

**FIRST NATIONS HEALTH DIRECTORS ASSOCIATION
CONSTITUTION AND BYLAWS**

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SOCIETY ACT

CONSTITUTION

1. The name of the Association is “First Nations Health Directors Association”.
2. The purpose of the Association is to provide a forum for First Nations Health Directors to advance health planning and service delivery on behalf of First Nations in British Columbia, through two key functions – acting as a professional development and training body for First Nations Health Directors and serving as a tri-partite partner in the First Nations health governance structure. This includes, but is not limited to:
 - (a) providing technical advice and strategic feedback while respecting First Nations governance with the aim of shaping health policy and systems transformation;
 - (b) supporting First Nations Health Directors in the development and implementation of health plans;
 - (c) creating a system for networking, knowledge, information sharing and communication;
 - (d) providing opportunities for First Nations Health Directors to engage in professional development, training and mutual support initiatives;
 - (e) supporting the implementation of the "Transformative Change Accord: First Nations Health Plan" and the "Tripartite First Nations Health Plan"; and
 - (f) doing all things incidental or conducive to the attainment of the above purposes in the Association’s role as a pillar partner.
3. The above purposes of the Association shall be carried out without purpose of gain for its Members. Any income, profits or other accretions to the Association shall be used for promoting its purposes.
4. In the event of the winding up or dissolution of the Association, the funds and assets of the Association remaining after the satisfaction of its debts and liabilities shall be given or transferred to an entity or entities having the same or similar purposes to those of the Association. If this cannot be done, such funds and assets shall be given or transferred to a non-profit organization, a Registered Charity or a “qualified donee” allowed under the provisions of *Income Tax Act* of Canada. The recipient of such funds and assets shall be chosen by Ordinary Resolution of the Members of the Association. This provision is alterable.
5. Paragraphs 3 and 5 of the Constitution are unalterable in accordance with the *Society Act*.

SOCIETY ACT**FIRST NATIONS HEALTH DIRECTORS ASSOCIATION
BYLAWS****PART 1 - INTERPRETATION****1.1 Definitions**

In these Bylaws, unless the context otherwise requires,

- (a) "Association" means the First Nations Health Directors Association;
- (b) "Bylaws" means the bylaws of the Association;
- (c) "Constitution" means the constitution of the Association;
- (d) "Directors" means the directors of the Association from time to time;
- (e) "First Nation Entity" means a British Columbia First Nation or Band, Tribal Council or society established by one or more First Nations or Bands for the benefit of those First Nations or Bands;
- (f) "First Nations Health Director" means an individual who is:
 - (i) the most senior employee or contractor employed as a health director, health manager or health lead by a First Nation Entity; and
 - (ii) responsible for the day-to-day management, administration and delivery of health programs and services for a First Nation Entity;
- (g) "Members" means the members of the Association from time to time;
- (h) "Members meeting" has the same meaning as "general meeting" and "annual Members meeting" has the same meaning as "annual general meeting" under the Society Act;
- (i) "Officers" means the president, vice-president, secretary and treasurer of the Association, together with such other officers as may be appointed from time to time by the Directors;
- (j) "Ordinary Resolution" means an ordinary resolution of the Members as defined in the Society Act;
- (k) "Region" means one of the five regions referred to in section 2.3;
- (l) "Society Act" means the Society Act of British Columbia from time to time in force and all amendments to it; and
- (m) "Special Resolution" means a special resolution of the Members as defined in the Society Act.

1.2 Society Act

The definitions contained in the *Society Act* shall, with the necessary changes and so far as applicable, apply to these Bylaws.

1.3 Singular and Plural

Words importing the singular include the plural and vice versa; and words importing a male person include a female person.

1.4 Headings and Table of Contents

The headings and table of contents in these Bylaws are inserted for convenience of reference only and shall not be deemed to form part of these Bylaws.

PART 2 - MEMBERSHIP

2.1 Members

The Members are the applicants for incorporation of the Association and those persons who subsequently have become Members in accordance with these Bylaws and, in either case, have not ceased to be Members.

2.2 Corporations Excluded

No corporation shall be a Member.

2.3 Regions

Each of the Members must be identified as belonging to one of the following five Regions in British Columbia:

- (a) Vancouver Coastal Region;
- (b) Vancouver Island Region;
- (c) Fraser Region;
- (d) Interior Region; and
- (e) North Region.

