

SAFECARE BC HEALTH AND SAFETY ASSOCIATION

BYLAWS

PART I - INTERPRETATION

- 1.1 In these bylaws and the constitution of the Association, unless the context otherwise requires:
- (a) “address of the Association” means the address of the Association as filed from time to time with the Registrar in the Notice of Address;
 - (b) “Association” means SafeCare BC Health and Safety Association;
 - (c) “Board” means the directors acting as authorized by the constitution and these bylaws in managing or supervising the management of the affairs of the Association and exercising the powers of the Association;
 - (d) “Board Resolution” means:
 - (i) a resolution passed at a meeting of the Board by a simple majority of the votes cast by those directors entitled to vote at such a meeting
 - (ii) a resolution that has been submitted to all of the directors and consented to in writing by 75% of the directors who would have been entitled to vote on it in person at a meeting of the Board;
 - (e) “Board Policy Manual” means the written policies and procedures of governance, human relations and operations for the Association adopted by the Board from time to time;
 - (f) “bylaws” means the bylaws of the Association as filed in the office of the Registrar;
 - (g) “Chair” means a person elected to the office of Chair of the Association in accordance with these bylaws;
 - (h) “constitution” means the constitution of the Association as filed in the office of the Registrar;
 - (i) “Designated Organization” means a corporation or society incorporated in British Columbia that is not a Long Term Care Provider and that:
 - (i) is designated by WorkSafeBC as belonging within a classification unit that qualifies the corporation or society for membership in the Association; and

- (ii) is current in the payment of all obligations to WorkSafeBC;
- (j) “directors” means those persons who have been elected or appointed as directors in accordance with these bylaws and have not ceased to be directors, and a “director” means any one of them;
- (k) “discretion” means sole and uncontrolled discretion to the extent permitted by law;
- (l) “Income Tax Act” means the *Income Tax Act* of Canada, as amended from time to time;
- (m) “Long Term Care Provider” means a corporation or society incorporated in British Columbia that:
 - (i) provides long term care, continuing care and/or residential care;
 - (ii) is designated by WorkSafeBC as belonging within a classification unit that qualifies the corporation or society for membership in the Association; and
 - (iii) is current in the payment of all obligations to WorkSafeBC;
- (n) “members” means
 - (i) Long Term Care Providers;
 - (ii) Designated Organizations;
 - (iii) Those other corporations or individuals who have become members in accordance with these bylaws and have not ceased to be members,and a “member” means any one of them;
- (o) “ordinary resolution” means:
 - (i) a resolution passed at a general meeting of the Association by a simple majority of the votes cast by those members entitled to vote at such meeting; or
 - (ii) a resolution that has been submitted to all of the members and consented to in writing by 75% of the members who would have been entitled to vote on it in person at a general meeting of the Association;
- (p) “Registrar” means the Registrar of Companies of the Province of British Columbia;
- (q) “Secretary” means a person elected to the office of Secretary of the Association in accordance with these bylaws;

- (r) “Society Act” means the *Society Act* R.S.B.C. 1996, c. 433 as amended from time to time;
- (s) “special resolution” means:
 - (i) a resolution passed at a general meeting of the Association by a majority of not less than 75% of the votes cast by those members entitled to vote at such meeting; or
 - (ii) a resolution consented to in writing by every member who would have been entitled to vote in person at a general meeting of the Association.
- (t) “Transition Date” means the date referred to in section 5.6 when the permanent Board structure defined in section 5.7 is implemented in accordance with these bylaws;
- (u) “Treasurer” means a person elected to the office of Treasurer of the Association in accordance with these bylaws;
- (v) “Vice-Chair” means a person elected to the office of Vice-Chair of the Association in accordance with these bylaws.

1.2 Except where they conflict with the definitions contained in these bylaws, the definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws and the constitution.

PART II - MEMBERSHIP

2.1 The members of the Association are the members as at the date of adoption of these bylaws, Long Term Care Providers, Designated Organizations and those persons or corporations who subsequently have been accepted as members in accordance with these bylaws and, in either case, have not ceased to be members.

Long Term Care Providers and Designated Organizations shall become members without application to, or acceptance by, the Board or any other action and shall automatically cease to be members upon ceasing to be Long Term Care Providers or Designated Organizations as defined under these bylaws.

2.2 The Board in its discretion may accept applications for membership and admit into membership individuals or organizations having a connection to the Long Term Care industry. Persons or organizations accepted into membership under this section shall be non-voting members and shall pay such membership fees and comply with such requirements as may from time to time be prescribed by the Board.

