Swan Lake Nature Sanctuary

We acknowledge the lək̓ʷəŋən-speaking Peoples (Songhees and Kosapsum) on whose territory the Nature Sanctuary stands, and the lək̓ʷəŋən-speaking and W̱SÁNEĆ Peoples — including the W̱JOŁEŁP (Tsartlip), BOḰEĆEN (Pauquachin), SȾÁUTW̱ (Tsawout), W̱SIḴEM (Tseycum) and MÁLEXEŁ (Malahat) — whose historical relationships with the land continue to this day. We respect the vital relationships of First Peoples with these lands and waters for countless generations. We are honoured to receive Indigenous guidance and welcome collaboration in stewardship and appreciation of the Nature Sanctuary.

Swan Lake Nature Sanctuary – A Gathering Place to Practice Land Care
Swan Lake Nature House, 3873 Swan Lake Road, Victoria, B.C. Canada, V8X 3W1 MAP IT!
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Constitution of Swan Lake Christmas Hill Nature Sanctuary Society
Accepted April 2018

1. The name of the Society is "Swan Lake Christmas Hill Nature Sanctuary Society".

2. The objectives of the Society are:

   a) To establish, operate, maintain, manage and preserve areas for research, nature study, observance of flora and fauna, peaceful enjoyment, instruction in natural history and other similar purposes for the advancement of public education, including the establishment of a natural history interpretation centre dedicated to the use of the living lands and waters in the vicinity of Swan Lake and Christmas Hill.
   b) To use such means of communication deemed appropriate to create a deep and broad public understanding of the living lands and waters to ensure public support for their proper use and care.
   c) To purchase, acquire, lease, sell, dispose of and otherwise deal in real and personal property in pursuance of the above objectives.
   d) To plan, construct and use buildings and other structures in pursuance of the same.
   e) To provide such facilities as may be requisite or desirable in establishing and operating the same.
   f) To receive, acquire and hold gifts, donations and bequests.
   g) To do such things as are necessary or desirable towards the achievement of such objectives.

3. The operations of the Society are to be carried out chiefly in the Capital Region of the Province of British Columbia.

Bylaws of Swan Lake Christmas Hill Nature Sanctuary Society - 2024

Part 1 – Definitions and Interpretation

Definitions

1 In these Bylaws:

"Act" means the *Societies Act* of British Columbia as amended from time to time;

"AGM" means the Annual General Meeting of the Society;

"Board" means the board of directors of the Society;

"Bylaws" means these Bylaws as amended from time to time;

"Main Office" means the main office at 3873 Swan Lake Rd, Victoria, BC;

"Officer" or "Officers" means the person(s) appointed to the Board positions set out in Section 7.1 of these Bylaws; and

"Society" means the Swan Lake Christmas Hill Nature Sanctuary Society.

Definitions in Act Apply

1 The definitions in the Act apply to these Bylaws.

Conflict with Act or Regulations

1 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Interpretation

1 In these Bylaws, unless the context otherwise requires, words importing the plural number shall include the singular number and vice versa, and words importing the feminine gender shall include the masculine or neutral gender, as the case may be, and vice versa. The division of these Bylaws into articles and sections and theinsertion of headings is for convenience of reference only and shall not affect the construction or interpretation hereof. Unless otherwise provided, each reference to an article or a section is to the corresponding

article or section hereof. Whenever the words "include", "includes" or "including" are used in these Bylaws, unless the context otherwise requires, such words shall be deemed in each instance to be followed by the words "without limitation."

Part 2 – General

Registered Office

2 The registered office of the Society shall be in the Province of British Columbia.

Financial Year

2 Unless otherwise approved by the Board, the financial year of the Society shall end on the 31st day of December in each year.

Maintenance of Records

2 The Board shall see that all necessary books and records of the Society required by these Bylaws or by any applicable statute or law are regularly and properly kept.

Operations

2 The Society shall be carried on without purpose or gain for its members and any profits or other accretions to the Society shall be used in promoting its objectives.

2 The operations of the Society are to be carried out chiefly in the Capital Region District of the Province of British Columbia.

Part 3 – Members

Application for Membership

3 A person may register for membership in the Society.

a) Individual membership shall be accorded to any person or organization who registers for membership in the form determined by the Board from time to time and who has paid the annual membership fee of the Society.

b) Membership shall be renewable on January 1 of each year provided the member has paid the annual membership fee on or before the time of such renewal.

3 Individual members in good standing have the right to vote during meetings. There shall be one vote accorded to each membership.

Duties of Members

3 Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of Membership Dues

3 The amount of the annual membership fee, if any, must be determined by the Board.

Member Not in Good Standing

3 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, when due and the member is not in good standing for so long as those dues remain unpaid.

Member Not in Good Standing May Not Vote

3 A voting member who is not in good standing

(a) may not vote at a general meeting, and

(b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of Membership

3 A person shall cease to be a member:

(a) if the person is not in good standing for three consecutive months;

(b) by delivering the member's resignation in writing to the Main Office of the Society or by mailing it or delivering it to the registered office address of the Society, such resignation to be effective upon delivery or at the time specified in the written resignation, whichever is earlier;

(c) on being expelled in accordance with these Bylaws; or

(d) on the member's death.