The geographical boundaries of the five Regions are outlined in the map attached as schedule A.

2.4 Eligibility for Membership

Any individual who is a First Nations Health Director may apply to become a Member.

2.5 Application to Become a Member

Subject to sections 2.15 and 2.16, an individual who is eligible in accordance with section 2.4 may apply to the Directors to become a Member by submitting an application identifying the region to which they belong, together with:

- (a) a letter from a First Nation Entity confirming that they are employed as their First Nation Health Director; and
- (b) any prescribed membership dues.

2.6 Review of Applications for Membership

The Directors will review the applications by individuals to become Members. Where an application for membership is in order and the individual is eligible in accordance with section 2.4, the Directors will approve the application. If there is any uncertainty about which Region a Member should belong to, the Directors will make a determination with respect to this matter. Upon the Directors approving the application, the individual is accepted as a Member.

2.7 Entering Name on Register

The name of any individual accepted as a Member in accordance with section 2.6 shall be entered in the register of Members upon his or her acceptance. The Region to which a Member belongs must also be noted in the register.

2.8 Obligations of Membership

Every Member shall:

- (a) uphold the Constitution;
- (b) comply with these Bylaws;
- (c) pay any applicable membership dues by April 30 of each year; and
- (d) provide an annual confirmation letter from a First Nation Entity confirming that they are employed as their First Nation Health Director by March 1 of each year.

2.9 Annual Membership Dues

The Members may, by Ordinary Resolution, establish a fee schedule of annual membership dues, which may include different fee levels for specific categories of Members and other associated individuals.

2.10 Change of Member's Region

If a Member becomes employed as a First Nations Health Director in another Region, the Member must notify the Association of this change and the register of Members must be updated accordingly.

2.11 Termination of Membership

An individual shall cease to be a Member:

- (a) when he or she delivers his or her resignation in writing to the secretary or to the address of the Association;
- (b) when he or she dies;
- (c) upon the Association receiving written notice from a First Nation Entity stating that the individual is no longer employed as their First Nation Health Director or is currently on leave for a period of time that is estimated to be longer than three months or indefinite;
- (d) upon having been a Member not in good standing for a period of 60 days; or
- (e) upon being expelled in accordance with section 2.12.

2.12 Expulsion

A Member may be expelled by a Special Resolution of the Members passed at a Members meeting of the Association. The notice with respect to a Members meeting at which a Special Resolution for expulsion will be considered shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion. The Member that is the subject of the proposed Special Resolution for expulsion shall be given the opportunity to be heard at the Members meeting before the Special Resolution is put to a vote.

2.13 Good Standing

All Members are in good standing except a Member who has:

- (a) failed to pay any current annual membership dues or any other debt owing by him or her to the Association; or
- (b) not provided the annual confirmation letter required under section 2.8(d) by April 30.

A Member remains not in good standing so long as those fees or that debt remain unpaid or that annual confirmation letter has not been provided.

2.14 Member Not in Good Standing

If a Member is not in good standing, they may not:

- (a) vote at a Members' or Directors' meeting;
- (b) be appointed as a Director; or
- (c) be reimbursed for attending a Members' meeting or a Directors' meeting.

2.15 Former Member may Reapply for Membership

An individual who has ceased to be a Member in accordance with subsection 2.11 (a), (c) or (d) may reapply to become a Member if they meet the requirements of sections 2.4 to 2.6 and have repaid any debt they owe to the Association.

2.16 Expelled Member may Reapply for Membership

An individual who has been expelled in accordance with section 2.12 and ceased to be a Member in accordance with subsection 2.11(e) may reapply to become a Member if:

- (a) at least one year has passed since they were expelled;
- (b) the Directors have passed a resolution in support of their reapplication;
- (c) they meet the requirements of sections 2.4 to 2.6; and
- (d) they have repaid any debt they owe to the Association.

PART 3 - DIRECTORS

3.1 Number of Directors

There shall be no more than fifteen (15) Directors.

3.2 Regional Representation

The Directors shall be selected as follows:

- (a) the Members from the Vancouver Coastal Region will select three (3) Directors;
- (b) Members from the Vancouver Island Region will select three (3) Directors;
- (c) the Members from the Fraser Region will select three (3) Directors;
- (d) the Members from the Interior Region will select three (3) Directors; and
- (e) the Members from the North Region will select three (3) Directors.