2.3 Agreement with and commitment to the following Mission Statement and Guiding Principles shall be expected as a reasonable standard for the members of the Association.

(a) **Mission Statement:** to promote safe and healthy workplaces across BC's long term care sector by providing training to reduce the severity and overall number of injuries among long term care workers and thereby lowering costs related to injuries in the workplace.

(b) **Guiding Principles:** The Association intends to achieve its mission through the following guiding principles:

- (i) Openness and transparency
- (ii) Providing value for money
- (iii) Ensuring access to programs/services across BC
- (iv) Collaborating with long term care industry associations in a cooperative and supportive manner
- (v) Partnerships with key stakeholders
- (vi) Focusing on evidence based programs and initiatives
- (vii) Constantly innovating and sharing best practices

2.4 There shall be no annual membership dues payable by Long Term Care Providers and Designated Organizations. The Board may by Board Resolution prescribe membership fees to members admitted pursuant to section 2.2.

2.5 A member other than a Long Term Care Provider or Designated Organization may withdraw from the Association by delivering its resignation in writing to the secretary of the Association or delivering the resignation to the address of the Association.

2.6 A member other than a Long Term Care Provider or Designated Organization shall immediately cease to be a member of the Association:

(a) upon the date which is the later of the date of delivering the member's resignation in writing to the secretary of the Association or to the address of the Association and the effective date of the resignation stated therein; or

(b) on being expelled.

2.7 A member other than a Long Term Care Provider or Designated Organization may be expelled by a two-thirds (2/3rds) majority vote of the members. The Board shall give to a member notice in writing not less than seven (7) days prior to a meeting at which a proposed resolution to expel him or her from membership in the Association will be considered and such notice shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion and the directors may give the membership similar notice thereof. The member that is the subject of the proposed resolution shall be given an opportunity to be heard at the members meeting before the resolution is put to a vote.

All members of the Association agree that any of the following shall be full and sufficient reasons for expulsion from membership in the Association:

- (a) immoral or unethical conduct occurring under the auspices of the Association;
- (b) failure to be in good standing as described in bylaw 2.8.

2.8 All members meeting the definition of Long Term Care Provider and Designated Organization under these bylaws are deemed to be in good standing. All other members are in good standing except a member that has not paid the prescribed membership fee or who the Board, in its discretion, determines is no longer committed to furthering the objects of the Association as set out in the constitution.

2.9 The membership of a person or corporation in the Association is not transferable.

2.10 Each corporate member of the Association shall by written instrument delivered to the Association, appoint a person to represent the member and, where the member is a voting member, vote on behalf of the member for a specific or unlimited term, and in the same manner, may terminate such appointment. The written instrument for appointment of a representative shall be in the form following, but may also be in any other form that the Board shall in its discretion approve:

To: SafeCare BC Health and Safety Association (the "Association")

The undersigned, being a corporate member of the Society, hereby appoints [insert name of representative] as its representative to attend at and, if the corporate member is a voting member, vote at all general meetings of the Association for [insert specific of time] or until such time as this appointment is revoked in writing by the undersigned.

Signed this _____ day of _____, _____

Name of Corporate Member

per: _____
Authorized signatory

PART III - MEETINGS OF MEMBERS

3.1 The general meetings of the Association shall be held at such time and place, in accordance with the *Society Act*, as the Board shall decide.

3.2 Every general meeting other than an annual general meeting is an extraordinary general meeting.

- 3.3 The Board may, whenever it thinks fit, convene an extraordinary general meeting.
- 3.4 The Association shall give not less than 14 days written notice of a general meeting to its members entitled to receive notice; but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.
- 3.5 Notice of a general meeting shall specify the place, the day and the hour of the meeting.
- 3.6 The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate the proceedings at that meeting.
- 3.7 An annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

PART IV - PROCEEDINGS AT GENERAL MEETINGS

- 4.1 Special business is:
 - (a) all business at an extraordinary general meeting except the adoption of rules of order; and
 - (b) all business that is transacted at an annual general meeting, except;
 - (i) the adoption of rules of order;
 - (ii) consideration of the financial statements;
 - (iii) consideration of the report of the directors;
 - (iv) consideration of the report of the auditor;
 - (v) the election of the directors;
 - (vi) the appointment of the auditor; and
 - (vii) such other business that, under these bylaws or any governing statutes, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors if the report was issued with the notice of the meeting.
- 4.2 No business, other than the election of a person to chair the meeting and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 4.3 If at 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.
- 4.4 A quorum at a general meeting is fifty (50) members.

