# BYLAWS OF
# THE ALUMNI ASSOCIATION OF SIMON FRASER UNIVERSITY

## TABLE OF CONTENTS

1. **INTERPRETATION** ................................................................. 1  
   1.1 Definitions ........................................................................ 1  
   1.2 *Societies Act* Definitions .................................................. 4  
   1.3 Plural and Singular Forms .................................................. 4  

2. **MEMBERSHIP** ...................................................................... 4  
   2.1 Admission to Membership .................................................... 4  
   2.2 Classes of Membership ....................................................... 4  
   2.3 Eligibility for Membership .................................................. 4  
   2.4 Membership Coordinator .................................................... 4  
   2.5 Application for Membership ............................................... 5  
   2.6 Reviewing and Acceptance of Application ......................... 5  
   2.7 Reporting and Ratification of Membership ......................... 5  
   2.8 Referral of Application to Board ........................................ 5  
   2.9 Membership not Transferable ............................................. 5  
   2.10 Term of Membership ...................................................... 5  
   2.11 Renewal of Membership .................................................. 6  
   2.12 Reapplication for Membership .......................................... 6  
   2.13 Cessation of Membership ............................................... 6  
   2.14 Transition of Membership ............................................... 6  
   2.15 No Distribution of Profits to Members ................................ 7  

3. **RIGHTS AND OBLIGATIONS OF MEMBERSHIP** .................... 7  
   3.1 Rights of Voting Members .................................................. 7  
   3.2 Dues ............................................................................... 7  
   3.3 Standing of Members .......................................................... 7  
   3.4 Compliance with Constitution, Bylaws and Policies ............... 7  
   3.5 Expulsion of Member ....................................................... 8  

4. **MEETINGS OF MEMBERS** .................................................. 8  
   4.1 Time and Place of General Meetings ................................... 8  
   4.2 Annual General Meetings .................................................. 8
4.3 Business required at AGM ................................................................. 8
4.4 Extraordinary General Meeting ....................................................... 9
4.5 Calling of Extraordinary General Meeting ......................................... 9
4.6 Notice of General Meeting .............................................................. 9
4.7 Contents of Notice ........................................................................ 9
4.8 Method of Notice ........................................................................ 9
4.9 Omission of Notice ....................................................................... 9

5. PROCEEDINGS AT GENERAL MEETINGS ....................................... 10
5.1 Mode of General Meetings ............................................................. 10
5.2 Attendance at General Meetings ..................................................... 10
5.3 Quorum ....................................................................................... 10
5.4 Requirement of Quorum .............................................................. 10
5.5 Lack of Quorum .......................................................................... 10
5.6 Loss of Quorum .......................................................................... 11
5.7 Chair ......................................................................................... 11
5.8 Alternate Chair ........................................................................... 11
5.9 Chair to Determine Procedure ...................................................... 11
5.10 Adjournment ............................................................................. 11
5.11 Notice of Adjournment ............................................................... 11
5.12 Minutes of General Meetings ....................................................... 11

6. VOTING BY MEMBERS .................................................................. 12
6.1 Ordinary Resolution Sufficient ....................................................... 12
6.2 Entitlement to Vote ....................................................................... 12
6.3 Voting Methods ........................................................................... 12
6.4 Voting by Chair .......................................................................... 12
6.5 Voting by Proxy .......................................................................... 12

7. DIRECTORS .................................................................................... 12
7.1 Management of Property and Affairs ............................................ 12
7.2 Duties of Directors ...................................................................... 13
7.3 Composition of Board ............................................................... 13
7.4 Less than Regular Number of Directors ....................................... 13
7.5 Transition of Board .................................................................... 13
7.6 Qualifications of Directors .......................................................... 13
7.7 Appointed Directors ................................................................... 14
7.8 Term of Office for Directors ........................................................ 14
7.9 Consecutive Terms and Term Limits ............................................ 14
7.10 Extension of Term to Maintain Minimum Number of Directors ... 14
7.11 Appointment to fill Vacancy ................................................................. 14
7.12 Removal of Director ........................................................................ 15
7.13 Ceasing to be a Director .................................................................... 15

8. NOMINATION AND ELECTION OF DIRECTORS .................................... 15
8.1 Nomination of Directors...................................................................... 15
8.2 Elections Generally ............................................................................ 16
8.3 Election Timing .................................................................................. 16
8.4 Election by Acclamation ..................................................................... 16
8.5 Election by Secret Ballot ...................................................................... 16
8.6 Nomination and Election Policies ....................................................... 17

9. POWERS AND RESPONSIBILITIES OF THE BOARD .............................. 17
9.1 Powers of Directors ........................................................................... 17
9.2 Financial Powers ............................................................................... 17
9.3 Executive Director ............................................................................ 18
9.4 Policies and Procedures ..................................................................... 18
9.5 Remuneration of Directors and Officers and Reimbursement of Expenses .................................................. 18
9.6 Investment of Property and Standard of Care ................................... 18
9.7 Investment Advice ............................................................................ 18
9.8 Delegation of Investment Authority to Agent ..................................... 18

10. PROCEEDINGS OF THE BOARD .......................................................... 18
10.1 Board Meetings ................................................................................ 18
10.2 Regular Meetings ............................................................................. 19
10.3 Ad Hoc Meetings ............................................................................ 19
10.4 Notice of Board Meetings ................................................................ 19
10.5 Attendance at Board Meetings .......................................................... 19
10.6 Participation by Electronic Means ..................................................... 20
10.7 Quorum ............................................................................................ 20
10.8 Director Conflict of Interest .............................................................. 20
10.9 Chair of Meetings ............................................................................ 20
10.10 Alternate Chair ................................................................................ 21
10.11 Chair to Determine Procedure ....................................................... 21
10.12 Minutes of Board Meetings ............................................................. 21