3 There shall be no refund of membership fee on ceasing to be a member for any reason.

Expulsion of Member

3 A member may be expelled by a special resolution of the members passed at a general meeting provided that:

(a) a notice of special resolution for expulsion, along with a brief statement of the reason(s) for the proposed expulsion is provided 14 days in advance of the general meeting; and

(b) the member who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at a general meeting before the special resolution is put to a vote.

Transferability

3.10 Membership is not transferable.

Part 4 – General Meetings of Members

Time and Place of General Meeting

4 A general meeting must be called at least once in each calendar year. General meetings shall be held in the Capital Regional District at the time and place determined by the Board.

Calling of Meetings

4 The Board, the Chair or the Vice-Chair shall have power to call, at any time, a general meeting. In addition, the Board shall call a general meeting on written requisition of members holding at least five percent of the votes that may be cast at a general meeting of the members.

Notice of Meeting

4 Written notice of the date, time and location of a general meeting shall be sent to every member whose name is entered in the register of Members at the close of business on the record date for notice at least 14 days, and not more than 60 days, before the meeting.

a) Notice of general meetings shall be given as follows:

   a) by mail, courier or personal delivery to each person entitled to attend such meeting; or

   b) by e-mail or other written communication facility where such means of communication have been provided by a member, provided that a member may deliver a written request that notice be given to a member by non-electronic means.

b) If at the time a notice of a general meeting is sent out, the Society has more than 100 members, the Society may, rather than delivering written notice to each member, give notice of a general meeting as follows:

   i. by sending notice of the date, time and location of the meeting to every member of the Society who has provided an email address to the Society, by email to that email address; and

   ii. by publishing notice of the date, time and location of the meeting:

      (i) in a newspaper circulating in greater Victoria at least once in each of the 3 weeks immediately before the meeting; or

      (ii) on the Society's website through the period commencing at least 21 days before the meeting is held and ending when the meeting is held.

c) Notice of a general meeting must state the nature of the business to be transacted at the meeting and shall include the text of any special resolution proposed, together with sufficient detail of any special business to permit a member receiving the notice to form a reasoned judgment concerning that business.

Member Proposals

4 Members may submit a proposal for inclusion on the AGM agenda in accordance with the Act. The "proposal threshold" for the purpose of the Act shall be 2% of voting members.

Waiver of Notice

4 A member may waive the member's entitlement to notice of a general meeting, or may agree to reduce the period of that notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

Accidental Omission

4 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 does not invalidate proceedings at that meeting.

Ordinary Business at General Meeting

4 At a general meeting, the following business is ordinary business:

a) adoption of rules of order;

b) consideration of any financial statements of the Society presented to the meeting;

c) consideration of the reports, if any, of the directors or auditor;

d) election or appointment of directors;

e) appointment of an auditor, if any;

f) business arising out of a report of the directors not requiring the passing of a special resolution.

Chair of General Meeting

4 The following individual is entitled to preside as the chair of a general meeting:

a) the Chair,

b) the Vice-Chair, if the Chair is unable to preside as the chair, or

c) one of the other directors present at the meeting, if both the Chair and Vice-Chair are unable to preside as the chair.

Alternate Chair of General Meeting

4 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Persons Entitled to be Present

4.10 The only persons entitled to attend a general meeting shall be the members, the directors and the auditor, if any. Any other persons may be admitted only on the invitation of the chair of the meeting or with the consent of the members entitled to vote. For greater certainty, only members will have the right to speak at such meetings although others present at such meetings in accordance with these Bylaws shall be allowed to speak with the consent of the meeting.

Quorum Required

4.11 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for General Meetings

4.12 The quorum for the transaction of business at a general meeting is 10 voting members. No business shall be transacted at a general meeting unless a quorum of members is present.

Lack of Quorum at Commencement of Meeting

4.13 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and

b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If Quorum Ceases to be Present

4.14 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business in progress must then be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by Chair

4.15 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of Continuation of Adjourned General Meeting

4.16 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of Business at General Meeting

4.17 The order of business at a general meeting is as follows:

a) elect an individual to chair the meeting, if necessary;

b) determine that there is a quorum;

c) approve the agenda;

d) approve the minutes from the last general meeting;

e) deal with unfinished business from the last general meeting;

f) if the meeting is an AGM,

i. receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,

ii. receive the Treasurer's report;

iii. receive any other reports of directors' activities and decisions since the previous AGM,

iv. elect or appoint directors, and

v. appoint an auditor, if one is to be appointed;

g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;

h) terminate the meeting.

Voting

4 Each member having the right to vote on a matter shall be entitled to one vote on such matter.

4.18

Methods of Voting

4 Every question at a general meeting shall be decided in the first instance by a show of hands unless prior to or following a show of hands, the chair of the meeting determines, or a

4.19 majority of members present and entitled to vote thereat resolve to vote on the matter by ballot, such ballot to be held in the manner as the chair of the meeting may direct. A demand for a ballot may be withdrawn at any time prior to the holding of the ballot.