- 4.5 If within 15 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 15 minutes from the time appointed for the meeting, the members present shall constitute a quorum.
- 4.6 The Chair of the Association shall, subject to a Board Resolution appointing another person, chair all general meetings; but if at any general meeting the Chair, or such alternate person appointed by a Board Resolution, is not present within fifteen (15) minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Vice-Chair shall chair the meeting, provided further that if the Chair, alternate or Vice-Chair is not present within fifteen (15) minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the members present may choose one of their number to chair that meeting.
- 4.7 If a person presiding as chair of a general meeting wants to step down as chair for all or part of that meeting, he or she may designate the Vice-Chair or, if the Vice-Chair is unavailable or unwilling to act as chair an alternate, to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of the majority of the members present at such meeting, he or she may preside as chair.
- 4.8 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.
- 4.9 It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 14 days, in which case notice of the adjourned meeting shall be given as in the case of the original meeting.
- 4.10 All resolutions proposed at a general meeting must be seconded. The person chairing such a meeting may move or propose a resolution.
- 4.11 Any issue at a general meeting which is not required by these bylaws or the *Society Act* to be decided by a special resolution shall be decided by an ordinary resolution.
- 4.12 A member in good standing, other than a non-voting member, is entitled to one vote.
- 4.13 The person chairing a general meeting may vote but, if he or she does so and the result is a tie, the person chairing a general meeting shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.

- 4.14 Voting shall be by show of hands or voice vote recorded by the secretary of the meeting; except that, at the request of any five members present at the meeting, a secret vote by written ballot shall be required.
- 4.15 Voting by proxy is permitted in accordance with the provisions of the Board Policy Manual.
- 4.16 A resolution in writing which is identified as an ordinary resolution and has been submitted to all the members and signed by a minimum of 75% of the members who would have been entitled to vote on it in person at a general meeting of the Association is as valid and effectual as an ordinary resolution as if it had been passed at a meeting of members duly called and constituted and shall be deemed to be an ordinary resolution in writing. Such ordinary resolution shall be filed with minutes of the proceedings of the members and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.
- 4.17 A resolution in writing which is identified as a special resolution and has been signed by all the members who would have been entitled to vote on it in person at a general meeting of the Association is as valid and effectual as a special resolution as if it had been passed at a meeting of members duly called and constituted and shall be deemed to be a special resolution. Such a resolution may be in two or more counterparts which together shall be deemed to constitute one special resolution in writing. Such special resolution shall be filed with the minutes of the proceedings of the members and shall be deemed to be passed on the date stated, on the latest date stated on any counterpart.

PART V - DIRECTORS

- 5.1 The Board may exercise all such powers and do all such acts and things as the Association may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the members in general meeting, but subject, nevertheless, to the provisions of:
- (a) all laws affecting the Association;
 - (b) these bylaws; and
 - (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Association in general meeting.
- 5.2 No rule made by the Association in general meeting invalidates a prior act of the Board that would have been valid if that rule had not been made.
- 5.3 The property and the affairs of the Association shall be managed by the Board.
- 5.4 Directors shall wholeheartedly accept, adopt, and subscribe in writing to the purposes of the Association as set out in the constitution and the Mission Statement and Guiding

Principles of the Association as stated in section 2.4 prior to being elected or appointed as a director and thereafter on an annual basis in advance of each year of service as a director.

5.5 The number of directors shall be the number in office as at the date of adoption of these bylaws and subsequently as at the Transition Date the number specified in section 5.7.

5.6 The directors in office as at the date of adoption of these bylaws shall be an interim Board (the “Interim Board”) and shall take such steps as are necessary to implement the permanent Board structure defined in section 5.7. The date of implementation of the permanent Board structure (“the Transition Date”) shall take place on or before November 30, 2014.

5.7 **Permanent Board Structure.**

On the Transition Date the permanent Board structure shall be implemented. The Board on the Transition Date shall consist of 9 directors, five of whom shall be elected by the voting members and four of whom shall be appointed as provided below.

Not-for-profit employer representative: The position of Not-for-profit employer representative shall be an elected position with candidates limited to persons having a senior leadership role with a not-for-profit organization providing long term residential care.

