



This package contains:

- Certified copy of the Constitution
- Certified copy of the Bylaws
- Certified copy of the Statement of Directors and Registered Office



CONSTITUTION

BC Society • Societies Act

CERTIFIED COPY
Of a document filed with the
Province of British Columbia
Registrar of Companies

CAROL PREST

NAME OF SOCIETY: **SQUAMISH OFF-ROAD CYCLING ASSOCIATION**

Incorporation Number: S0035374

Business Number: 80135 1917 BC0001

Filed Date and Time: October 3, 2018 09:18 PM Pacific Time

The name of the Society is SQUAMISH OFF-ROAD CYCLING ASSOCIATION

The purposes of the Society are:

to encourage and foster off-road cycling in the District of Squamish, and in particular:

(A) manage the maintenance and expansion of the off-road cycling trail network, and associated infrastructure, in Squamish;

(B) organize awesome races and social ride events;

(C) advocate for off-road cycling with government and other relevant bodies or persons; and carry on ancillary and incidental activities which support the purposes of this Society.




CAROL PREST

CONSTITUTION AND BYLAWS

Constitution of Squamish Off-Road Cycling Association (the “Society”)

1. The name of the society is: Squamish Off-Road Cycling Association.
2. The purpose(s) of the society is to encourage and foster off-road cycling in the District of Squamish, and in particular:
 - (a) manage the maintenance and expansion of the off-road cycling trail network, and associated infrastructure, in Squamish;
 - (b) organize awesome races and social ride events;
 - (c) advocate for off-road cycling with government and other relevant bodies or persons; and
 - (d) carry on ancillary and incidental activities which support the purposes of this Society.

By-Laws

of
Squamish Off-Road Cycling Association
(the “Society”)

TABLE OF CONTENTS

| | |
|--------------------------------------------------------------|--------------|
| PART 1 – INTERPRETATION | - 1 - |
| 1.1 Definitions | - 1 - |
| 1.2 Statutory References | - 1 - |
| 1.3 Extended Meaning | - 1 - |
| 1.4 Application of Society Act Definitions | - 1 - |
| 1.5 Application of Interpretation Act | - 1 - |
| 1.6 Conflict | - 2 - |
| 1.7 Severability of Invalid Provisions | - 2 - |
| 1.8 Effect of Omissions and Errors in Notices | - 2 - |
| 1.9 Signing | - 2 - |
| PART 2 – MEMBERSHIP | - 2 - |
| 2.1 Members | - 2 - |
| 2.2 Application for Membership | - 2 - |
| 2.3 Requirements for all Members Membership | - 2 - |
| 2.4 Membership Classes and Specific Application Requirements | - 3 - |
| 2.5 Dues | - 3 - |
| 2.6 Cessation of Membership | - 4 - |
| 2.7 Expulsion of a Member | - 4 - |
| 2.8 Member in Good Standing | - 5 - |
| 2.9 Forfeiture | - 5 - |
| PART 3 – MEETINGS OF MEMBERS | - 5 - |
| 3.1 Annual General Meetings | - 5 - |
| 3.2 General Meetings | - 5 - |
| 3.3 Member Meeting Called by Requisition | - 6 - |
| 3.4 Electronic Attendance at Meetings | - 6 - |
| 3.5 Notice of Meetings | - 6 - |
| 3.6 Regular or Other Meetings | - 6 - |
| PART 4 – PROCEEDINGS AT GENERAL MEETINGS | - 7 - |
| 4.1 Special Business | - 7 - |
| 4.2 Quorum | - 7 - |
| 4.3 Lack of Quorum | - 8 - |
| 4.4 Quorum at Succeeding Meeting | - 8 - |
| 4.5 Chair | - 8 - |
| 4.6 Cancellation of a Meeting | - 8 - |
| 4.7 Postponement or Adjournment of a Meeting | - 8 - |
| 4.8 Procedure at General Meetings | - 9 - |
| 4.9 Rules not Retroactive | - 9 - |
| PART 5 – RESOLUTION OF MEMBERS | - 9 - |
| 5.1 Resolutions | - 9 - |
| 5.2 Voting | - 10 - |
| 5.3 Voting by Proxy | - 10 - |
| 5.4 Revocation of Proxy | - 11 - |

| | | |
|----------------|--------------------------------------------|---------------|
| 5.5 | Result of Vote | - 11 - |
| 5.6 | Written Resolutions | - 11 - |
| PART 6 | – DIRECTORS | - 11 - |
| 6.1 | Powers of Directors | - 11 - |
| 6.2 | Liability | - 12 - |
| 6.3 | Requirements of Directors | - 12 - |
| 6.4 | Number of Directors and Required Directors | - 12 - |
| 6.5 | Election of Directors | - 12 - |
| 6.6 | Failure to Elect Directors | - 12 - |
| 6.7 | Appointment of Directors | - 13 - |
| 6.8 | Termination of Office | - 13 - |
| 6.9 | Resignation of Directors | - 13 - |
| 6.10 | Discipline of Directors | - 13 - |
| 6.11 | Removal of Directors | - 13 - |
| 6.12 | Remuneration and Expenses | - 14 - |
| PART 7 | – PROCEEDINGS OF DIRECTORS | - 14 - |
| 7.1 | Meetings of Directors | - 14 - |
| 7.2 | Quorum | - 14 - |
| 7.3 | Chair | - 14 - |
| 7.4 | Notice | - 15 - |
| 7.5 | Notice Not Required | - 15 - |
| 7.6 | Waiver of Notice | - 15 - |
| 7.7 | Voting | - 16 - |
| PART 8 | – COMMITTEES OF DIRECTORS | - 17 - |
| 8.1 | Appointment | - 17 - |
| 8.2 | Duties | - 17 - |
| 8.3 | Powers of Directors | - 18 - |
| 8.4 | Committee Meetings | - 18 - |
| PART 9 | – OFFICERS | - 18 - |
| 9.1 | Officers Appointment | - 18 - |
| 9.2 | Duties, Powers and Term of Appointment | - 18 - |
| 9.3 | Current Duties of Officers | - 19 - |
| 9.4 | Remuneration and Expenses | - 19 - |
| PART 10 | – CONFLICTS OF INTEREST | - 19 - |
| 10.1 | Disclosure of Interest of Directors | - 19 - |
| PART 11 | – SEAL | - 20 - |
| 11.1 | Seal | - 20 - |
| PART 12 | – FINANCES | - 20 - |
| 12.1 | Borrowing Powers | - 20 - |
| 12.2 | Issue of Debentures | - 21 - |
| 12.3 | Use of Funds and Property | - 21 - |
| 12.4 | Investment of Society Funds | - 21 - |
| 12.5 | Restriction on Borrowing Powers | - 21 - |
| PART 13 | – AUDITOR | - 21 - |
| 13.1 | Auditor | - 21 - |
| 13.2 | Appointment or Election | - 21 - |
| 13.3 | Removal of Auditor | - 22 - |
| PART 14 | – RECORDS | - 22 - |

| | | |
|----------------|----------------------------|---------------|
| 14.1 | Place of Records | - 23 - |
| 14.2 | Inspection of Documents | - 23 - |
| PART 15 | – NOTICES | - 25 - |
| 15.1 | Method | - 25 - |
| 15.2 | Deemed Receipt | - 25 - |
| 15.3 | Persons Entitled to Notice | - 25 - |
| PART 16 | – BYLAWS | - 25 - |
| 16.1 | Copies of Bylaws | - 25 - |
| 16.2 | Change of Bylaws | - 26 - |