3.3 Selection Procedures

Each Region may adopt its own procedures for selecting Directors and filling any vacant Directors' positions, provided that such procedures are consistent with these Bylaws.

3.4 Qualification for Directors

A Director must be a Member in good standing.

3.5 Appointment of Directors

The Members shall, by Ordinary Resolution, appoint a person selected in accordance with sections 3.2 and 3.3 as a Director.

3.6 Obligations of Directors

Every Director shall:

- (a) uphold the Constitution; and
- (b) comply with these Bylaws.

3.7 Term of Office

A Director's term of office will expire:

- (a) at the conclusion of the second annual Members meeting of the Association following his or her appointment as a Director; or
- (b) when he or she ceases to be a Member in accordance with section 2.11,

whichever is sooner.

3.8 Reappointment

A Director may be reappointed for one or more terms.

3.9 Termination or Removal of Directors

The term of office of a Director shall cease upon:

- (a) the expiry of his or her term of office in accordance with section 3.7;
- (b) delivering his or her resignation in writing to the secretary or to the address of the Association;
- (c) his or her death;
- (d) ceasing to be a Member;
- (e) missing two consecutive scheduled Directors meetings without authorization from the Directors; or
- (f) the Members passing a Special Resolution removing him or her, after making a determination that it is in the best interest of the Association to do so.

3.10 Filling Temporary Vacancies

If a Director's term of office ends in accordance with section 3.9 (b) to (f), the Directors shall appoint a Member from the Region that selected the Director, taking into account the procedures adopted by that Region for selecting Directors. A Director that has been appointed in accordance with this section shall hold office until the following annual Members meeting of the Association.

PART 4 - DUTIES OF DIRECTORS

4.1 Duties

The Directors may exercise all the powers and do all the acts and things that the Association may exercise and do, which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Association at a Members meeting, subject to:

- (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 at a Members meeting.

4.2 Rules

No rule, made by the Association at a Members meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.

4.3 Oath of Office

A Director is required to sign an oath of office for Directors that is approved by the Directors.

4.4 Additional Duties

A Director shall:

- (a) act honestly and in good faith and in the best interests of the Association; and
- (b) exercise the care, diligence and skill of a reasonably prudent person

in exercising the powers and performing the functions of a Director.

4.5 Disclosure of Interest

A Director who is, directly or indirectly, interested in a proposed contract or transaction with the Association must:

- (a) fully and promptly disclose the nature and extent of his or her interest to the other Directors;
- (b) immediately withdraw from the meeting or part of the meeting during which the matter is under consideration;
- (c) not attempt in any way, whether before, during or after the meeting, to influence the opinion or vote of the Directors or committee members on any question in respect of the matter;
- (d) not attempt in any way to influence the Directors, committee members, employees or contractors in carrying out their duties in respect of the matter; and

- (e) comply with the requirements of the *Society Act* and any conflict of interest policy adopted by the Directors.

PART 5 - MEETINGS OF MEMBERS

5.1 Time and Place

Members meetings of the Association shall be held at such time and place, in accordance with the *Society Act*, as the Directors decide.

5.2 Extraordinary Members Meeting

Every Members meeting of the Association, other than an annual Members meeting, is an extraordinary Members meeting.

5.3 Calling of Members Meetings

The Directors may call a Members meeting of the Association whenever they consider it necessary. The Directors shall, on the receipt of a requisition from at least 10% of the Members in good standing, call a Members meeting. Any such requisition, and the meeting to be called pursuant thereto, shall comply with the provisions of the *Society Act*.

5.4 Notice

- (a) Subject to section 5.5, not less than 30 days' and not more than 60 days' written notice of a Members meeting of the Association shall be given to every Member shown on the register of Members on the day notice is given and to the auditor, if Part 18 applies. Such notice shall specify the time and place of the meeting and, in the case of special business, the general nature of that business.
- (b) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the Members entitled to receive notice shall not invalidate proceedings at that meeting.
- (c) Where it is proposed that a Special Resolution be passed at a Members meeting, the written notice of the meeting shall set out the text of such Special Resolution.