Private employer representative: The position of Private employer representative shall be an elected position with candidates limited to persons who are for-profit long term care facility owners or operators having a business background.

Professional (medical/legal) representative: The position of Professional (medical/legal) representative shall be an elected position with candidates limited to persons who are long term care facility owners or managers having a medical or legal background.

At Large Director (Employer): The position of At Large Director (Employer) shall be an elected position with candidates limited to persons who are long term care facility owners or operators having a business background.

At Large Director (Frontline Worker): The position of At Large Director (Frontline Worker) shall be an elected position with candidates limited to persons who are frontline workers actively employed in a long term care facility.

Industry association representatives: Two industry association representatives will be appointed as directors of the Association, one by the Denominational Health Association and the other by the BC Care Providers Association, and both in accordance with the Board Policy Manual.

Employee representatives: Two employee representatives will be appointed as directors of the Association by unions representing employees in the long term care sector in accordance with the Board Policy Manual.

- 5.8 Elected directors shall be elected at an extraordinary member meeting to be organized by the Interim Board on the Transition Date. Thereafter elected directors shall be elected by the members at the annual general meeting as provided in these bylaws.
- 5.9 Appointed directors shall be appointed in writing by the organizations having the right to appoint a representative as set out in section 5.7 and the Board Policy Manual provided that all appointed directors must comply with the requirements in section 5.4. The Interim Board shall take all reasonable steps in advance of the Transition Date to confirm the Appointed Directors to take office on the Transition Date. After the Transition Date the Board shall take all reasonable steps in advance of each annual general meeting to confirm the Appointed Directors to take office or to continue in office at each annual general meeting in accordance with the Board Policy Manual.
- 5.10 Upon the election of elected directors on the Transition Date and the confirmation of appointed directors by the Interim Board on the Transition Date the members of the Interim Board shall automatically cease to be directors.
- 5.11 Directors elected by the members at a general meeting shall take office commencing at the close of such meeting.
- 5.12 Elections for elected directors shall normally be held at the annual general meeting and the term of office of elected directors shall normally be two (2) years. 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 at which such director was elected. If, however, the director was elected at an extraordinary general meeting his or her term of office shall be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting.
- 5.13 Elected directors may be elected to a maximum of two (2) successive terms of two (2) years after which a director must cease in office for at least one (1) year before again being eligible for election as a director.
- 5.14 In elections where there are more candidates than vacant positions for elected directors, 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.
- 5.15 No member shall vote for more elected directors than the number of vacant positions for elected directors. Any ballot on which more names are voted for than there are vacant positions shall be deemed to be void.

- 5.16 A person need not be a member of the Association to be eligible to be a director of the Association.
- 5.17 Every elected director serving a term of office shall retire from office at the close of the annual general meeting in the year in which his or her term expires; but if no successor is elected and the result is that the number of directors would fall below three, the person previously elected as director shall continue to hold office until such time as successor directors are elected.
- 5.18 The members may by ordinary resolution remove a director before the expiration of such director's term of office and may elect a person as a replacement director if the director was an elected director subject to these bylaws and determine the term of such replacement director. In the case of the removal of an appointed director, the organization entitled to appoint the removed director under section 5.7 shall appoint a replacement director subject to these bylaws and the Board Policy Manual.
- 5.19 Notwithstanding the foregoing bylaws, if an elected director ceases to hold office during his or her term for any reason other than removal by ordinary resolution, the Board may appoint a person as a replacement director to take the place of such director until the next annual general meeting.
- 5.20 No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of directors in office.
- 5.21 A person shall immediately cease to be a director of the Association:
- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the Secretary or to the address of the Association and the effective date of the resignation stated therein; or
 - (b) upon his or her death;
 - (c) upon being removed by an ordinary resolution; or
 - (d) in the case of an appointed director upon being replaced by the organization entitled to appoint such director under section 5.7 subject to these bylaws.
- 5.22 The directors shall serve as directors without remuneration and no director shall directly or indirectly receive any profit from his position as a director; provided that a director may be paid reasonable expenses incurred by him or her in the performance of his or her duties.
- 5.23 The Board shall have the power to make expenditures and loans whether or not secured or interest bearing for the purpose of furthering the purposes of the Association. The Board shall also have the power to enter into trust arrangements or contracts on behalf of the Association for the purpose of discharging obligations or conditions either imposed

by a person donating, bequeathing, advancing or lending funds or property to the Association, or assumed by the Association 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.