11. DECISION MAKING AT BOARD MEETINGS ....................................... 21
11.1 Passing Resolutions and Motions ...................................................... 21
11.2 Resolution in Writing ....................................................................... 21
11.3 Entitlement to Vote ........................................................................... 21
11.4 Procedure for Voting ........................................................................ 21
12. OFFICERS .................................................................................................................. 22
   12.1 Officers.................................................................................................................. 22
   12.2 Election of Officers .............................................................................................. 22
   12.3 Term of Officer ..................................................................................................... 22
   12.4 Removal of Officers ............................................................................................. 22
   12.5 Replacement .......................................................................................................... 22
   12.6 Duties of President ............................................................................................... 22
   12.7 Duties of Vice-President ....................................................................................... 23
   12.8 Duties of Treasurer ............................................................................................. 23
   12.9 Duties of Secretary ............................................................................................... 23
   12.10 Absence of Secretary at Meeting ........................................................................ 23
   12.11 Combination of Offices of Secretary and Treasurer ......................................... 23
13. COMMITTEES ............................................................................................................... 23
   13.1 Creation and Delegation to Committees ............................................................... 23
   13.2 Standing and Special Committees ....................................................................... 24
   13.3 Terms of Reference and Rules ............................................................................. 24
   13.4 Meetings ................................................................................................................ 24
   13.5 Dissolution of Committee .................................................................................... 24
14. EXECUTION OF INSTRUMENTS ............................................................................... 24
   14.1 No Seal ................................................................................................................ 24
   14.2 Execution of Instruments ..................................................................................... 24
15. FINANCIAL MATTERS AND BORROWING ............................................................ 25
   15.1 Fiscal Year ............................................................................................................ 25
   15.2 Accounting Records ............................................................................................. 25
   15.3 Borrowing Powers ............................................................................................... 25
   15.4 Restrictions on Borrowing Powers ....................................................................... 25
   15.5 When Audit Required .......................................................................................... 25
   15.6 Appointment of Auditor at Annual General Meeting .......................................... 25
   15.7 Vacancy in Auditor ............................................................................................... 26
   15.8 Removal of Auditor ............................................................................................. 26
   15.9 Notice of Appointment ......................................................................................... 26
   15.10 Restrictions on Appointment ............................................................................. 26
   15.11 Attendance at Annual General Meetings ......................................................... 26
16. NOTICES ...................................................................................................................... 26
   16.1 Entitlement to Notice .......................................................................................... 26
   16.2 Method of Giving Notice ..................................................................................... 26
   16.3 When Notice Deemed to have been Received ................................................... 26
16.4  Days to be Counted in Notice ................................................................. 27

17.  MISCELLANEOUS ........................................................................................................ 27
    17.1  Location of Operations ...................................................................................... 27
    17.2  Distribution on Dissolution .............................................................................. 27
    17.3  Inspection of Records ....................................................................................... 27
    17.4  Participation in Meetings ................................................................................... 28
    17.5  Right to become Member of other Society ......................................................... 28

18.  INDEMNIFICATION .................................................................................................. 28
    18.1  Indemnification of an Eligible Party ................................................................. 28
    18.2  Indemnification of an Eligible Party in a Subsidiary ........................................... 29
    18.3  Advancement of Expenses ................................................................................ 29
    18.4  Indemnification Prohibited ............................................................................... 29
    18.5  Indemnification not Invalidated by Non-Compliance ....................................... 29
    18.6  Approval of Court ............................................................................................ 29
    18.7  Indemnification Deemed Term ......................................................................... 29
    18.8  Purchase of Insurance ...................................................................................... 30

19.  BYLAWS .................................................................................................................. 30
    19.1  Entitlement of Members to copy of Constitution and Bylaws .............................. 30
    19.2  Special Resolution required to Alter or Add to Bylaws ....................................... 30
    19.3  Effective Date of Alteration ............................................................................. 30
BYLAWS
OF
THE ALUMNI ASSOCIATION OF SIMON FRASER UNIVERSITY

1. INTERPRETATION

1.1 Definitions

In these Bylaws and the Constitution of the Society, unless the context otherwise requires:

(a) “Address of the Society” means the address of the Society as filed from time to time with the Registrar;

(b) “Alumni” means a Person who has received, or has been approved to receive, a Senate approved degree, honorary degree, program, diploma or certificate from the University or an affiliated institution;

(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 Society and exercising the powers of the Society;

(d) “Board Resolution” means:

   (i) a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter:

      (A) in person at a duly constituted meeting of the Board, or

      (B) by Electronic Means in accordance with these Bylaws, or

      (C) by combined total of the votes cast in person and by Electronic Means; or

   (ii) a resolution that has been submitted to all Directors and consented to in writing by 75% of the Directors who would have been entitled to vote on the resolution at a meeting of the Board,

and a Board Resolution approved by any of these methods is effective as though passed at a meeting of the Board;

(e) “Bylaws” means the bylaws of the Society as filed in the office of the Registrar;

(f) “Constitution” means the constitution of the Society as filed in the office of the Registrar;

(g) “Directors” means those persons who have become directors of the Society in accordance with these Bylaws and have not ceased to be directors;

(h) “Electronic Means” means any system or combination of systems, including but not limited to telephonic, electronic, radio, computer or web-based technology or communication facility, that:
(i) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and

(ii) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;

(i) “Eligible Party” means:

(i) a Person who is or was a Director or officer of the Society, as determined in accordance with these Bylaws; or

(ii) such other Person described in the Societies Act that is or was appointed or elected by the Directors to exercise authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society; or

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

(iv) the heir or personal or legal representative of a Person described in (i), (ii) or (iii) above.