5.5 Waiver of Notice

Members may waive or reduce the period of notice for a particular Members meeting of the Association by unanimous consent in writing.

5.6 Annual Members Meetings

The first annual Members meeting of the Association shall be held not more than 15 months after the date of incorporation of the Association and after that an annual Members meeting shall be held at least once every calendar year within six months of the Association's fiscal year-end and not more than 15 months after holding the last annual Members meeting.

5.7 Business at Annual Members Meetings

The following business must be conducted at an annual Members meeting of the Association:

- (a) the consideration of the financial statements;
- (b) the report of the Directors;
- (c) the report of the auditor, if any;
- (d) the appointment of Directors;
- (e) the appointment of the auditor, if any; and
- (f) such other business that, under these Bylaws, ought to be transacted at an annual Members meeting or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting.

PART 6 - PROCEEDINGS AT MEMBERS MEETINGS

6.1 Special Business

Special business is:

- (a) all business that is transacted at an annual Members meeting of the Association, except:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the Directors;
 - (iv) the report of the auditor, if any;
 - (v) the appointment of Directors;
 - (vi) the appointment of the auditor, if any; and
 - (vii) such other business that, under these Bylaws, ought to be transacted at an annual Members meeting or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting; and
- (b) all business at an extraordinary Members meeting of the Association, except the adoption of rules of order.

6.2 Quorum

The chair shall declare that a quorum of Members is present at a Members meeting of the Association if at least 20% of the Members in good standing are present.

6.3 Lack of Quorum

- (a) No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a Members meeting of the Association at a time when a quorum is not present.

- (b) If at any time during a Members 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.
- (c) If within 30 minutes from the time appointed for a Members meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be terminated; but in any other case shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present constitute a quorum.

6.4 Chair

The president or, in his or her absence, the vice-president shall preside as chair of a Members meeting of the Association. If both the president and the vice-president are not present, those Directors who are present shall appoint a chair from among themselves to chair the meeting.

6.5 Adjournments

- (a) The chair of a Members meeting of the Association may, with the consent of the majority of Members at a meeting at which a quorum is present, and shall, if so directed by the majority of Members at the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- (c) Except as provided in this section, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned Members meeting.

6.6 Resolutions

Only a resolution that has been moved and seconded may be brought forward for consideration by the Members. The chair of a meeting shall be entitled to move or propose a resolution. The Directors may by resolution adopt a process for providing notice, proposing, considering and adopting resolutions at Members meetings.

PART 7 - VOTES OF MEMBERS

7.1 Authority to Vote

Every Member in good standing present at a meeting of Members is entitled to one vote.

7.2 Votes

- (a) Prior to taking a vote, the Members will strive to achieve a consensus on any resolution before them.

- (b) All votes shall be taken by a show of hands except as otherwise provided in this section.
- (c) The chair may or, at the request of one or more Members, shall direct a secret ballot be taken rather than a vote by show of hands on any vote.
- (d) In the event of an equality of votes, the chair shall not have a casting or second vote in addition to the vote to which he or she may be entitled as a Member, and the resolution shall be deemed to be defeated.
- (e) Voting by proxy is permitted.

7.3 Resolutions in writing

A Special Resolution or an Ordinary Resolution consented to in writing in the manner required by the *Society Act* shall be as valid as if passed at a duly called and constituted Members meeting of the Association.

PART 8 - MEETINGS OF DIRECTORS

8.1 Time and Place

The Directors may meet together at such places as they think suitable to carry out their business, adjourn and otherwise regulate their meetings and proceedings as they consider necessary. The Directors may hold meetings, in whole or in part, by conference telephones, video conferencing or other communication facilities by means of which all Directors participating in the meeting can communicate with each other.

8.2 Requisition of Meetings of Directors

A meeting of Directors shall be called by the president promptly upon receipt of a requisition for such meeting signed by at least 3 Directors.

8.3 Notice

- (a) Not less than 30 days' written notice of any meeting of Directors, specifying the time and place of the meeting and the general nature of the business to be discussed, shall be given to all Directors.
- (b) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any Director shall not invalidate proceedings at that meeting.
- (c) For the first meeting of Directors held immediately following the appointment of a Director it is not necessary to give notice of the meeting to the newly appointed Director or Directors for the meeting to be duly constituted, if a quorum of the Directors is present.