- 5.24 The Board shall take such steps as it deems necessary to enable the Association to receive donations, bequests, funds, property, trusts, contracts, agreements and benefits for the purposes of furthering the purposes of the Association. The Board in its sole and absolute discretion may refuse to accept any donation, bequest, trust, loan, contract or property.
- 5.25 In investing the funds of the Association, 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 in its opinion are prudent. Subject to the provisions of the *Society Act*, a director shall not be liable for any loss which may result from any such investment.

PART VI - PROCEEDINGS OF THE BOARD

- 6.1 A meeting of the Board may be held at any time and place determined by the Board, provided that 5 days' notice of such meeting shall be sent in writing to each director. However, no formal notice shall be necessary if all directors were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the secretary of the Association.
- 6.2 The Board may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors in office at the time when the meeting convenes.
- 6.3 The Chair of the Association shall, subject to a Board Resolution appointing another person, chair all meetings of the Board, but if at any Board meeting the Chair or such alternate person appointed by a Board Resolution is not present within fifteen (15) minutes after the time appointed for the meeting, or requests that he or she not chair that meeting, the Vice-Chair shall chair the meeting, provided further that if the Chair, alternate or Vice-Chair is not present within fifteen (15) minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the directors present may choose one of their number to chair that meeting.
- 6.4 If the person presiding as chair of a meeting of the Board wants to step down as chair for all or part of that meeting, he or she may designate the Vice-Chair or, if the Vice-Chair is unavailable or unwilling to act as chair, an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the directors present at such meeting, he or she may preside as chair.

- 6.5 Any three (3) directors may at any time, and the Secretary on the request of any three (3) directors shall, convene a meeting of the Board.
- 6.6 For the purposes of the first meeting of the Board held immediately following the election of a director or directors at an annual or other general meeting, it is not necessary to give notice of the meeting to the newly elected director or directors for the meeting to be properly constituted.
- 6.7 All resolutions proposed at a meeting of the Board must be seconded. The person chairing a meeting may move or propose a resolution.
- 6.8 Any issue at a meeting of the Board which is not required by these bylaws or the *Society Act* to be decided by a resolution requiring more than a simple majority shall be decided by a Board Resolution.
- 6.9 The person chairing a meeting may vote but, if he or she does so and the result is a tie, he or she shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.
- 6.10 Voting shall be by show of hands or voice vote recorded by the secretary of the meeting except that, at the request of any one director, a secret vote by written ballot shall be required.
- 6.11 A Board Resolution in writing which has been deposited with the Secretary is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such Board Resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with minutes of the proceedings of the Board and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.
- 6.12 A director who contemplates being or is temporarily absent from British Columbia may, by letter, facsimile or e-mail, send or deliver to the address of the Association a waiver of notice of any meeting of the Board for a period not longer than one year and may, at any time, withdraw the waiver in like manner. 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, notice of which has not been given to that director shall, if a quorum is present, be valid and effective.
- 6.13 The following five (5) representatives shall effective the Transition Date be entitled to receive notice of, to attend at, and to participate in, meetings of the Board, but shall not be entitled to vote at meetings of the Board and shall not be directors of the Association for the purposes of the *Society Act*. The representative identified below may be excluded from *in camera* sessions of the Board in the discretion of the Board.

Home Support Employer Representative: this representative shall be an individual with a senior leadership role with an organization providing home support services and be appointed initially by the Interim Board and then be elected annually by the members at the annual general meeting.

Human Resource Services Representative: this representative shall have a human resource background and be appointed initially by the Interim Board and then be elected annually by the members at the annual general meeting.

SafeCare BC Health and Safety Association Executive Director: appointed by the Board pursuant to part 10 of these bylaws.

British Columbia Care Providers Association Chief Executive Officer

Worksafe BC representative: this representative will be appointed in writing by Worksafe BC

PART VII - COMMITTEES

- 7.1 The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of directors as it thinks fit.
- 7.2 A committee, in the exercise of the powers delegated to it, shall conform to any rules that may from time to time be imposed by the Board, and shall report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board directs.
- 7.3 The members of a committee may meet and adjourn as they think proper and meetings of committees shall be governed *mutatis mutandis* by the rules set out in these bylaws governing proceedings of the Board.
- 7.4 There may be a Finance and Audit Committee consisting of three (3) directors elected at the first regular board meeting during each membership year. All members of the Finance and Audit Committee shall be at arm's length and a majority of the members of the Finance and Audit Committee shall constitute a quorum. The Board shall appoint the chairperson of the Finance and Audit Committee and the Finance and Audit Committee may appoint its own secretary. In addition to advising the Board in regard to all the financial aspects of the Association's operations, the responsibility of the Finance and Audit Committee shall include making recommendations to the board regarding the annual and periodic budgets and the financial statements of the Association and the reports and activities of the auditor. A Finance and Audit Committee member may be removed by a majority vote of the directors.