BYLAWS
Squamish Off-Road Cycling Association
(the “Society”)

PART 1 – INTERPRETATION

1.1 Definitions

In these bylaws, unless the context otherwise requires,

- (a) “business day” means any day, other than a Saturday, Sunday or other holiday;
- (b) “directors” means the directors of the Society for the time being;
- (c) “general meeting” means a general meeting of members of the Society, including an annual general meeting, held in accordance with these bylaws and the *Society Act*;
- (d) “*Interpretation Act*” means the Interpretation Act (British Columbia) from time to time in force and all amendments thereto;
- (e) “Persons” means all legal persons, and will include First Nations;
- (f) “*Society Act*” means the Society Act (British Columbia) from time to time in force and all amendments thereto; and
- (g) “*Trustee Act*” means the Trustee Act (British Columbia) from time to time in force and all amendments thereto.

1.2 Statutory References

In these bylaws, a reference to any statute is to that statute as now enacted or as may from time to time be amended, re-enacted or replaced and includes any regulations made thereunder.

1.3 Extended Meaning

- (a) In these bylaws, words importing the singular number include the plural and vice versa, words importing any gender include all genders, and words importing persons include individuals, corporations, limited and unlimited liability companies, general and limited partnerships, associations, trusts, unincorporated organizations, joint ventures and governmental authorities.
- (b) The term “including” means “including without limiting the generality of the foregoing”.

1.4 Application of Society Act Definitions

Unless otherwise defined herein or the context otherwise requires, the definitions in the *Society Act* apply to these bylaws.

1.5 Application of Interpretation Act

The *Interpretation Act*, with the necessary changes, so far as it is applicable, applies to the interpretation of these bylaws as if these bylaws were an enactment, unless the context otherwise requires.

1.6 Conflict

If there is a conflict between a definition in the *Society Act* and a definition or rule in the *Interpretation Act* relating to a term used in these bylaws, the definition in the *Society Act* will prevail in relation to the use of that term in these bylaws.

1.7 Severability of Invalid Provisions

The invalidity or unenforceability of any provision of these bylaws will not affect the validity or enforceability of the remaining provisions of these bylaws.

1.8 Effect of Omissions and Errors in Notices

The accidental omission to send notice of any meeting of members or directors (including any committee appointed as contemplated in section 8.1) to any person entitled to notice or the non-receipt of any notice by any of the persons entitled to notice or any error in any notice not affecting its substance will not invalidate any action or proceeding taken at that meeting or otherwise founded on the notice.

1.9 Signing

Expressions referring to signing will be construed as including facsimile signatures and the receipt of messages by telecopy or electronic mail or any other method of transmitting writing or legibly recorded messages and indicating thereon that the requisite instrument is signed, notwithstanding that no actual original or copy of an original signature appears thereon.

PART 2 – MEMBERSHIP

2.1 Members

The members of the Society are:

- (a) persons who apply for incorporation of the Society, and
- (b) those persons who purchase memberships and become members in accordance with these bylaws,

and, in either case, have not ceased to be members in accordance with these bylaws.

2.2 Application for Membership

Subject to these bylaws, a person may apply to the directors for membership in the Society by completing such application form as may be approved by the directors from time to time for the respective class of membership being applied for, including the requirements in clause 2.4. Upon acceptance by the directors in their discretion of any such application, that person will be a member.

2.3 Requirements for all Members Membership

- (a) Membership is intended for any persons who wish to further the objectives of the Society. Subject to section 2.3(b), only a natural person may be a voting member of the Society. The directors may, in their discretion, on a case by case basis, accept applications for membership in the Society from persons that are not natural persons, where such persons are committed to upholding the values and interests of the Society and who have a shared interest in advancing the purposes of this Society.
- (b) The number of members that are not natural persons (that are non-voting) must not exceed the number of voting members. In the event that the number of non-voting members of the Society exceeds the number of voting members, the directors may, in their discretion (i) request non-voting members selected by the directors to resign, with the intention that, following such resignations, the number of non-voting members will no longer exceed the number of voting members, or (ii) determine that one or more members that are not natural persons selected by the directors be entitled to vote and be voting members, so that the number of non-voting members no longer exceeds the number of voting members, provided that, if the directors exercise their discretion pursuant to this section 2.3(b)(ii), the directors may, in their discretion, thereafter determine that some or all of such members that are not natural persons shall thereafter cease to be entitled to vote and be voting members.
- (c) Each member shall inform the secretary of the Society, or if the Society does not have a secretary, such other person as the directors may from time to time designate, of the email address of the member, for the purposes of receiving notices from the Society. This is an ongoing obligation.
- (d) Every member must uphold the constitution of the Society and comply with these bylaws.

2.4 Membership Classes and Specific Application Requirements

Membership in the Society shall be made up of two classes of members:

- (a) Voting Members, which shall only, subject to 2.3(b) be natural persons, listed on the Society's membership list, and will have voting rights pursuant to these by-laws and are allowed to attend meetings;
- (b) Non-Voting Members who will be corporate persons and will:
 - i) not have voting rights, nor be permitted to attend meetings without permission from the directors pursuant to section 3.2.

2.5 Dues

The directors may from time to time, determine the membership dues, fees, assessments, subscriptions or levies, if any, to be paid by the respective classes of members as contained in these by-laws.