(j) “Executive Director” means the chief executive officer of the Society, by whatever title he or she is known, as appointed in accordance with the Memorandum;

(k) “General Meeting” means any annual general meeting and any special or extraordinary general meetings of the Society;

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

(m) “Members” means those Persons who are, or who subsequently become, members of the Society in accordance with these Bylaws and, in either case, have not ceased to be members;

(n) “Memorandum” means the memorandum of understanding between the Society and University dated April 24, 2014, and any subsequent agreement that replaces or supersedes the current memorandum of understanding, as amended from time to time;

(o) “mutatis mutandis” means with the necessary changes having been made to ensure that the language makes sense in the context;

(p) “Ordinary Resolution” means:
(i) a resolution passed by a simple majority of the votes cast in respect of
the resolution by those Members entitled to vote:

(A) in person at a duly constituted General Meeting, or

(B) by Electronic Means in accordance with these Bylaws, or

(C) by combined total of the votes cast in person at a General Meeting
and the votes cast by Electronic Means; or

(ii) a resolution that has been submitted to the Members and consented to in
writing by not less than the threshold required by the Societies Act,
and an Ordinary Resolution approved by any one or more of these methods is
effective as though passed at a General Meeting of the Society;

(q) "Person" means a natural person;

(r) "President" means the Person elected to the office of president of the Society in
accordance with these Bylaws;

(s) "Registered Address" of a Member or Director means the address of that
Person as recorded in the register of Members or the register of Directors;

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

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

(v) "Senate" means the Senate of the University;

(w) "Society" means the “The Alumni Association of Simon Fraser University”;

(x) "Societies Act" means the Societies Act, S.B.C. 2015, c. 18, as amended from
time to time, and includes any successor legislation thereto;

(y) "Special Resolution" means:

(i) a resolution, of which the notice required by the Societies Act and these
Bylaws has been provided, passed by the majority of votes required by
the Societies Act cast in respect of the resolution by those Members
entitled to vote:

(A) in person at a duly constituted General Meeting, or

(B) by Electronic Means in accordance with these Bylaws, or

(C) by combined total of the votes cast in person at a General Meeting
and the votes cast by Electronic Means; or
(ii) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a General Meeting of the Society,

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

(z) “Treasurer” means a Person elected to the office of treasurer of the Society in accordance with these Bylaws;

(aa) “University” means Simon Fraser University; and

(bb) “Vice-President” means a Person elected to the office of vice-president of the Society in accordance with these Bylaws.

1.2 Societies Act Definitions

Except as otherwise provided, the definitions in the Societies Act on the date these Bylaws become effective apply to these Bylaws and the Constitution.

1.3 Plural and Singular Forms

In these Bylaws, a word defined in the plural form includes the singular and vice-versa.

2. MEMBERSHIP

2.1 Admission to Membership

Membership in the Society will be restricted to those Persons who, being Alumni of the University, are eligible for membership and who have applied for and been accepted as Members in accordance with these Bylaws.

2.2 Classes of Membership

There will be one (1) class of membership in the Society and each such Member will have the rights and obligations set out in these Bylaws.

2.3 Eligibility for Membership

A Person is eligible for membership if he or she:

(a) is an Alumni; and

(b) is interested in advancing the purposes and supporting the activities of the Society.

2.4 Membership Coordinator

The Board may delegate the initial review and acceptance of applications for membership to a position or committee within the Society, which Person or body will be called the membership coordinator in these Bylaws.
If no membership coordinator is designated by the Board, then the duties for that position remain with the Board.

2.5 Application for Membership

An eligible Person may apply to the Society to become a Member as follows:

(a) by submitting a completed application, in such form and manner as may be established by the Society, to the membership coordinator, if any, or to the Address of the Society;

(b) by paying all applicable annual membership dues, if any; and

(c) by submitting such supplemental information or documentation as the membership coordinator may require to confirm eligibility for membership.

2.6 Reviewing and Acceptance of Application

The membership coordinator, if any, will review all applications for membership in the Society and may, if necessary to determine eligibility for membership, request the Person to provide further information or documentation in support of the application.

The membership coordinator may, by entering the Person’s information into the membership register, accept a Person as a Member.

2.7 Reporting and Ratification of Membership

The membership coordinator, if any, will regularly report to the Board in relation to applications for membership received and approved.

At such times, the Board will consider a Board Resolution to ratify the approval of memberships made in the last interval and may, if necessary determine any issues related to membership of an applicant.

2.8 Referral of Application to Board

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

The Board may refuse or postpone an application for membership for any reason which, in the Board’s view, is necessary or prudent to protect the reputation and integrity of the Society.

2.9 Membership not Transferable

Membership is not transferable by a Member.

2.10 Term of Membership

Once accepted as a Member, a Person continues as a Member for a term of five (5) years, commencing on the date of membership and continuing until the conclusion of the same date five years later, unless sooner ceasing to be a member in accordance with these Bylaws.
2.11 Renewal of Membership

A Member who remains eligible may apply for renewal of his, her or its membership prior to its expiry in such manner as may be determined by the Society from time to time. Renewals must include payment of applicable dues, if any.

2.12 Reapplication for Membership

A Member whose membership has expired or otherwise ceased other than by expulsion may re-apply for membership after its expiry in accordance with section 2.5.

A Person who was expelled from membership may, unless prohibited by the terms of the expulsion, re-apply for membership in accordance with the terms of the expulsion resolution, provided that if the expulsion resolution provided no restrictions related to reapplication, the Person may reapply for membership after one (1) year from the date of expulsion.

2.13 Cessation of Membership

A Person will immediately cease to be a Member:

(a) upon the date which is the later of the date of delivering his, her or its resignation in writing to the Address of the Society and the effective date of the resignation stated thereon; or

(b) upon the expiry of his or her term of membership, unless renewed;

(c) upon expulsion; or

(d) upon his or her death.