8.4 Waiver of Notice

Directors may waive or reduce the period of notice for a particular meeting by unanimous consent in writing and may give such waiver before, during or after the meeting. An individual Director may waive notice of a meeting by written waiver given before or after a meeting.

8.5 Temporary Absence

A Director who may be absent temporarily from British Columbia may send or deliver to the secretary at the address of the Association a waiver of notice, which may be by letter, fax or email, of any meeting of the Directors and may, at any time, withdraw the waiver. Until the waiver is withdrawn:

- (a) no notice of meeting of Directors shall be sent to the Director; and
- (b) any and all meetings of the Directors, notice of which has not been given to that Director, shall, if a quorum of the Directors is present, be valid and effective.

PART 9 - PROCEEDINGS AT DIRECTORS MEETINGS

9.1 Quorum

The chair shall declare that a quorum of Directors is present at a Directors meeting if at least 50% plus one of the Directors are present. Directors participating by conference telephones, video conferencing or other communication facilities shall be considered part of the quorum. If a Director who was participating in a meeting, withdraws from the meeting in accordance with section 4.5(b), he or she shall be considered part of the quorum.

9.2 Lack of Quorum

No business, other than the election of a chair and the adjournment of the meeting, shall be transacted at any meeting of Directors unless a quorum was present at the commencement of the meeting and, unless adjourned, a meeting at which a quorum is not present shall be dissolved.

9.3 Chair

The president or, in his or her absence, the vice-president shall be the chair of all meetings of the Directors, but if the president and vice-president are not present within thirty minutes after the time appointed for the holding of the Directors meeting, one of the Directors elected by a majority of those Directors present shall be the chair of the meeting.

9.4 Adjournments

- (a) A meeting of Directors may be adjourned from time to time and 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.
- (b) Where a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- (c) Except as provided in this section, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

9.5 Resolutions

Only a resolution that has been moved and seconded may be brought forward for consideration by the Directors. The chair of a meeting shall be entitled to move or propose a resolution.

9.6 Further regulations

The Directors shall have the right by resolution to make such further regulations for the conduct of the proceedings of meetings of Directors as they may consider necessary.

9.7 Deficiencies

No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office nor if afterwards it shall be discovered that there was some defect in the appointment of any Director or that any Director was disqualified.

PART 10 - VOTES OF DIRECTORS

10.1 Votes

- (a) Prior to taking a vote, the Directors will strive to achieve a consensus on any resolution before them.
- (b) Each Director present in person or by means of a telephone or video conference, including the chair of the meeting, shall have one vote. For greater certainty, voting by proxy is not permitted at meetings of Directors.
- (c) All votes shall be taken by a show of hands or by other means as decided by the Directors participating in the meeting unless one or more Directors request a secret ballot.
- (d) Unless otherwise provided, a resolution is passed by a majority vote of Directors present at the meeting.
- (e) In the event of an equality of votes, the chair shall not have a casting or second vote, and the resolution shall be deemed to be defeated.

10.2 Resolutions in writing

A resolution in writing signed by all the Directors shall be as valid as if it had been passed at a duly called and constituted meeting of the Directors.

PART 11 - LIABILITY AND INDEMNITY OF DIRECTORS

11.1 Liability

The Directors shall not be relieved from the duty to act in accordance with the *Society Act* and these Bylaws nor from liability that by virtue of any rule of law would otherwise attach to a Director in respect of negligence, default, breach of duty or breach of trust.

11.2 Exoneration

Subject to section 11.1, the Directors are hereby exonerated from any loss that may arise through any bona fide application of the funds, property and assets of the Association for the purposes of the Association as set out in the Constitution.

11.3 Indemnity

The Association may, subject to the provisions of the *Society Act*, indemnify a Director or former Director and his or her heirs and personal representatives, against all costs, losses, damages, charges and monetary claims suffered or incurred by such Director which may arise in connection with the activities of the Association or the performance of his or her duties as a Director, if:

- (a) he or she acted honestly and in good faith with a view to the best interests of the Association and exercised the care, diligence and skill of a reasonably prudent person; and
- (b) with respect to any criminal or administrative proceedings, he or she had reasonable grounds for believing that his or her conduct was lawful.