2.6 Cessation of Membership

A member ceases to be a member of the Society:

- (a) if the member resigns as a member by delivering (in person, by courier service or other personal method of delivery) his or her written resignation to the secretary of the Society (or if the Society does not have a secretary, such other person as the directors may designate for this purpose) or mailing or delivering such resignation to the Society at the address of the Society as filed under the *Society Act*, or sending such resignation by electronic mail transmission to the email address of the Society posted on the Society's website, which resignation shall be effective on the later of:
 - (i) the time the resignation is provided to the Society; and
 - (ii) if the resignation specifies that it is to take effect on a specified date, at a specified date and time or occurrence of a specified event
 - A. if a date is specified, the beginning of the specified date;
 - B. if a date and time is specified, the date and time specified; or
 - C. if an event is specified, the occurrence of the event.
- (b) on his or her death;
- (c) on being expelled in accordance with section 2.7; or
- (d) if the person has ceased to be a member in good standing as contemplated in section 2.8, unless such person may bring himself or herself into good standing, as contemplated in section 2.8, in which case the person may again become a member.

2.7 Expulsion of a Member

- (a) A member may be expelled as a member of the Society by a special resolution of the members conducted at a general meeting of the members.
- (b) The directors may not expel any member but may bring a motion to expel any member at a general meeting.
- (c) Notice of a general meeting at which a special resolution for expulsion is proposed to be passed must contain a brief statement of the reasons for the proposed expulsion and be delivered to the member subject to the expulsion meeting not less than twenty days before said general meeting.
- (d) The member who is the subject of a proposed special resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

2.8 Member in Good Standing

All members are in good standing except a member who:

- (a) in the opinion of the directors, acts in a manner that is detrimental to the Society or, if the directors approve a Code of Conduct for members of the Society, and such Code of

Conduct is approved or ratified or confirmed by members of the Society by ordinary resolution, if the member, in the opinion of the directors, does not act in accordance with such Code of Conduct;

- (b) if the directors have approved any membership dues, fees, assessments, subscriptions, or levies that are payable by members as contemplated in section 2.5, a member that has not paid any such membership dues, fees, assessments, subscriptions or levies that are due and owing by the member to the Society within 180 calendar days of such amount being due, the member shall not be in good standing so long as such amount remains unpaid, provided that, unless the directors otherwise determine, a member who has not paid any such amount may at any time bring himself or herself into good standing in relation to this section 2.8(b) by paying such amount even though it is past due.

If any member may cease to be a member as a result of ceasing to be in good standing as contemplated in section 2.8(b) but subsequently brings himself or herself into good standing as contemplated in this section, the Society shall enter into its register of members the date on which the member ceased to be a member and also the date on which the member again became a member as a result of bringing himself or herself into good standing.

2.9 Forfeiture

Any member who ceases to be a member of the Society forfeits all rights, privileges, or interests arising from membership in the Society unless and until, if applicable, such member thereafter again becomes a member.

PART 3 – MEETINGS OF MEMBERS

3.1 Annual General Meetings

Subject to the provisions of the *Society Act*, the first annual general meeting must be held not more than 15 months after the date of incorporation of the Society. After that, an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the previous annual general meeting.

3.2 General Meetings

General meetings shall be called and held at such time and place as determined by the directors, and in accordance with the *Society Act*.

- (a) Only members entitled to vote at general meetings and the auditor if so appointed, directors, and others permitted by the chairman of the general meeting or authorized by the voting members present at the general meeting shall be permitted to attend general meetings.

3.3 Member Meeting Called by Requisition

The directors will convene a general meeting of members if not less than two-thirds of members, at least half of whom must be voting members, deliver a requisition to the directors requesting a general meeting for the reason stated in that requisition.

- (a) If the directors do not call a general meeting within twenty-one days of such a requisition being delivered to the directors, any members who signed the requisition may call the general meeting of members.

3.4 Electronic Attendance at Meetings

If the majority of voting members at a given general meeting agree, in respect of a particular general meeting, a voting member may participate in the general meeting by teleconference or other electronic means so long as that electronic means of participation allows all participants in the general meeting to properly communicate with each other. A voting member participating in this way will be considered present at the general meeting.

3.5 Notice of Meetings

- (a) Notice of a general meeting will only be given to voting members in good standing.
- (b) Notice of a general meeting must specify the place, day and hour of the meeting, and be delivered to voting members by way of email, phone, or personal delivery between 21 and 60 days before the date of the general meeting.
- (c) If a general meeting is to consider special business within the meaning of section 4.1, the notice of the general meeting will state the general nature of the special business.
- (d) If it is intended to propose a resolution as a special resolution in any annual general meeting, not less than 14 days' notice specifying the intention to propose the resolution as a special resolution must be given.
- (e) Failure to give notice pursuant to these bylaws does not invalidate the proceedings at that general meeting.

3.6 Regular or Other Meetings

The Society may hold regular meetings of the members, or any of them, monthly, or at such other times as the directors may determine, or meetings of one or more of the directors or officers of the Society and members, or any of them, including informational meetings, in furtherance of the purposes of the Society, which meetings shall not constitute a general meeting, and no notice need be given of any such meeting and the quorum requirements under these bylaws shall not apply to such meetings. No special business within the meaning of section 4.1 and no business that, under the *Society Act* or these bylaws ought to be conducted at an annual general meeting, including business described in section 4.1(b), shall be conducted at such a meeting (and, for greater certainty, no ordinary resolution or special resolution may be passed at any such meeting).

PART 4 – PROCEEDINGS AT GENERAL MEETINGS

4.1 Special Business

Special business is:

- (a) all business at a general meeting other than an annual general meeting except the adoption of rules of order;
- (b) all business conducted at an annual general meeting, except the following:
 - (i) business relating to the conduct of, or voting at, the meeting or the adoption of rules of order;
 - (ii) the consideration of any financial statements of the Society presented to or placed before the meeting;
 - (iii) the consideration of the report of the directors to the members;
 - (iv) the consideration of the report of the auditor, if any, or the financial statement or statements of the Society (and, if applicable, a subsidiary of the Society) presented to or placed before the meeting, if applicable, reading of the auditor's report and inquiries directed to the auditor concerning such report and the auditor's answers to such inquiries;
 - (v) the election of directors;
 - (vi) the appointment of the auditor, if required;
 - (vii) if an auditor is appointed, setting the remuneration of the auditor or resolving that such remuneration may be set by the directors; and
 - (viii) such other business that, under the *Society Act* or these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by or arises out of the report of the directors not requiring the passing of a special resolution.

4.2 Quorum

- (a) Subject to section 4.4, a quorum for the transaction of business at a general meeting is twenty members present in person or by proxy or a greater number that the members may determine by ordinary resolution.
- (b) Subject to section 4.3(a)(i), other than the election of a chair and the adjournment of the general meeting, no business must be conducted at a general meeting at a time when quorum is not present.

4.3 Lack of Quorum

- (a) If within 30 minutes from the time set for the holding of a general meeting a quorum is not present:
 - (i) in the case of a general meeting convened at the requisition of members, the meeting will be terminated; and

- (ii) in the case of any other general meeting, the general meeting will be adjourned to the same day in the next week, at the same time and place.
- (b) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the general meeting is adjourned.