2.14 Transition of Membership

On the date these Bylaws come into force:

(a) each Person who is:
   (i) a Director; or
   (ii) an Alumni who has attended a General Meeting of the Society in any of the past three (3) calendar years, according to the minutes of such meetings or such other records of attendance kept by the Society,

   will continue as a Member for a term of five (5) years from that date; and

(b) each Alumni who has not attended a General Meeting of the Society in of the past three (3) years, and any other Person who is shown on the register of Member of the Society, will be deemed to have resigned from membership effective immediately.

Nothing in this section prevents an Alumni from applying for and being accepted as a Member in accordance with this Part.
2.15 **No Distribution of Profits to Members**

The purposes of the Association shall be carried on without pecuniary gain to its members and no dividends shall be declared or paid and any profits or other accretions to the Association shall be used in promoting its purposes. This paragraph is unalterable.

*The foregoing paragraph was previously unalterable in accordance with the Society Act.*

3. **RIGHTS AND OBLIGATIONS OF MEMBERSHIP**

3.1 **Rights of Voting Members**

A Member in good standing will have the following rights of membership:

(a) to receive notice of and attend all General Meetings;

(b) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;

(c) to exercise a vote on matters for determination at General Meetings;

(d) to nominate an eligible Member for election as a Director; and

(e) to serve on committees as member or chair, as determined by the Board.

3.2 **Dues**

The Board will, by Board Resolution, determine all dues payable by Members from time to time and in the absence of such determination by the Board, dues are deemed to be nil. Once determined by Board Resolution, dues are deemed to continue until changed by Board Resolution.

The Board may determine that Membership Dues may be pro-rated in certain circumstances.

3.3 **Standing of Members**

All Members are deemed to be in good standing except a Member who has failed to pay such dues as are determined by the Board, if any, when due and owing and such Member is not in good standing so long as such dues remain unpaid.

3.4 **Compliance with Constitution, Bylaws and Policies**

Every Member will, at all times:

(a) uphold the Constitution and comply with these Bylaws and the policies of the Society adopted by the Board from time to time; and

(b) further and not hinder the purposes, aims and activities of the Society.
3.5  **Expulsion of Member**

Following an appropriate investigation or review of a Member’s conduct or actions, the Board may, by Board Resolution, expel a Member for conduct which, in the reasonable opinion of the Board:

(a) is contrary to section 3.4; or

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

Notice of a Board Resolution to expel a Member will be provided to the Member who is the subject of proposed expulsion and to each Director, accompanied by a brief statement of the reasons for the proposed expulsion.

The Member who is the subject of the proposed expulsion will be provided an opportunity to respond to the statement of reasons at or before the time the Board Resolution is considered.

If expulsion is determined, the Board may specify what restrictions, if any, exist in relation to re-application for membership.

The Board may establish additional policies and procedures in relation to disciplinary matters and investigations.

4.  **MEETINGS OF MEMBERS**

4.1  **Time and Place of General Meetings**

The General Meetings of the Society will be held at such time and place, in accordance with the Societies Act, as the Board decides.

4.2  **Annual General Meetings**

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

4.3  **Business required at AGM**

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

(a) the adoption of an agenda;

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

(c) consideration of the report of the Directors;

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

(e) the election of Directors or announcement of the results of such election.
The annual general meeting may include other business as determined by the Board in its discretion in accordance with the *Societies Act*.

4.4 **Extraordinary General Meeting**

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

4.5 **Calling of Extraordinary General Meeting**

The Society will convene an extraordinary general meeting by providing notice in accordance with these Bylaws in any of the following circumstances:

(a) at the call of the President;
(b) when resolved by Board Resolution; or
(c) when such a meeting is requisitioned by the voting Members in accordance with the *Societies Act*.

4.6 **Notice of General Meeting**

The Society will send notice of every General Meeting to:

- each Member shown on the register of Members on the date the notice is sent; and
- the auditor, if any is appointed,

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

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

4.7 **Contents of Notice**

Notice of a General Meeting will specify the place, the day and the hour of the meeting and will include a copy of any Special Resolutions to be considered at that meeting.

4.8 **Method of Notice**

Notice of a General Meeting and any supplementary materials will be deemed to be provided in writing if such notice and materials, if any, are provided to the Members by one or more of the following methods: by personal delivery, by mail or courier to the Member’s last address on record with the Society, or, where the Member has provided a fax number or e-mail address to the Board, by transmission to that number or address, respectively.

4.9 **Omission of Notice**

The accidental omission to give notice of a General Meeting to, or the non-receipt of notice by, any Member entitled to receive notice does not invalidate proceedings at that meeting.
5. PROCEEDINGS AT GENERAL MEETINGS

5.1 Mode of General Meetings

The Board may determine, in its discretion, to hold any General Meeting in whole or in part by Electronic Means, so as to allow some or all Members to participate in the meeting remotely.

Where a General Meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

Persons participating by permitted Electronic Means are deemed to be present at the General Meeting.

5.2 Attendance at General Meetings

Each Member, Director and the Society’s auditor, if any, are entitled to attend a General Meeting. No other Person or entity is entitled to attend a General Meeting, however the Board may invite any other Person or Persons to attend a General Meeting as observers and guests. All observers and guests may only address the assembly at the invitation of the Person presiding as chair, or by Ordinary Resolution.

5.3 Quorum

A quorum at a General Meeting is the greater of:

(a) Twenty-five (25) Members in good standing on the date of the meeting; or
(b) a number of Members in good standing equal to ten percent (10%) of the total number of Members in good standing.

