. No person shall be elected to serve in any one such office of Chair, Vice Chair, Secretary or Treasurer for more than four (4) consecutive terms; provided that the Board may waive this restriction if, in its opinion, it is in the best interests of the Society to do so.
86. A director may be removed from any such office by resolution passed at a meeting of the board by a majority of not less than 75% of all the directors present.
87. The Chair shall supervise the other officers in the execution of their duties. It shall be the Vice Chair's duty to assume the duties of the Chair when the Chair is unavailable.
88. Should a Chair for any reason not be able to complete his term, the board shall elect a replacement without delay on becoming aware of the circumstances.
  - (a) The board may select and employ a chief executive officer, determine his or her title and set the terms of reference, remuneration and responsibilities for this position. The chief executive officer shall manage, direct and be responsible for the operation of the Society in accordance with such policies which may be adopted by the board from time to time and the chief executive officer shall report to and be accountable to the board.
89. The board may appoint and remove such other officers of the Society, which officers need not be directors, as it deems necessary and determine the responsibilities, term and remuneration, if any, of all officers.
90. The Secretary shall be responsible for making the necessary arrangements for:
  - (a) the issuance of notices of meetings of the Society and directors;
  - (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 custody of the common seal of the Society
  - (e) the maintenance of the register of members; and

- (f) the conduct of the correspondence of the Society.
91. The Treasurer shall be responsible for making the necessary arrangements for:
- (a) the keeping of such financial records, including books of account, as are necessary to comply with the Societies Act; and
  - (b) the rendering of financial statements to the directors, members and others when required.
92. Subject to the Societies Act, members of the Society are restricted from inspecting records that the Society is required to maintain under Section 20(2) of the Societies Act unless the directors otherwise determine by resolution.
93. Members of the general public are restricted from inspecting records that the Society is required to maintain under Section 20 of the Societies Act, unless the directors otherwise determine by resolution.
94. The signing officers of the Society shall be approved by a resolution of the board, requiring a simple majority of votes cast at a board meeting.
95. For the purposes of the Societies Act, all officers of the Society shall be considered Senior Managers as such term is used under the Societies Act.

## **PART X – SEAL**

96. The board may provide a common seal for the Society and it shall have power from time to time to destroy such seal and substitute a new seal in the place of the seal destroyed.
97. The common seal shall be affixed as authorized by a resolution of the board, in the presence of the person or persons prescribed in such resolution, or, if there is no such resolution, then only in the presence of any two (2) signing officers.

## **PART XI – BORROWING**

98. 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 the manner it decides, and in particular, but without limiting the foregoing, by the issue of debentures.
99. No debentures shall be issued without the previous passing of a special resolution.

100. The members by special resolution may restrict the borrowing powers of the board, but such a restriction imposed shall expire at the next following annual general meeting.

## **PART XII – AUDITOR**

101. The Society shall have an auditor.
102. The board shall make appointments to fill all vacancies occurring in the office of auditor.
103. At each annual general meeting the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected, at the next following annual general meeting.
104. An auditor may be removed by an ordinary resolution.
105. The Society shall give an auditor at least 14 days' notice of its intention to call a general meeting for the purposes of appointing or removing the auditor and provide the auditor with a copy of all the materials proposed to be sent to the members in connection with the meeting.
106. No person prohibited by the Societies Act, including a director, employee of the Society or any partner, employer, employees, member of the immediate family (as such concept is defined in the Societies Act) of such person shall be auditor.
107. The auditor may attend general meetings.

## **PART XIII – NOTICES TO MEMBERS**

108. Notice of a general meeting shall be given to:
- (a) every person shown on the register of members as a voting member on the day notice is given;
  - (b) the auditor.

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

109. A notice may be given to a member or director either personally or in accordance with the provisions of paragraph 16 of the Society's By-laws.
110. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and 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.

111. If a number of days notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given shall not, but the day on which the event for which notice is given shall, be counted in the number of days required.
112. The board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the documents, including accounting records, of the Society shall be open to the inspection of members of the Society, not being directors

## **PART XIV – COOPERATION**

113. The Society shall have the right to subscribe to, become a member of and cooperate with any other society, foundation, corporation or association whether incorporated or not, whose purposes or objectives are in whole or in part similar to the Society's purposes.