4.4 Quorum at Succeeding Meeting

If at an adjourned general meeting referred to in section 4.3(a)(ii) a quorum is not present within 30 minutes from the time set for the adjourned general meeting, the members present in person or by proxy shall constitute a quorum provided that there are at least three members present in person or by proxy.

4.5 Chair

The following individual is entitled to preside as chair at any general meeting:

- (a) the chair of the board, if any;
- (b) if there is no chair of the board or if the chair of the board is absent or unwilling to act as chair of the general meeting, vice-president of the Society, if any;
- (c) if there is no vice-president of the Society, or the vice president is absent or unwilling to act as chair of the general meeting, the members present shall choose a member present to chair the general meeting.

4.6 Cancellation of a Meeting

A general meeting may be cancelled by the Society at any time prior to the holding of the meeting upon such notice or communication to members, if any, as the directors may determine.

4.7 Postponement or Adjournment of a Meeting

- (a) A general meeting may be postponed by the Society at any time prior to the holding of the general meeting upon such notice or communication to members, if any, as the directors may determine, and the postponed general meeting may be held at such time or times, and, subject to the *Society Act*, at such location or locations as is approved by resolution of the directors.
- (b) Subject to section 4.3(a)(ii), a general meeting may be adjourned from time to time and from place to place but no business may be conducted at an adjourned general meeting other than the business left unfinished at the general meeting from which the adjournment took place.
- (c) Except as otherwise provided in this bylaw, it is not necessary to give notice of adjournment of a general meeting or of the business to be transacted at an adjourned general meeting. When a general meeting is adjourned for ten days or more, notice of the adjourned general meeting must be given as in the case of the original general meeting.

4.8 Procedure at General Meetings

Subject to the express provisions of these bylaws, the directors may determine the procedures to be followed at any general meeting, including, without limitation, the rules of order. Subject to the foregoing, and to the express provisions of these bylaws, the chair of a general meeting may determine the procedures to be followed at any meeting in all respects.

4.9 Rules not Retroactive

A rule or decision made by the Society in a general meeting does not apply to events or acts that occurred before the rule was made and no such rule or decision shall invalidate a prior act of the directors that would have been valid if that rule had not been made.

PART 5 – RESOLUTION OF MEMBERS

5.1 Resolutions

A resolution proposed at a general meeting does not need to be seconded and the chair of a general meeting may move or propose a resolution:

- (a) such resolutions will be ordinary resolutions unless otherwise stipulated by the voting members, by ordinary resolution.

5.2 Voting

- (a) A voting member, pursuant to section 2.4 that, subject to section 2.3(b), is a natural person in good standing present in person or by proxy at a general meeting is entitled to one vote in respect of any matter voted on at a general meeting.
- (b) Unless otherwise directed by the meeting chair pursuant to section 4.8, all member votes shall be conducted by show of hands.
- (c) In the case of an equality of votes cast at a general meeting, the chair of the meeting will have a casting or second vote in addition to the vote to which he or she may be entitled as a proxy holder or member.
- (d) Voting at a general meeting may be by show of hands, or by poll or secret ballot, as determined by the chair of the meeting as contemplated in section 4.8. If a poll or secret ballot is held in regards to a resolution which has already been the subject of a show of hands vote in the same general meeting, the poll or secret ballot result will prevail.

5.3 Voting by Proxy

- (a) A member entitled to vote at a general meeting may, by means of a proxy, appoint an individual as such member's proxyholder to attend, act and vote for and on behalf of the member at the general meeting in the manner and to the extent authorized by the proxy and with the authority conferred by the proxy provided that:

- (i) the proxy is delivered to the head office of the Society on or before the last business day before the day on which the general meeting is first scheduled to occur; or
- (ii) the proxy is delivered to the chair of the general meeting the day the general meeting is first scheduled to occur; and
- (iii) the proxy is in a form and is executed in the manner required by the directors, including:
 - i. the general meeting for which the proxy is valid;
 - ii. the issue on which the proxy will vote, if any, and carry a statement that the member's voting rights with respect to this matter will be voted or withheld in accordance with the member's instructions;
 - iii. the full legal name of the representative;
 - iv. contact details of the proxy, including phone number and email address;
 - v. a signature of the member, indicating consent to the proxy.
- (b) If the conditions set out in section 5.3 are not met, or the proxy has been revoked by the member according to the same timelines as provided in section 5.3(a)(i) or (ii), the proxy is invalid.
- (c) An individual must not be appointed as a proxyholder pursuant to section 5.3(a) unless the proxy holder is a member in good standing entitled to vote at the meeting, provided that an individual who is not a member entitled to vote at the meeting may be appointed as a proxy holder if permitted by the directors or chair of the meeting pursuant to section 4.8.
- (d) A permanent proxy or proxy entitling a proxyholder to vote at more than one meeting or any adjournment thereof is void.

5.4 Revocation of Proxy

A member's proxy that is received by the Society as contemplated in these bylaws that is inconsistent with a proxy of the member previously received by the Society, be deemed to revoke any such proxy previously received by the Society. In addition, a proxy may be revoked by an instrument in writing that is executed in the manner required by the directors that is received by the Society at any time up to and including the last business day before the day set for the meeting, or any adjourned meeting, at which the proxy is to be used, or received by the chair of the meeting or adjourned meeting, or in any other manner permitted by law. Unless the directors or the chair may otherwise determine, pursuant to section 4.8, in respect of any general meeting if a member has submitted a proxy but attends the meeting in person, any previously submitted proxy of such member shall be deemed to have been revoked by the member attending and voting in person at the meeting at which the proxy is to be used.

5.5 Result of Vote

A declaration by the chair of a meeting that a resolution or motion has been carried, or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the minutes of the meeting of the members, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour or against the resolution or motion. Any minutes of a meeting which have been signed by the chair of the meeting shall be prima facie evidence of the matters stated therein.

5.6 Written Resolutions and Remote Voting

A written resolution, circulated or otherwise made available to members by email or any other electronic means, signed or otherwise approved by the required number of voting members is as valid as if it had been passed at a meeting of members, subject to the Act and these bylaws.

PART 6 – DIRECTORS

6.1 Powers of Directors

The directors shall manage, or supervise the management of, the affairs of the Society and may administer the affairs of the Society in all things and make or cause to be made for and on behalf of the Society, in its name, any kind of contract which the Society may lawfully make or enter into and may exercise all the powers of the Society and do all such acts and things as the Society may exercise and do, and that are not by these bylaws or by statute lawfully directed or required to be exercised or done by the members of the Society in a general meeting, but subject to:

- (a) all laws affecting the Society;
- (b) the constitution of the Society;
- (c) these bylaws; and
- (d) rules that are made from time to time by the members of the Society in a general meeting, provided they are not inconsistent with these bylaws.