5.4 Requirement of Quorum

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

5.5 Lack of Quorum

If within 60 minutes (or such lesser time as may be determined by the Members present) from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, will be terminated, but in any other case it will stand adjourned to the following week, to be held on the same day, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 60 minutes from the time appointed for the meeting, the Members present will constitute a quorum.
5.6 **Loss of Quorum**

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

5.7 **Chair**

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

If at any General Meeting the President, Vice-President and such alternate Person appointed by a Board Resolution, if any, are not present within 15 minutes after the time appointed for the meeting, the Directors present may choose one of their number to preside as chairperson at that meeting.

5.8 **Alternate Chair**

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

5.9 **Chair to Determine Procedure**

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

5.10 **Adjournment**

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

5.11 **Notice of Adjournment**

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

5.12 **Minutes of General Meetings**

The Secretary or such other Person designated by the Board shall ensure that minutes are taken for all General Meetings.
6. **VOTING BY MEMBERS**

6.1 **Ordinary Resolution Sufficient**

Unless the *Societies Act*, these Bylaws or any adopted rules of order provide otherwise, every issue for determination by a vote of the Members, at a General Meeting or otherwise, will be decided by an Ordinary Resolution.

6.2 **Entitlement to Vote**

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

6.3 **Voting Methods**

Voting by Members may occur by any one or more of the following methods, in the discretion of the Board:

(a) by show of hands or voting cards;
(b) by written ballot; or
(c) by vote conducted by Electronic Means.

Where a vote is to be conducted by show of hands or voting cards, and prior to the question being put to a vote, a number of Members equal to not less than 10% of the votes present may request a secret ballot, and where so requested the vote in question will then be conducted by written ballot or other means whereby the tallied votes can be presented anonymously, in such a way as to be impossible for the assembly to identify how a given Member voted.

6.4 **Voting by Chair**

If the Person presiding as chair of a General Meeting is a Member, then he or she may, in his or her sole discretion, cast a vote on any motion or resolution under consideration at the same time as voting occurs by all Members. A Person presiding as chair who is not a Member has no vote.

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

6.5 **Voting by Proxy**

Voting by proxy is not permitted.

7. **DIRECTORS**

7.1 **Management of Property and Affairs**

The property and the affairs of the Society will be managed by the Board.
7.2 **Duties of Directors**

Pursuant to the *Societies Act*, every Director will:

(a) act honestly and in good faith with a view to the best interests of the Society;
(b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
(c) act in accordance with *Societies Act* and the regulations thereunder; and
(d) subject to sub-sections (a) to (c), act in accordance with these Bylaws.

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

7.3 **Composition of Board**

The Board will regularly be composed of:

(a) thirteen (13) Directors who are elected by the Members in accordance with Part 8 of these Bylaws (“Elected Directors”); and
(b) up to two (2) Directors who are appointed by the Board in accordance with section 7.7 (“Appointed Directors”).

7.4 **Less than Regular Number of Directors**

The Board may be composed of less than the regular number of Directors where one or more positions become vacant or where not enough Directors are elected to fill existing vacant positions, and no act or proceeding of the Board is invalid by reason only of there being less than the regular number of Directors in office.

7.5 **Transition of Board**

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

Any previous terms served by Directors prior to these Bylaws coming into force will be counted towards the term limits set out below.

7.6 **Qualifications of Directors**

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

(a) is less than 18 years of age;
(b) has been found by any court, in Canada or elsewhere, to be incapable of managing his or her own affairs;
(c) is an undischarged bankrupt; or
has been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, all in accordance with the *Societies Act*.

In addition to the foregoing, a Person must be a Member in order to be nominated, elected or appointed as the replacement for an Elected Director. A Person need not be a Member, but must be an Alumni, to be appointed as a Board Appointed Director.

7.7  **Appointed Directors**

The Board may, from time to time by Board Resolution, appoint as a Director a qualified Person with knowledge, experience or expertise considered by the Board to be beneficial to Society.

An Appointed Director may be removed prior to the expiry of his or her term by Board Resolution.

7.8  **Term of Office for Directors**

The term of office of a Director is:

- (a) in the case of an Elected Director, three (3) years, provided that the Board may by Board Resolution determine that some or all vacant positions for Elected Directors will have a term of less than three (3) years, the length of such term to be determined by the Directors in their discretion; and

- (b) in the case of a Board Appointed Director one (1) year,

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

Every Director serving a term of office will retire from office at the close of the annual general meeting in the year in which his or her term expires.

7.9  **Consecutive Terms and Term Limits**

Directors may be elected for up to six (6) consecutive years, by any combination of terms. A Person who has served as a Director for six (6) consecutive years may not be re-elected for at least one (1) year following the expiry of his or her latest term.

7.10  **Extension of Term to Maintain Minimum Number of Directors**

Notwithstanding the foregoing, if no successor is elected and the result is that the number of Directors would fall below eleven (11), the Person or Persons previously elected as Directors may, if they consent, continue to hold office until such time as successor Directors are elected.

7.11  **Appointment to fill Vacancy**

If any Director ceases to hold office before the expiry of his or her term, or where less than the minimum number of Directors set by section 7.3(a) are elected to take office, the Board, by
Board Resolution, may appoint a Person qualified in accordance with section 7.6 to fill the resulting vacancy. The appointment to fill a vacancy is not mandatory, but at the discretion of the Board, and the existence of one or more unfilled vacancies on the Board does not in any way nullify the Board’s authority to act, nor will invalidate any actions or decisions made by the Board under such circumstances.

The position occupied by an appointed replacement Director will become available for election at the next annual general meeting and each such appointed replacement Director will continue in office until the conclusion of the next annual general meeting unless sooner ceasing.

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

7.12 Removal of Director

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

(a) by Special Resolution; or
(b) by Board Resolution.