11.4 No Duplication of Indemnity

The indemnity authorized by this Part shall be applicable only to the extent that such indemnity shall not duplicate any indemnity or reimbursement which a Director seeking indemnity hereunder has received or shall receive otherwise than by virtue of this Part.

11.5 Contracts of Indemnity

The Directors may from time to time cause the Association to enter into a contract to indemnify any Director, Officer, employee, agent or other person who has undertaken or is about to undertake any liability on behalf of the Association.

11.6 Insurance

The Directors may cause funds to be expended by the Association for the purchase and maintenance of insurance for the benefit of any person who is or was a Director, Officer, employee or agent of the Association against any liability incurred by such person in their capacity as such.

PART 12 - OFFICERS

12.1 President

The Directors shall appoint a president from among the Directors who shall:

- (a) preside at all meetings of the Directors and annual Members meetings of the Association;
- (b) supervise the other Officers in the execution of their duties; and
- (c) issue notices of meetings of the Directors.

12.2 Vice-President

The Directors shall appoint a vice-president who shall be a Director and who shall, in the absence of the president, preside at all meetings of the Directors and assume responsibility for any of the other duties of the president.

12.3 Treasurer

The Directors shall appoint a treasurer who shall be a Director and who shall be responsible for ensuring that:

- (a) the financial records, including books of account, necessary to comply with the Society Act are kept; and
- (b) financial statements are rendered to the Directors, Members and others when required.

12.4 Secretary

The Directors shall appoint a secretary who shall be a Director and who shall be responsible for ensuring that:

- (a) minutes of all meetings of the Association and Directors are kept; and
- (b) all filings and reports required under these Bylaws and the Society Act are made.

12.5 Absence of Secretary

In the absence of the secretary from a meeting, the Directors shall appoint another person to act as secretary at the meeting.

12.6 Secretary-Treasurer

The offices of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.

12.7 Terms of Appointment of Officers

All appointments of Officers under this Part shall be made upon such terms and conditions as the Directors may determine. Every such appointment shall be subject to termination at the pleasure of the Directors.

12.8 Reimbursement

A Director or Officer may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Association. The employer of a Director or Officer may, in accordance with such policies and rates as may be established by Ordinary Resolution, receive a partial wage recovery to compensate for time spent by their employee or contractor on behalf of the Association.

PART 13 - COMMITTEES

13.1 Delegation

- (a) The Directors may delegate any, but not all, of their powers to a committee or committees consisting of such Directors and other individuals as they consider necessary.
- (b) A committee shall, in the exercise of its powers, follow any rules that from time to time may be imposed on it by the Directors and shall report every act or thing done in exercise of those powers to the next meeting of the Directors.
- (c) The Directors may rescind or revoke any or all of the powers delegated to any committee at any time.

13.2 Proceedings of Committees

- (a) Subject to directions of the Directors, a committee shall determine its own procedures.
- (b) The members of a committee may meet and adjourn as they think proper.

PART 14 - CONTRACTS AND EXECUTION OF DOCUMENTS

14.1 Common Seal

The Directors may provide a common seal for the Association and they shall have the power from time to time to destroy it and substitute a new common seal in its place.

14.2 Use of Common Seal

The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the person or persons prescribed in the resolution or, if no persons are prescribed, then in the presence of any two of the Officers.

14.3 Contracts of the Association

No contract shall be entered into by the Association nor any documents executed on behalf of the Association without prior resolution of the Directors or of the committee of Directors to which the power to enter into a specific contract has been delegated, except as provided in section 14.5.

14.4 Execution of Documents

All documents signed and executed on behalf of the Association whether or not under seal, shall be signed by any two Officers in accordance with any resolutions of the Directors setting out the authority for executing documents, except as provided in section 14.5.

14.5 Delegation

The Directors may by resolution delegate to the president, other Officer or senior member of the Association's staff:

- (a) a general authority to commit the Association to contracts of a certain nature or value and to execute the same on behalf of the Association; or
- (b) the authority to execute specified contracts or other documents on behalf of the Association.

PART 15 - FINANCIAL RECORDS AND ACCOUNTING

15.1 Financial and Other Reports

- (a) The Directors shall cause to be kept all reports, including financial reports, required by law to be prepared by the annual Members meeting of the Association.
- (b) The Directors, on behalf of the Association, shall file all financial and other reports that have to be filed after the annual Members meeting of the Association as required by the Society Act and Income Tax Act or other applicable law.