6.2 Liability

Subject to the provisions of the *Society Act*, the directors shall not be liable for any action taken or omitted to be taken by them in good faith or for the acts of any agent, employee or trustee selected by them with reasonable care or any act or omission of any other director or directors.

6.3 Requirements of Directors

Any individual who is a member in good standing is eligible for nomination, election or appointment as a director, and directors should be a member in good standing. However, the failure of a director to be a member or be a member in good standing does not invalidate his or her nomination, election, appointment, or continuance as a director.

6.4 Number of Directors and Required Directors

The Society will have a minimum of four and a maximum of fifteen directors, to be determined from time to time at a general meeting of the members, and which number shall include the offices of president, vice president, secretary and treasurer of the Society.

6.5 Election of Directors

- (a) The first directors shall cease to hold office immediately before the election of directors at the first annual general meeting following the incorporation of the Society, but, subject to the other provisions of these bylaws, shall be eligible for re-election.
- (b) Directors so elected, except one half the number of the first elected directors, will remain directors for a term of two years, and will have offset two-year terms such that one half of the number of directors required under section 6.4 will be elected at each annual general meeting.
- (c) Directors elected at an annual general meeting shall be elected for a term expiring immediately before the next election of directors at the annual general meeting pursuant to 6.5(b), at which time such directors shall cease to hold office but, subject to the other provisions of these bylaws, shall be eligible for re-election by acclamation or otherwise.

6.6 Failure to Elect Directors

If the Society fails to hold an annual general meeting in accordance with the *Society Act* or the Society or the members fail, at an annual general meeting, to elect any directors, each director then in office will continue to hold office until the earlier of:

- (a) the time at which his or her successor is elected or appointed; and
- (b) the date on which he or she otherwise ceases to hold office under the *Society Act* or these bylaws.

6.7 Appointment of Directors

- (a) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors, including a vacancy that occurs as a result of the removal of a director as contemplated in section 6.11 or as a result of an annual general meeting of members failing to elect the number of directors then determined under section 6.4.
- (b) A director so appointed holds office only until immediately before the election of directors at the next annual general meeting, but is eligible for re-election at the meeting.

6.8 Termination of Office

A director elected or appointed in accordance with these provisions shall hold office until the term of office of that director expires in accordance with these bylaws, the director dies or resigns, or the director is removed or suspended pursuant to section 6.9 through or 6.11.

6.9 Resignation of Directors

- (a) A director may resign by providing a resignation in writing to the secretary of the Society or to the other directors of the Society.
- (b) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors may appoint a member to take the place of the former director.

6.10 Discipline of Directors

The members may, by ordinary resolution, discipline a director by way of suspension of their role as a director for any segment of that director's current term, and may, by ordinary resolution, appoint another director to serve as an interim director for such period that the disciplined director is suspended.

6.11 Removal of Directors

- (a) The members may, by ordinary resolution, remove a director and may, by ordinary resolution, appoint another director to serve the balance of the term of the removed director.
- (b) Notice of a general meeting at which a resolution for removal of a director shall contain or be accompanied by a brief statement of the reasons for the proposed removal and a copy of the notice and such statement shall be given to the director proposed to be removed.
- (c) The director who is the subject of the proposed resolution for removal shall be given an opportunity to be heard at the meeting before the special resolution is put to a vote.

6.12 Remuneration and Expenses

A director must not be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Society. To the extent permitted by the *Society Act*, the Society may indemnify a director or former director of the Society against costs, charges and expenses, as contemplated under the *Society Act*, and may purchase and maintain insurance for the benefit of a director against personal liability incurred by him or her as a director.

PART 7 – PROCEEDINGS OF DIRECTORS

7.1 Meetings of Directors

- (a) Half the number of current directors may convene a meeting of the directors at any time and, on the request of half the number of the current directors, the secretary shall convene a meeting of the directors.
- (b) The directors may meet at such times and places they think fit to conduct business and may adjourn and otherwise regulate their meetings and proceedings, as they see fit, consistent with the provisions of these bylaws.
- (c) A director who is entitled to do one or both of participate in and vote at a meeting of directors or of a committee of directors may participate, or vote, as the case may be:
 - (i) in person, or
 - (ii) by telephone or other communications medium if all directors participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other.

A director who participates in a meeting in a manner contemplated by this section is deemed for all purposes of these bylaws to be present at the meeting.

- (d) The directors and its committees may, in their discretion, permit other persons, including officer and, if applicable, employees of the Society, or individual members, to attend meetings, but may hold meetings without any persons that are not directors being present.

7.2 Quorum

The directors may from time to time set or determine the quorum necessary for the transaction of business, and, unless otherwise so set or determined, shall be a majority of the directors then in office. A director that has an interest in a contract or transaction to be considered at a meeting of the directors or any committee thereof will be counted in the quorum at the meeting notwithstanding such director's interest, whether or not the director votes on any or all of the resolutions or matters considered at the meeting.

7.3 Chair

Meetings of the directors shall be chaired by:

- (a) the president if the president is a director; or
- (b) if the president is a director but is not present, the vice president, if the vice president is a director; or
- (c) any other director chosen by the directors if:
 - (i) the president or the vice president pursuant to section 7.3 (a) and (b), if the president or vice president is a director, is not present at the meeting within 30 minutes of the time set for holding the meeting;

- (ii) the president or vice president, if the president or vice president is a director, is not willing to chair the meeting; or
- (iii) the president or vice president, if the president or vice president is a director, advises the secretary, if any, or any other director that they will not be present at the meeting, and they are not in fact present at the meeting.

7.4 Notice

Subject to sections 1.8 and 7.5, if a meeting of directors is called under section 7.1, notice of that meeting will be given to each director not less than seven days before the time when the meeting is to be held, specifying the place, date and time of that meeting:

- (a) by mail addressed to the director's address as it appears on the books of the Society or any other address provided to the Society by the director for this purpose;
- (b) by leaving it at the director's address as it appears on the books of the Society or any other address provided to the Society by the director for this purpose;
- (c) orally, including by telephone, leaving a message through voice mail or on other recorded media; or
- (d) by e-mail, fax or any other method of reliably transmitting messages.

7.5 Notice Not Required

It is not necessary to give notice of a meeting of directors to a director if:

- (a) the meeting is held immediately following a general meeting at which that director was elected or if the meeting is the meeting of directors at which that director is appointed;
- (b) the director waives notice of the meeting.