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

If by Board Resolution, the director proposed for removal has a conflict of interest and may not vote on the Board Resolution, but is entitled to not less than 7 days’ advance notice in writing of the proposed Board Resolution and to address the Board prior to the vote on the resolution, the Board may, in its discretion, appoint a replacement to fill the resulting vacancy.

7.13 Ceasing to be a Director

A Person will automatically cease to be a Director:

(a) upon the date which is the later of the date of delivering his or her resignation in writing to the President or to the Address of the Society and the effective date of the resignation stated therein; or
(b) upon the expiry of his or her term; or
(c) upon the date such Person is no longer qualified pursuant to section 7.6; or
(d) upon his or her removal; or
(e) upon his or her death.

8. Nomination and Election of Directors

8.1 Nomination of Directors

Nominations for Elected Director must be made in accordance with the applicable provisions of these Bylaws, including this section, and such policies and procedures as are established by the
Board from time to time, provided that such policies or procedures do not conflict with these Bylaws.

All nominations are subject to the following rules:

(a) A nomination must be made in writing or by Electronic Means, in a form established by the Society.
(b) A nomination must be signed by two (2) or more Members in good standing.
(c) A Member may not nominate him or herself.
(d) A Member may not nominate more nominees than the number of Director positions coming available for election.
(e) A nominee must be in good standing to accept the nomination and must remain in good standing in order to stand for election.
(f) Nominations must be submitted in advance of an election, in accordance with such deadlines as may be established by policy. Nominations will not be permitted from the floor at a General Meeting.

8.2 Elections Generally

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

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

8.3 Election Timing

Election of Directors may take place in conjunction with the annual general meeting, or may be conducted at another time determined by the Board.

Notice of an election of Directors must be provided to all Members in good standing.

8.4 Election by Acclamation

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

8.5 Election by Secret Ballot

In elections where there are more eligible nominees than vacant positions for Elected Directors at the close of the nomination period, election will be by secret ballot and the following rules will apply:
(a) The secret ballot may be conducted by written ballot or Electronic Means, either at or prior to the annual general meeting, all at the discretion of the Board.

(b) Ballots shall be sent or otherwise made accessible to all Members in good standing, and only to those Persons.

(c) Each ballot shall include the name of each eligible nominee and the number of vacancies to be filled.

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

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

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

(g) In the event of a tie between two or more eligible nominees for the final vacant position, the scrutineers will place one ballot marked for each tied nominee into a suitable container and the Executive Director (or his or her designate) shall draw one ballot from the container at random, which nominee selected will be elected to the final vacant position.

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

8.6 Nomination and Election Policies

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

9. POWERS AND RESPONSIBILITIES OF THE BOARD

9.1 Powers of Directors

The Board may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Members in General Meeting, but nevertheless subject to the provisions of:

(a) all laws affecting the Society; and

(b) these Bylaws and the Constitution.

9.2 Financial Powers

The Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Society. The Board will
also have the power to enter into trust arrangements or contracts on behalf of the Society in
furtherance of the purposes of the Society.

9.3 Executive Director

The Executive Director will be appointed, supervised and accountable in accordance with the
memorandum between the Society and the University.

9.4 Policies and Procedures

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

9.5 Remuneration of Directors and Officers and Reimbursement of Expenses

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

9.6 Investment of Property and Standard of Care

If the Board is required to invest funds on behalf of the Society, the Board may invest the
property of the Society in any form of property or security in which a prudent investor might
invest. The standard of care required of the Directors is that they will exercise the care, skill,
diligence and judgment that a prudent investor would exercise in making investments in light of
the purposes and distribution requirements of the Society. The Board may establish further
policies related to the investment of the Society’s funds and property, provided that such
policies are not contrary to the Societies Act or these Bylaws.

9.7 Investment Advice

The Directors may obtain advice with respect to the investment of the property of the Society
and may rely on such advice if a prudent investor would rely upon the advice in comparable
circumstances.

9.8 Delegation of Investment Authority to Agent

The Directors may delegate to a stockbroker, investment dealer, or investment counsel the
degree of authority with respect to the investment of the Society’s property that a prudent
investor might delegate in accordance with ordinary business practice.

10. PROCEEDINGS OF THE BOARD

10.1 Board Meetings

Meetings of the Board may be held at any time and place determined by the Board.

Meetings may include regular meetings and ad hoc meetings, as determined by the Board.
10.2 **Regular Meetings**

The Board may determine to hold one or more regularly scheduled meetings to take place at dates and times pre-determined by the Board. Once the schedule for regular meetings is determined and notice given to all Directors, no further notice of those meetings is required to be provided to a Director unless:

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

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

10.3 **Ad Hoc Meetings**

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

(a) at the call of the President;

(b) at the request of the Executive Director; or

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

10.4 **Notice of Board Meetings**

At least two (2) days’ notice will be sent to each Director of:

(a) an ad hoc board meeting; or

(b) a change in a regular board for which previous notice was provided.

However, no formal notice will 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.

For the purposes of the first meeting of the Board held immediately following the election of a Director or Directors conducted at a General Meeting, or for the purposes of a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be properly constituted. However if an election is conducted separate from a General Meeting, notice of the first meeting of the Board will be provided to all Persons who will be Directors in office on the date of such meeting.

10.5 **Attendance at Board Meetings**

Every Director is entitled to attend each meeting of the Board. The Executive Director is entitled to attend each meeting of the Board as a non-voting advisor, provided that the President or the Board may request that the Executive Director absent him or herself from a meeting or portion thereof.
No other Person is entitled to attend meetings of the Board, but the Board may invite any Person to attend one or more meetings of the Board as non-voting advisors, observers or guests.

10.6 Participation by Electronic Means

The Board may determine, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means, so as to allow some or all parties to participate in the meeting remotely.

Where a meeting of the Board is conducted by Electronic Means, the Society must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting.

10.7 Quorum

The quorum for a meeting of the Board will be a majority of the Directors.