15.2 Bank Account

The Directors shall ensure the Association has at least one account with a chartered bank, credit union or trust company for the deposit of funds and shall ensure that appropriate controls are imposed on such accounts.

15.3 Records and Accounts

The Directors, on behalf of the Association, shall keep proper accounting records in respect of all financial or other transactions and, without limiting the foregoing, shall keep records of:

- (a) all money received and disbursed by the Association and the manner in respect of which the receipt and disbursement took place;
- (b) every sale and purchase by the Association;
- (c) every asset and liability of the Association; and
- (d) every other transaction affecting the financial position of the Association.

15.4 Place of Records

The accounting and financial records shall be kept at such place as the Directors may determine within the Province of British Columbia, subject to the *Society Act*.

15.5 Inspection

The accounting and financial records of the Association shall be available for the inspection of Directors and Members.

PART 16 – INVESTMENT POWERS OF DIRECTORS

16.1 Restrictions on Investments

In investing the monies of the Association, the Directors will be restricted to securities permitted by law to a trustee. The Directors may not invest the monies of the Association in any investments that would place the capital at risk.

PART 17 – BORROWING

17.1 Borrowing

In order to carry out the purposes of the Association, the Directors may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in the manner they decide, and, in particular without limiting the foregoing, by the issue of debentures, mortgages, general security agreements or specific security.

17.2 Debentures

No debenture or other security shall be issued without the sanction of a Special Resolution.

17.3 Repayment

All funds borrowed under section 17.1 and not used for the expressed purpose as defined in the Special Resolution authorizing their borrowing shall be repaid in a timely manner to the lender of record.

17.4 Restriction on Borrowing

The Members may, by Special Resolution, restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual Members meeting of the Association.

PART 18 - AUDITOR

18.1 Application of this Part

Part 18 applies only if the society is required or has resolved to have an auditor.

18.2 First Auditor

The Directors shall appoint the first auditor and fill all vacancies occurring in the office of auditor.

18.3 Term of Office

At each annual Members meeting, the Association shall appoint an auditor to hold office until he or she is re-appointed or his or her successor is appointed at the next annual Members meeting.

18.4 Removal

An auditor may be removed by Ordinary Resolution.

18.5 Notice of Appointment or Removal

An auditor shall be promptly informed in writing of the auditor's appointment or removal.

18.6 Qualifications

No Director and no employee of the Association shall be auditor.

18.7 Attendance at Members Meetings

The auditor may attend Members meetings of the Association.

18.8 Member in Good Standing

An auditor appointed under this Part must be a member in good standing of the Certified General Accountants Association of British Columbia or the Institute of Chartered Accountants of British Columbia.

PART 19 - NOTICE TO MEMBERS/DIRECTORS

19.1 Delivery of Notice

A notice may be given to a Member or a Director either personally or by mail, email or facsimile transmission to the Member or Director's mailing address, email address or facsimile number.

19.2 Date of Notice

A notice sent by mail shall be deemed to have been given on the fifth day following the day on which the notice was posted, and in proving that notice has been given it shall be sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by email or facsimile transmission will be deemed to be given on the day it is transmitted if the notice is transmitted before 4:00 pm on a weekday, or on the next day that is not a Saturday, Sunday or holiday, if the document is transmitted after 4:00 pm.

PART 20 - FAX AND EMAIL TRANSMISSION AND COUNTERPARTS

20.1 Fax and Email Transmission

Any document or resolution signed in writing by a Member or a Director and transmitted by fax or email shall be deemed to be an original document or resolution.

20.2 Counterparts

Ordinary Resolutions and Special Resolutions consented to in writing by Members and resolutions consented to in writing by the Directors may be in counterparts each consented to in writing by one Member or Director or more than one Member or Director, which together shall be deemed to constitute one resolution.

PART 21 - BYLAWS

21.1 Copies

The Association shall provide to a Member, at his or her request and at no cost, a copy of the Constitution and the Bylaws of the Association.

21.2 Alterations

These Bylaws shall not be altered or added to except by Special Resolution.

Note: This consolidation was prepared for administrative convenience.