7.6 Waiver of Notice

- (a) Any director may provide or send to the Society a document signed by the director waiving notice of any past, present or future meeting of the directors (and of any committees of the directors of which the director is a member), either with respect to one or more specified meetings, or meetings which may be held within a specified time period, and may, at any time, withdraw any waiver previously given with respect to meetings held after that withdrawal, by document signed by the directors and provided or sent to the Society. For greater certainty, a waiver of notice with respect to any meeting of directors (or a committee of directors) may be given or provided to the Society before or after the calling or holding of such meeting.
- (b) If a director provides or sends to the Society a waiver of notice with respect to any meeting as contemplated in section 7.6(a) (including, without limitation, a meeting that may have been held before the director provides or sends the waiver) unless the director in such waiver otherwise may require, no notice of any meeting in respect of which the

director has provided such waiver need to be sent or given to the director unless and until such waiver is withdrawn prior to the date of holding any meeting in respect of which the director may withdraw such waiver and any such meeting may be held without notice being given to the director and such meeting, and any action or proceeding taken at such meeting, shall not be invalidated because of any failure or omission to give notice to, or the non-receipt of any notice by, that director.

- (c) Attendance of a director at a meeting of directors (or of any committee of directors) shall constitute a waiver of notice of the meeting unless the director attends the meeting for the purpose of objecting to the transaction of any business on the grounds that the meeting has not lawfully been convened.

7.7 Voting

- (a) At all meetings of directors and committees appointed pursuant to section 8.1, every question will be decided by a majority of votes cast on the question.
- (b) In the case of an equality of votes, the chair of the meeting will have a second or casting vote.
- (c) A resolution proposed at a meeting of directors or committee need not be seconded, and the chair of a meeting may move or propose a resolution.
- (d) A resolution of the directors or of any committee of directors:
 - (i) may be passed without a meeting, or whether or not a meeting has been held:
 - A. in all cases if each director entitled to vote on the resolution signs or consents to it in writing; or
 - B. in the case of a resolution to approve a proposed contract or transaction with the Society in which one or more directors is, directly or indirectly, interested and each such director has disclosed the nature and extent of the interest to each of the other directors as required pursuant to the *Society Act*, if each of the other directors who has not made such disclosure and who is entitled to vote on the resolution signs or consents in writing to the resolution; and
 - (ii) any such resolution passed in accordance with section 7.7(d)(i) may be signed or consented to in one or more counterparts, which together shall constitute one resolution and shall be as valid and effective as if it had been passed at a meeting of the directors (or committee of directors, as applicable) that satisfies all of the requirements of these bylaws relating to meetings of directors or of a committee of directors. Any resolution signed or consented to in writing as contemplated in this section 7.7(d) shall be kept with the minutes of the meetings or proceedings of the directors.

PART 8 – COMMITTEES OF DIRECTORS

8.1 Appointment

The directors may, by resolution of the directors:

- (a) appoint one or more committees consisting of the director or directors that they consider appropriate or consisting of one or more directors and one or more members that are not directors;
- (b) delegate (subject to such conditions, if any, as may be set out in the resolution of the directors making such delegation, or any subsequent resolution of the directors) to a committee appointed under paragraph (a) any, but not all, of the powers of the directors provided that the directors may not delegate to any committee:
 - (i) the power to appoint a member as a director to fill a vacancy in the directors;
 - (ii) the power to appoint one or more committees or delegate any powers to any committee, revoke the authority of any committee, or override a decision made by any other committee, terminate the appointment of, or change membership of any committee, or fill vacancies in a committee;
 - (iii) appoint officers or terminate the appointment of any officer appointed by the directors; and
- (c) any committee, a majority of the members of which consist of members that are not directors, shall not have, and the directors shall not delegate to any such committee, any of the powers of the directors. Any such committee may perform an advisory role, and may conduct activities as may be directed by the directors, but shall not have any of the powers of the directors.

8.2 Duties

Any committee appointed under section 8.1, in the exercise of the powers delegated to it, must:

- (a) conform to any rules that may from time to time be imposed on it by the directors; and
- (b) report every act or thing done in exercise of those powers at such times as the directors may from time to time determine, or, failing such determination, at the earliest meeting of the directors held after the act or thing has been done.

8.3 Powers of Directors

The directors may, at any time with respect to any committee appointed under section 8.1:

- (a) revoke or alter the authority given to a committee or override a decision made by a committee, except as to acts done before such revocation, alteration or overriding;
- (b) terminate the appointment of, or change in membership of, a committee; and
- (c) fill vacancies in a committee.

8.4 Committee Meetings

Subject to section 8.2(a) and unless the directors otherwise provide in the resolutions appointing the committee or in any subsequent resolution, with respect to any committee appointed under section 8.1:

- (a) the members of a committee may meet and postpone meetings as they think proper;
- (b) a committee must elect a chair of its meetings but, if no chair is elected or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their members to be the chair of the meeting;
- (c) a majority of the members of a committee constitutes a quorum of the committee; and
- (d) at all meetings of the committee, every question will be decided by a majority of votes cast on the question, and in the case of an equality of votes, the chair of the meeting will not be entitled to a second or casting vote.

PART 9 – OFFICERS

9.1 Officers Appointment

The directors may from time to time appoint such officers of the Society as the directors determine, but in no event shall be less than those three officer positions pursuant to 6.4. Any officer may hold more than one position.

9.2 Duties, Powers and Term of Appointment

The directors may, from time to time, for any office which the directors intend that the Society should have, or any officer:

- (a) determine the functions of such office or that the officer is to perform;
- (b) delegate and entrust to and confer on the officer any of the powers exercisable by the directors on such terms and conditions and with such restrictions as the directors may determine or approve;
- (c) revoke, withdraw, alter or vary all or any of the duties, functions and powers of the officer; and
- (d) remove the officer or otherwise terminate the appointment of the officer at any time.

9.3 Current Duties of Officers

Unless and until so directed by the directors, pursuant to section 9.2, the following shall be the non-exclusive duties of the officers:

- (a) the president is the chief executive officer of the Society and will supervise the other officers in the execution of their respective duties;

- (b) the vice president will carry out the duties of the president during the president's absence or inability to perform their duties;
- (c) the secretary, who can be the same officer as the treasurer, will:
 - i. conduct the correspondence of the Society;
 - ii. issue notices of meetings to members and directors pursuant to these bylaws;
 - iii. keep minutes of all meetings of members and directors;
 - iv. have custody of all records and documents, except those required to be kept by the treasurer; and
 - v. maintain the register of members,

and, if the secretary is absent from a meeting, the directors must appoint another person to act as secretary at that meeting.

- (d) the treasurer, who can be the same officer as the secretary, will keep the financial records, including books of account necessary to comply with the *Society Act*, and render financial statements to the directors, members or others as required.