10.8 Director Conflict of Interest

A Director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Society, or a matter for consideration by the Directors:

(a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
(b) will disclose fully and promptly the nature and extent of his or her interest in the contract, transaction or matter;
(c) is not entitled to vote on the contract, transaction or matter;
(d) will absent themselves from the meeting or portion thereof:
   (i) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
   (ii) in any case, during the vote on the contract, transaction or matter; and
(e) refrain from any action intended to influence the discussion or vote.

The Board may establish further policies governing conflicts of interest of Directors and others, provided that such policies must not contradict the Societies Act or these Bylaws.

10.9 Chair of Meetings

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

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

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

10.11 **Chair to Determine Procedure**

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

10.12 **Minutes of Board Meetings**

The Secretary or such other Person designated by the Board shall ensure that minutes are taken for all meetings of the Board.

11. **DECISION MAKING AT BOARD MEETINGS**

11.1 **Passing Resolutions and Motions**

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

11.2 **Resolution in Writing**

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

11.3 **Entitlement to Vote**

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

11.4 **Procedure for Voting**

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

(a) by show of hands;
(b) by written ballot;
(c) by roll call vote; or
(d) by Electronic Means.

On the request of any two (2) or more Directors, a vote will be conducted by written ballot or other means whereby the tallied votes can be presented anonymously, in such a way as to be impossible for the assembly to identify how a given Director voted.

12. OFFICERS

12.1 Officers

The officers of the Society are the President, Vice-President, Secretary and Treasurer, together with such other offices, if any, as the Board, in its discretion, may create. All officers must be Directors except the Secretary, who may be a non-Director.

The Board may, by Board Resolution, create and remove such other offices of the Society as it deems necessary and determine the duties and responsibilities of all officers.

12.2 Election of Officers

At the first meeting of the Board held following an annual general meeting, the Board will elect the officers. Officers will hold office until the first meeting of the Board held after the next following annual general meeting.

12.3 Term of Officer

The term of office for each officer will be one (1) year, commencing on the date the Director is elected as an officer in accordance with section 12.2 and continuing until the first meeting of the Board held after the next following annual general meeting. A Director may be elected as an officer for consecutive terms.

12.4 Removal of Officers

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

12.5 Replacement

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

12.6 Duties of President

The President will supervise the other officers and the Board in the execution of their duties. The President will normally preside at all General Meetings and meetings of the Board. The President may speak as authorized by the Board on behalf of the Board or of the Society.

The President is, ex officio, a member of every committee and task force of the Society, but is not required to attend every meeting of those committees and taskforces.
12.7 **Duties of Vice-President**

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

Where expressly authorized by the Board, the Vice-President may appear, speak and act on behalf of the President, the Board or the Society.

12.8 **Duties of Treasurer**

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

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

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

12.9 **Duties of Secretary**

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

(a) the issuance of notices of meetings of the Society and the Board;

(b) the keeping of minutes of all meetings of the Society and the Board;

(c) the custody of all records and documents of the Society, except those required to be kept by the Treasurer;

(d) the maintenance of the register of Members; and

(e) the conduct of the correspondence of the Society.

12.10 **Absence of Secretary at Meeting**

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

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

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

13. **COMMITTEES**

13.1 **Creation and Delegation to Committees**

The Board may create such standing and special committees as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by a Board Resolution.
The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors as it thinks fit.

13.2 **Standing and Special Committees**

Unless specifically designated as a standing committee, a committee is deemed to be a special committee and any special committee so created must be created for a specified time period only.

A special committee will automatically be dissolved upon the earlier of the following:

(a) the completion of the specified time period; or

(b) the completion of the task for which it was created.

13.3 **Terms of Reference and Rules**

In the event the Board decides to create a committee, it must establish Terms of Reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the Terms of Reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

13.4 **Meetings**

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed *mutatis mutandis* by the rules set out in these Bylaws governing proceedings of the Board.

13.5 **Dissolution of Committee**

The Board may dissolve a committee by Board Resolution.

14. **EXECUTION OF INSTRUMENTS**

14.1 **No Seal**

The Society will not have a seal.

14.2 **Execution of Instruments**

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

(a) by the President, together with one other director, or

(b) in the event that the President is unable to provide a signature, by any two Directors

and all contracts, documents and instruments in writing so signed will be binding upon the Society without any further authorization or formality.
The Board will have power from time to time by Board Resolution to appoint any officer or officers, or any Person or Persons, on behalf of the Society either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

14.3 **Signing Officers**

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

15. **FINANCIAL MATTERS AND BORROWING**

15.1 **Fiscal Year**

The fiscal year of the Society may be determined by the Board from time to time.

15.2 **Accounting Records**

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

15.3 **Borrowing Powers**

In order to carry out the purposes of the Society, the Board may, on behalf of and in the name of the Society, raise 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. Borrowing will be authorized as required by the *Societies Act*.

15.4 **Restrictions on Borrowing Powers**

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

15.5 **When Audit Required**

The Society is not required to be audited. However, the Society will conduct an audit or review of its annual financial statements if:

the Directors determine to conduct an audit or review engagement by Board Resolution; or

the voting Members require the appointment of an auditor by Ordinary Resolution,

in which case the Society will appoint an external auditor with the qualifications described in section 42 of the *Societies Act* and will comply with the relevant provisions of the *Societies Act* and this Part.

15.6 **Appointment of Auditor at Annual General Meeting**

If the Society determines to conduct an audit or review engagement, an auditor will be appointed at an annual general meeting, to hold office until he, she or it is reappointed or his, her or its successor is appointed at the next following annual general meeting in accordance
with the procedures set out in the *Societies Act* or until the Society no longer wishes to appoint an auditor.