- 7.5 There shall be an Executive Committee consisting of the Chair, Vice-Chair, Secretary and Treasurer and any other directors appointed by the Board.
- 7.6 Subject to the control of the Board, the Executive Committee shall have power to transact all business of the Association in the interim between meetings of the Board. The Executive Committee shall meet at the call of the chair of the Executive Committee.
- 7.7 There shall be a Governance Committee consisting of three (3) directors elected at the first regular Board meeting during each membership year. At least two (2) of the directors elected to serve on the Governance Committee shall be elected directors and the members of the Governance Committee shall be at arm's length and a majority of the members shall constitute a quorum. The Governance Committee shall appoint the chairperson and secretary of the Governance Committee, both subject to Board approval. The responsibility of the Governance Committee shall include recruiting directors who reflect the mission and goals of the Association and the diversity of the community, assessing the qualifications of candidates for election as directors and nominating a list of directors for election by the members of the Association. No person shall be eligible for election as a director of the Association unless first approved by the Governance Committee. The Governance Committee shall also oversee and coordinate the process of the appointment of appointed directors. The Governance Committee shall also be responsible for the Bylaws, Board ethics, Board operating policies, Board development and retention, evaluation, accountability and conflict resolution related to governance of the Association. A Governance Committee member may be removed by a majority vote of the directors.
- 7.8 The Board may create such standing and special committees as may from time to time be required. Any such committee shall limit its activities to the purpose or purposes for which it is appointed, and shall have no powers except those specifically conferred by a Board Resolution. 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 shall automatically be dissolved.

PART VIII - DUTIES OF OFFICERS

- 8.1 At the first meeting of the Board held after an annual general meeting, the Board shall elect from among the directors a Chair, Vice Chair, Secretary, and Treasurer who shall hold office until the first meeting of the Board held after the next following annual general meeting.
- 8.2 A director may be removed as an officer by a resolution passed at a meeting of the Board by a majority of not less than two-thirds of the directors present.
- 8.3 Should the Chair or any other officer for any reason not be able to complete his or her term, the Board shall elect a replacement without delay.

8.4 The Chair shall:

- (a) maintain regular communication with the Executive Director
- (b) provide the supervision and oversee the administration of the affairs of the Board and ensure that all policies and actions approved by the Board are duly and properly implemented;
- (c) prepare the agenda for all meetings of the Board and the Executive Committee;
- (d) provide the annual report for the Association to the members;
- (e) when present, preside at all meetings of the Board and of the members; and
- (f) carry out such other duties and powers as the Board may specify.

8.5 If the Chair is absent or is unable or refuses to act, the Vice-Chair shall, when present, preside at all meetings of the Board and of the members. The Vice-Chair shall have such other duties and powers as the Board may specify.

8.6 The Secretary shall be responsible for making the necessary arrangements for:

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

8.7 The Treasurer shall be responsible for making the necessary arrangements for:

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

8.8 If the Secretary is absent from any meeting of the Association or the Board, the directors present shall appoint another person to act as secretary at that meeting.

- 8.9 The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.
- 8.10 Notwithstanding the foregoing bylaws, the Board may appoint a secretary of the Board to be responsible for preparation and custody of minutes of meetings of the Board and the correspondence of the Board.

PART IX - SEAL

- 9.1 The Board may provide a common seal for the Association and it shall have power from time to time to destroy a seal and substitute a new seal in its place.
- 9.2 The common seal shall be affixed only when authorized by a resolution of the Board, and then only in the presence of the persons prescribed in the resolution or, if no persons are prescribed in the presence of any two directors.

PART X – EXECUTIVE DIRECTOR

- 10.1 The Board shall select and appoint an Executive Director of the Association for a fixed or indefinite term, and set the terms of his or her duties, responsibilities and employment.
- 10.2 The Executive Director shall be responsible for the oversight of all employees of the Association and the implementation of the policies of the Association as determined by the Board.