9.4 Remuneration and Expenses

Except as otherwise approved by a resolution of the directors, no officer will be remunerated for being or acting as an officer, but, in the discretion of the directors, an officer may be reimbursed for all expenses necessarily and reasonably incurred by the officer while engaged in the affairs of the Society. To the extent permitted under the *Society Act*, the Society may indemnify an officer or former officer against costs, charges and expenses incurred by him or her because of he or she being or having been an officer and the Society may purchase and maintain insurance for the benefit of an officer against personal liability incurred by him or her as an officer.

PART 10– CONFLICTS OF INTEREST

10.1 Disclosure of Interest of Directors

If at any time any director of the Society is, directly or indirectly, interested in a proposed contract or transaction with the Society, he or she must disclose fully and promptly the nature and extent of the interest to each of the other directors. If at any time any officer of the Society is, directly or indirectly, interested in a proposed contract or transaction with the Society, he or she must disclose fully and promptly the nature and extent of the interest to the President of the Society. A director that has an interest in a contract or transaction to be considered at a meeting of the directors will be counted in a quorum for the meeting notwithstanding such director's interest, but will not vote in respect of the matter.

PART 11 – SEAL

11.1 Seal

The Society may have and use a seal which bears the name of the Society and which may be reproduced by a rubber stamp, an impression seal or other convenient means.

11.2 Who May Use the Seal

The seal of the Society may be affirmed or impressed or reproduced on any agreement, contract, instrument or other document or record (herein referred to as a “record”) where such record, or the signing or execution thereof, have been authorized or approved by any resolution of the directors or, failing such authorization or approval, may be affixed or impressed or reproduced upon any record as may be authorized or approved by any director or by the President (where the signing of any record on which this seal has been affixed or impressed or reproduced shall be conclusive evidence of such authorization or approval). In addition, the seal of the Society may be affixed or impressed or reproduced on any record, or copy of a record, including any resolutions consented to in writing by the directors (or any committee thereof) or the text of any resolution passed at a meeting of the directors (or any committee thereof) or members, for the purpose of authentication or certification by or on behalf of the Society of any record or true copy of any resolution or other record.

PART 12 – FINANCES

12.1 Borrowing Powers

For the purpose of carrying out the purposes of the Society the directors may, on behalf of and in the name of the Society:

- (a) borrow, raise or secure the payment or repayment of money in the manner they determine, including by the issue of debentures;
- (b) raise and borrow money in such manner and amounts, on such security and without security, from such sources or persons and upon such terms and conditions as they think fit;
- (c) guarantee the repayment of money by any person or the performance of any obligation and upon such terms and conditions as they think fit;
- (d) incur, evidence, or secure the payment or repayment of, or performance of, any indebtedness or obligation of the Society in such manner and upon such terms and conditions as the directors think fit, and, without limiting the generality of the foregoing, by the issuance of notes, bonds, debentures or any mortgage, charge or other security, whether specific, fixed or floating, on the undertaking or on the whole or any part of the assets (both present and future) of the Society.

In addition, for the purposes of carrying out the purposes of the Society, the directors may, on behalf of and in the name of the Society, obtain goods and services on account with suppliers for such amounts as may be reasonably incurred in providing goods or services to the Society, and make payment of such accounts.

12.2 Issue of Debentures

The Society must not issue a debenture unless the issuance of the debenture is authorized by a special resolution.

12.3 Use of Funds and Property

The funds and property of the Society must be used and dealt with by or under the directors and management of the directors for the purposes of the Society.

12.4 Investment of Society Funds

The directors may invest the funds of the Society in any investments which they, in their discretion, consider to be in the best interests of the Society or in any investments permitted under the provisions of the *Trustee Act* respecting the investment of trust property by a trustee.

12.5 Restriction on Borrowing Powers

The members may, by special resolution, restrict the borrowing powers of the directors but a restriction so imposed expires at the next annual general meeting.

PART 13– AUDITOR

13.1 Auditor

The directors may determine that the Society should have an auditor. If the directors make such a determination, they may pass a resolution of the directors, which resolution shall specifically record the determination by the directors that the Society should appoint an auditor who will not be a director or employee, if applicable, of the Society and may attend general meetings. Unless the directors pass such a resolution, the Society will not have an auditor but the directors may from time to time choose to engage or retain the services of an auditor for specific purposes, including to audit one or more financial statements of the Society and to make a report in respect of such financial statements, but, unless the directors, by resolution, specifically determine that the Society should appoint an auditor, any such engagement or retention and provision by the auditor of such services shall not constitute the appointment of an auditor of the Society and any such auditor so engaged or retained shall not be the auditor of the Society.

13.2 Appointment or Election

- (a) If the directors determine that the Society should have an auditor, the directors may appoint an auditor as the auditor of the Society to hold office until the close of the next annual general meeting, and, if the auditor is appointed before the first annual general meeting of the Society, or to fill a casual vacancy, the directors may set the remuneration of the auditor.
- (b) If an auditor is appointed as contemplated in section 13.2(a), subject to section 13.2(c), at each annual general meeting after such appointment the directors may:
 - (i) by resolution of the directors, appoint an auditor to hold office until the close of the next annual general meeting; or

- (ii) propose or recommend that the members appoint an auditor to hold office until the close of the next annual general meeting, in which case the member may, by ordinary resolution, make such appointment.
- (c) If, after an auditor has been appointed as contemplated in section 13.2(a), the directors, by resolution of the directors, determine that the Society shall no longer have an auditor, at the next annual general meeting following that determination, unless the director otherwise determine prior to such meeting, no resolution will be passed appointing an auditor, and an auditor will not be appointed, and the auditor in office prior to the close of such annual general meeting shall not continue as auditor following the close of such annual general meeting and the Society shall cease to have an auditor. The determination that the Society shall no longer have an auditor shall not constitute removal of the auditor.
- (d) If an auditor of the Society has been appointed as contemplated in section 13.2(a), the directors may appoint an auditor to fill any vacancy in the office of the auditor created by resignation, death, or otherwise.
- (e) If an auditor is appointed as contemplated in section 13.2(a) and thereafter the Society ceases to have an auditor as contemplated in section 13.2(c), thereafter the directors may determine, by resolution of the directors, that the Society should again have an auditor. If the directors make such a determination, the directors may again appoint an auditor pursuant to section 13.2(a) to hold office until the close of the next annual general meeting. Such an appointment shall be deemed to be filling a vacancy in the office of the auditor, and the directors may set the remuneration of the auditor so appointed, or, alternatively, the remuneration of the auditor so appointed may be set by ordinary resolution.