15.7 **Vacancy in Auditor**

The Board will fill any vacancy occurring in the office of auditor and an auditor so appointed will hold office until the next annual general meeting.

15.8 **Removal of Auditor**

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

15.9 **Notice of Appointment**

An auditor will be promptly informed in writing of his, her or its appointment or removal.

15.10 **Restrictions on Appointment**

No Director, Member or employee of the Society will act as its auditor.

15.11 **Attendance at Annual General Meetings**

The auditor, if any is appointed, may attend General Meetings.

16. **NOTICES**

16.1 **Entitlement to Notice**

Notices of a General Meeting will be given to:

(a) every Person shown on the register of Members as a Member on the day the notice is given; and

(b) the auditor, if any is appointed.

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

16.2 **Method of Giving Notice**

A notice may be given to a Member or a Director either personally, by delivery, courier or by mail posted to such Person's Registered Address, or, where the member has provided a fax number or electronic mail address, by fax or electronic mail, respectively.

16.3 **When Notice Deemed to have been Received**

A notice sent by mail will be deemed to have been given on the day following that on which the notice was posted. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the
delivery of such notice by the mails occurs, then such notice will only be effective when actually received.

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

16.4 Days to be Counted in Notice

If a number of days’ notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

17. MISCELLANEOUS

17.1 Location of Operations

The operations of the Association are to be chiefly carried on in the City of Burnaby, in the Province of British Columbia.

17.2 Distribution on Dissolution

Upon a winding up or dissolution of the Association any funds of the Association remaining after the satisfaction of its debts and liabilities shall be given or transferred to an organization or organizations having purposes of a like nature to the Association. This paragraph is unalterable.

The foregoing paragraph was previously unalterable in accordance with the Society Act.

17.3 Inspection of Records

The documents and records of the Society, including the financial and accounting records and the minutes of General Meetings, committee meetings and meetings of the Board, will be open to the inspection of any Director at reasonable times and on reasonable notice.

A Member in good standing is entitled, upon providing not less than fourteen (14) days’ notice in writing to the Society, to examine any of the following documents and records of the Society at the Address of the Society during the Society’s normal business hours:

(a) the Constitution and these Bylaws, and any amendments thereto;
(b) the statement of directors and registered office of the Society;
(c) minutes of any General Meeting, including the text of each resolution passed at the meeting;
(d) resolutions of the Members in writing, if any;
(e) annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;
(f) the register of Directors;
(g) the register of Members;
(h) the Society’s certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;

(i) copies of orders made by a court, tribunal or government body in respect of the Society;

(j) the written consents of Directors to act as such; and

(k) the disclosure of a Director or of the Executive Director regarding a conflict of interest.

Except as expressly provided by statute or at law, a Member will not be entitled or have the right to examine or inspect any other document or record of the Society. However, subject to such policies as the Board may establish, a Member in good standing may request, in writing delivered to the Address of the Society, to examine any other document or record of the Society and the Board may allow the Member to examine the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board’s sole discretion.

Copies of documents to which a Member is allowed to examine may be provided on request by the Member for a reasonable production fee to be determined by the Board.

17.4 Participation in Meetings

The Board may, in their discretion, determine to hold any General Meeting or meeting of the Board, and a committee may, in its discretion, determine to hold any meeting of that committee, to allow for participation, whether in whole or in part, by Electronic Means.

All such Members, Directors, or Persons so participating by approved Electronic Means in any such meeting will be deemed to be present in person at the stated location of such meeting.

17.5 Right to become Member of other Society

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

18. INDEMNIFICATION

18.1 Indemnification of an Eligible Party

Subject to section 18.4 and the provisions of the Societies Act, an Eligible Party will be indemnified by the Society against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Eligible Party, by reason of his or her holding or having held authority within the Society:

(a) is or may be joined as a party to such legal proceeding or investigative action; or

(b) is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.
18.2 **Indemnification of an Eligible Party in a Subsidiary**

Notwithstanding section 18.1, the Society may, in its discretion, determine whether or not to indemnify an Eligible Party to the extent he or she is liable for or in respect of expenses by reason of holding or having held a position in a subsidiary, if any, of the Society, which position is equivalent to the position of an Eligible Party in the Society itself.

18.3 **Advancement of Expenses**

To the extent permitted by the *Societies Act* and subject to section 18.4, all costs, charges and expenses incurred by an Eligible Party with respect to any legal proceeding or investigative action may be advanced by the Society prior to the final disposition thereof, in the discretion of the Board, and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the Eligible Party to repay such amount unless it is ultimately determined that the Eligible Party is entitled to indemnification hereunder.

18.4 **Indemnification Prohibited**

Notwithstanding sections 18.1 and 18.2, the Society must not indemnify an Eligible Party against any costs, charges and expenses, including legal and other fees, incurred in connection with any legal proceeding or investigative action, if such Eligible Party:

(a) has already been reimbursed for such expenses;

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

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

(d) in the case of a legal proceeding other than a civil proceeding, did not have reasonable grounds for believing that his or her conduct, in respect of which the legal proceeding or investigative action was brought, was lawful.

18.5 **Indemnification not Invalidated by Non-Compliance**

The failure of an Eligible Party of the Society to comply with the provisions of the *Societies Act*, or of the Constitution or these Bylaws, will not invalidate any indemnity to which he or she is entitled under this part.

18.6 **Approval of Court**

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

18.7 **Indemnification Deemed Term**

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

The Society may purchase and maintain insurance for the benefit of any or all Directors, officers, employees or agents against personal liability incurred by any such Person as a Director, officer, employee or agent.

19. **BYLAWS**

19.1 **Entitlement of Members to copy of Constitution and Bylaws**

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

19.2 **Special Resolution required to Alter or Add to Bylaws**

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

19.3 **Effective Date of Alteration**

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