PART X - BORROWING

- 11.1 In order to carry out the purposes of the Association the Board may, on behalf of and in the name of the Association, and subject to the limitations contained within the *Income Tax Act*, raise or secure the payment or repayment of money in any manner it decides including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.
- 11.2 No debenture shall be issued without the authorization of a special resolution.
- 11.3 The members may by ordinary resolution restrict the borrowing powers of the Board.

PART XII - AUDITOR

- 12.1 This Part applies only where the Association is required or has resolved to have an auditor.

- 12.2 The first auditor shall be appointed by the Board which shall also fill any vacancy occurring in the office of auditor.
- 12.3 At each annual general meeting, the Association shall appoint an auditor to hold office until he or she is reappointed or his or her successor is appointed at the next following annual general meeting in accordance with the procedures set out in the *Society Act*.
- 12.4 An auditor may be removed by ordinary resolution in accordance with the procedures set out in the *Society Act*.
- 12.5 An auditor shall be promptly informed in writing of his appointment or removal.
- 12.6 No director or employee of the Association shall be auditor.
- 12.7 The auditor may attend general meetings.

PART XIII - NOTICES

- 13.1 A notice may be given to a member, either personally or by mail or by electronic mail or by facsimile to him or her at the address of that person as recorded in the register of members or the register of directors.
- 13.2 A notice sent by mail shall be deemed to have been given on the third day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle. In the case of notice by either electronic mail or facsimile, an acknowledgment of receipt by return facsimile or electronic mail shall be obtained from the member.
- 13.3 Notice of a general meeting shall be given only to:
 - (a) every member shown on the register of members on the day notice is given, and
 - (b) the auditor.

PART XIV - MISCELLANEOUS

- 14.1 The directors 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 the books of account, of the Association and minutes of the meetings of the Board shall be open to the inspection of members of the Association not being directors. In the absence of such determination by the members, the document, including the books of account, of the Association shall not be open to inspection by any member of the Association not being a director.

- 14.2 Any meeting of the Association, the Board, or any committee may also be held, or any member, director or member of the committee may participate in any meeting of the Association, the Board or any committee by conference call or similar communication equipment or device so long as all the members, directors, or persons participating in the meeting can hear and respond to one another. All such members, directors, or persons so participating in any such meeting shall be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing bylaws, shall be entitled to vote by a voice vote recorded by the secretary of such meeting.
- 14.3 The rules governing when notice is deemed to have been given set out in these bylaws shall apply *mutatis mutandis* to determine when a Board Resolution shall be deemed to have been submitted to all of the directors and when an ordinary resolution shall be deemed to have been submitted to all of the members.
- 14.4 The Association shall have the right to subscribe to, become a member of and to cooperate with any other Association, corporation or association whose purposes or objectives are in whole or in part similar to the Association's purposes.
- 14.5 Subject to an order of the Registrar pursuant to the *Society Act* stating that the Association is a "reporting Association" as defined under the *Society Act*, the Association shall be deemed not to be a "reporting Association".
- 14.6 The Association may establish and maintain one or more branch societies with the powers, not exceeding the powers of the Association, that the Association confers.
- 14.7 The Association shall be deemed not to be a subsidiary of any other Association or corporation.

PART XIV - INDEMNIFICATION

- 15.1 Subject to the provisions of the *Society Act*, each director or officer of the Association who has properly undertaken or is about to undertake any liability on behalf of the Association or any Association controlled by it and their heirs, executors, administrators or personal representatives respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:
- (a) all costs, charges, and expenses whatsoever which such director or officer of the Association actually and reasonably sustains or incurs in or about any action, suit, or proceeding which is brought, commenced, or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; and

- (b) all other costs, charges, and expenses which he actually and reasonably sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by his own willful neglect or default

provided that:

- (c) the director or officer of the Association acted honestly and in good faith with a view to the best interests of the Association; and
- (d) in the case of criminal or administrative proceedings, the director or officer of the Association had reasonable grounds for believing that their conduct was lawful.

15.2 The Association may purchase and maintain insurance for the benefit of any or all directors or officers against personal liability incurred by any such person as a director or officer.

PART XVI - BYLAWS

16.1 On being admitted to membership, each member is entitled to and upon request the Association shall provide him or her with a copy of the constitution and bylaws of the Association.

16.2 These bylaws shall not be altered or added to except by Board Resolution and special resolution.

Dated this 17 day of April, 2014.