13.3 Removal of Auditor

If an auditor is appointed as contemplated in section 13.2, the Society may, by ordinary resolution passed at a general meeting called for the purpose (which may include an annual general meeting), remove an auditor before the expiration of the auditor's term of office, and must, by ordinary resolution at that meeting, appoint another auditor in the auditor's place for the remainder of the term. If so removed, an auditor must be promptly informed in writing of his or her removal.

PART 14 – RECORDS

14.1 Place of Records

The directors shall ensure that all documents of the Society, including its financial records, are kept at the address of the Society as filed under the *Society Act*, provided that, subject to compliance with the *Society Act*, the directors may by resolution of the directors permit some of the documents, including its financial records, to be kept at places in British Columbia other than the address of the Society. The directors shall

oversee preparation of minutes of meetings of the members of the Society and directors and the custody thereof, which minutes shall be kept at the address of the Society as filed under the *Society Act*, or such other place in British Columbia as may be determined by resolution of the directors.

14.2 Inspection of Documents

- (a) The documents, including the accounting records of the Society, shall be open for inspection and examination by any director (but, for greater certainty, unless the directors may otherwise determine, not any agent or representatives of a director that is not themselves a director) at any time during normal business hours at the place where such documents are kept, provided that:
 - (i) the directors may, by resolution of the directors, approve or impose reasonable restrictions on the hours or periods of time during which such records may be inspected; and
 - (ii) where any agent may be retained by the Society to keep or maintain any documents of the Society, subject to any restrictions referred to in clause (i), the documents kept or maintained by such agent shall be open for inspection during such periods of time as may be determined by such agent, or, failing such determination, during normal business hours at the place where such records are kept, provided that, in each case, unless the directors otherwise determine, the documents shall be open for inspection and examination by any director during at least two consecutive normal business hours in each business day.
- (b) Documents filed in the office of the registrar relating to the Society may be inspected as required under the *Society Act*.
- (c) The Society shall provide a copy of financial statements of the Society (and, if applicable financial statements of any subsidiary of the Society) to members, holders of debentures (if applicable) or other persons as required under the *Society Act*.
- (d) If the Society appoints an auditor as contemplated in section 13.2, the auditor shall have a right of access to the documents and other property of the Society required under the *Society Act*.
- (e) The Society shall provide to a member, on request, a copy of the constitution and bylaws of the Society as required under the *Society Act*.
- (f) Unless the directors may otherwise determine (including, without limitation, determining that a member or members may not inspect such minutes), a member of the Society (but, for greater certainty, not any agent or representative of a member that is not themselves a member) may inspect and examine minutes of meetings of the members of the Society held during any time when such member was a member in good standing at any time during normal business hours at the place where such records are kept, provided that:
 - (i) (without limiting the generality of the ability of the director to otherwise restrict such inspection and examination to a greater or different extent) the director may,

by resolution of the directors, approve or impose restrictions on the hours or periods during which such minutes may be inspected; and

- (ii) where any agent may be retained by the Society to keep or maintain any documents of the Society, involving such minutes, subject to any restrictions referred to in clause (i), the minutes shall be open for inspection during such periods of time as may be determined by such agent, or, failing such determination, during normal business hours at the place where such minutes are kept.
- (g) Without limiting the generality of section 14.2(f), the directors may impose reasonable restrictions and conditions regarding the inspection or examination by members of minutes of meetings of members of the Society, which restrictions may be imposed either before or after the Society receives a request from a member for inspection or examination of minutes and may include restrictions and conditions requiring:
- (i) that the member must give notice in writing to the Society of the member's intention to inspect or examine and specifying the time when such notice must be given to the Society (which, unless the directors otherwise determine, is not anticipated to be more than two clear days before the time appointed for inspection or examination);
 - (ii) that the member describe, or list in the notice referred to in clause (i), the minutes that the member wishes to inspect or examine; and
 - (iii) the notice referred to in clause (i) to state the place or places where the records intended to be inspected or examined are kept where the inspection or examination is to take place and may permit such notice to appoint different times for inspection or examination of documents at different places.
- (h) Except as otherwise provided in this section 14.2, no documents of the Society (includes, without limitation, minutes of any meeting of directors of the Society or any committee thereof or other committee contemplated in these bylaws or resolutions consented to in writing by directors, or any committees, and the register of members and the register of indebtedness kept by or on behalf of the Society) shall be open for inspection by any member or any other person except to such extent, at such time and upon such conditions as the directors may from time to time determine.
- (i) Without limiting the generality of the preceding provisions of this section 14.2, the directors may impose reasonable restrictions and conditions regarding any inspection or examination referred to in sections 14.2(a), (e), (f), or (h), which restrictions or conditions may be imposed either before or after the Society receives a request from a director, member, or other person for inspection or examination of any documents, and may include restrictions and conditions provided that the person making the examination or inspection shall not be entitled to a copy of any document inspected or examined, or only entitled to a copy of any document on payment of a reasonable charge (which, unless the directors otherwise determine, is not anticipated to exceed \$0.50 for each page copied).

PART 15 – NOTICES

15.1 Method

A notice may be given to a member personally, by mail to the address of the member as recorded in the register of members of the Society or to the address of the member provided by the member in the member's application form referred to in section 2.2, or such other residential address as the member may have informed the Society as contemplated in section 2.3(c), or to the email address provided by the member in the member's application form referred to in section 2.2, or such other email address as the member may have informed the Society as contemplated in section 2.3(c) and the member by providing such email address shall be deemed to have consented to providing notice by electronic means to such email address.

15.2 Deemed Receipt

A notice given to a member:

- (a) sent by mail is deemed to have been given when the notice was properly addressed and put in a Canadian post office receptacle and is deemed to have been received by the person to whom it was mailed on the business day following the date of mailing;
- (b) sent by email is deemed to have been given on the day it was emailed and deemed to have been received by the person to whom it was emailed on the day following the day on which it was emailed.

15.3 Persons Entitled to Notice

- (a) The Society shall give notice of a general meeting to:
 - (i) every member shown on the register of members on the day the notice is given; and
 - (ii) the auditor, if an auditor of the Society has been appointed pursuant to section 13.2.
- (b) No other person is entitled to receive a notice of a General Meeting.

PART 16 – BYLAWS

16.1 Copies of Bylaws

On becoming a member, each member shall be entitled, on request, to receive a copy of the constitution and bylaws of the Society on payment of such amount as may be determined by the directors, not to exceed \$10.00. Prior to any member requesting a copy of these documents, as determined by the directors, the Society may send a copy of these documents to any member following such member becoming a member, or may make such documents available to members on the Society's website.

16.2 Change of Bylaws

These bylaws must not be changed, amended, altered or rescinded except by special resolution.

Dated: This ____ day of May, 2018.