## **PART XV – INDEMNIFICATION**

114. Subject to the provisions of the Societies Act, each officer, director or Senior Manager of the Society shall be indemnified by the Society against expenses reasonably incurred by him/her in connection with any action, suit or proceeding to which he/she may be made a party by reason of his/her being, or having been an officer or director of the Society, except in relation to matters as to which he/she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his/her duty as an officer or director. "Derelict" shall mean grossly negligent, criminally negligent, intentionally engaged in tortuous conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Society.
115. The board is authorized from time to time to give indemnities to any director or other person who has undertaken or is about to undertake any liability on behalf of the Society or any society or corporation controlled by it, and to secure such director or other person against loss by mortgage and charge on the whole or any part of the real and personal property of the Society by way of security, and any action from time to time taken by the directors under this paragraph shall not require approval or confirmation by the voting members, subject to the provisions of the Societies Act.
116. The board in its discretion may submit any contract, act or transaction for approval, ratification or confirmation at any annual general meeting of the members or at any general meeting of the members called for the purpose of considering the same and any contract, act or transaction that may be approved, ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Societies Act or these by-laws) shall be as valid and as binding upon the Society and upon all the members as though it had been approved, ratified and confirmed by every member of the Society.

117. No director or officer for the time being of the Society shall be liable for the acts, neglects or defaults of any other director or officer or employee of the Society or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the directors for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Society shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any moneys, securities or effects of the Society shall be lodged or deposited, or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his respective office or trust or in relation thereto, unless all or any of the same shall happen by or through the willful act, default or neglect of such director or officer, subject to the provisions of the Societies Act.
118. The Society shall, to the full extent permitted by the Societies Act, indemnify and hold harmless, every person heretofore, now or hereafter serving as a director, officer of agent of the Society and his or her heirs and legal representatives.
119. Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by the Society prior to the final disposition thereof in the discretion of the board and upon receipt of an undertaking satisfactory inform and amount to the board by or on behalf of the recipient to repay such amount unless it is ultimately determined that he or she is entitled to indemnification hereunder.
120. The failure of a director or officer of the Society to comply with the provisions of the Societies Act or of the constitution or these by-laws shall not invalidate any indemnity to which he is entitled under this Part XV.
121. The Society may purpose 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.

## **PART XVI – BY LAWS**

122. On being admitted to membership, each member is entitled to and the Society shall give him, upon request and payment of a photocopying charge not exceeding \$1.00, a copy of the constitution and by-laws of the Society.
123. These by-laws shall not be altered or added to except by special resolution.

## **PART XVII – POWERS, PURPOSE AND WINDING-UP**

The following provisions, previously being Paragraphs 3, 4, 5 and 6 of the former Constitution are set out in these By-laws in compliance with Section 240 (2)(b) of the Societies Act.

124. The Society shall have perpetual succession and has power to acquire by purchase, gift, devise, bequest, trust agreement, contract or otherwise, real and personal property within and without the province, and may hold, sell, dispose of, exchange, mortgage, lease, let, improve and develop any such property, and without restricting the generality of the foregoing, may acquire in any way or ways real and personal property for the purpose of funding the purposes of the Society and deal with any and all such property as empowered by this Section. **This provision was previously unalterable.**
125. The activities of the Society shall be carried on without purpose of gain for its members and any income, profits or other accretions to the Society shall be used in promoting the purposes of the Society. **This provision was previously unalterable.**
126. Upon winding-up or dissolution of the Society, the assets remaining after the payment of all costs, charges, and expenses properly incurred in the winding-up, including the remuneration of a liquidator, and after payment to employees of the Society of any arrears of salaries, or wages, and after the payment of any debts of the Society, shall be distributed to such charities, registered under the provisions of the Income Tax Act, as shall be designated by the board. Any of such assets remaining which had originally been provided for specific purposes, shall, wherever possible, be distributed to charities registered under the provisions of the Income Tax Act carrying on work with similar nature to such specific purposes. **This provision was previously unalterable.**
127. Paragraphs 3, 4, 5 and 6 are unalterable. **This provision was previously unalterable.**