4 Notwithstanding the voting procedures set out above, voting may occur by any other means of communication, including voting by mail, fax, email or other electronic means, that has been

4.20 approved by the Board. The Board may establish rules for voting by electronic means, including by online voting through Society website, provided such rules allow members reasonable access to voting and ensure confidentiality, security and integrity of the voting process. The Board shall authorize a means of email or other electronic voting only if the Board is satisfied that such means includes functionality designed to prevent duplicate and unauthorized voting. The Society will provide reasonable notice to all voting members of any instructions for accessing any electronic voting platform. Each member is responsible for the member's connection to the platform or internet.

Announcement of Result

4.21 Whether a vote has occurred by show of hands or ballot, a declaration by the chair that the vote has been carried, carried by a particular majority, or not carried, and an entry to that effect in the minutes of the meeting, shall be prima facie evidence of the fact without proof of the number or proportion of votes recorded in favour of or against any resolution or other proceedings in respect of the said question, and the results of the vote so taken shall be the decision of members upon the said question.

Attendance by Teleconference, Videoconference and Other Electronic Means

4.22 If the notice of meeting or the members so permit, any person entitled to attend a general meeting may participate in such meeting by teleconference, videoconference or any other electronic means that permit all participants to communicate adequately with each other during the meeting if the Society, at the discretion of the Board, makes such means available. A Member so participating in a meeting is deemed to be present at the meeting.

Voting While Participating Electronically

4.23 A member participating in a general meeting by electronic means and entitled to vote thereat may vote, and that vote may be held by teleconference, videoconference or any other electronic means that the Society has made available for that purpose. A member so participating in a meeting shall be provided with an opportunity to vote on all questions put before the members in a manner that:

a) permits their subsequent verification; and

b) permits the tallied votes to be presented to the Society without it being possible for the Society to identify how a member voted.

Proxy Voting Permitted

4.24 A member entitled to vote may appoint another member as a proxy holder, who, unless limited in such appointment, shall stand in the place of the member and can do anything that member can do at a meeting, including propose and second resolutions, participate in any discussion and vote. An appointment of a proxy holder:

a) Must be in writing;

b) Is valid only at the meeting for which the appointment is given or at any adjournment of such meeting; and

c) May be revoked at any time by the member appointing the proxy holder.

4 A proxy holder must be a member in good standing.

4.25

Casting Vote

4.26 In the case of an equality of votes, the chair shall not have a casting or second vote.

Matters decided at general meeting by ordinary resolution.

4.27 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Written Resolution

4.28 A resolution may be consented to in writing by the members in accordance with the provisions of the Act and such resolution is as valid as if it had been passed at a meeting of members. Resolutions in writing may be signed in counterpart and shall be deemed to satisfy all the requirements of these Bylaws relating to meetings of members.

Part 5 – DIRECTORS

Number of Directors on Board

5 The Society must have no fewer than 3 and no more than 12 directors, provided that:

(a) the members are empowered to change such number of directors from time to time within such minimum and maximum numbers or delegate those powers to the directors, provided that no decrease in the number of directors shall shorten the term of an incumbent director; and

(b) the Board may increase the number of directors between the AGMs within the minimum and maximum numbers, provided that any director so appointed shall hold office for a term expiring not later than the close of the next AGM.

Term of Directors

5 Directors may be appointed for a term of up to two years. No director may serve more than six consecutive years, as measured by Annual General Meetings. A director may be reappointed as a director after having served six consecutive years, provided there has been at least a two-year gap in service.

Authority and Responsibility

5 Subject to the provisions of the Act and these Bylaws, the Board shall provide strategic direction, oversight and guidance to the management of the Society.

Qualification of Directors:

5 In addition to the qualifications of directors set out in the Act all directors must be members in good standing of the Society during their service as a director.

Election or Appointment of directors

5 At each AGM, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

Nominations

5 The Governance Committee shall serve as the Nominating Committee in order to nominate or receive nominations for Board vacancies.

5 Any person seeking election to the Board must meet with the Nomination Committee at least 60 days prior to the date of the AGM, provide written consent to act and provide a personal statement and biography to the Nominating Committee for distribution to the membership with the notice of the AGM.

5 Only those persons who have met the requirements of the Nomination Committee shall be eligible to seek election as Directors and nominations shall not be taken from the floor.

Directors May Fill Casual Vacancy on Board

5 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, removal, death or incapacity of a director during the director's term of office.

Term of Appointment of Director Filling Casual Vacancy

5 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the
5.10 unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Removal of a Board Member

5 A person shall cease to be a director of the Society:

5.11

(a) immediately upon the person missing any three consecutive Board meetings without approval from the Chair;

(b) if such person fails to pay their annual membership dues three (3) months after the due date for payment);

(c) by resigning; or

(d) on being removed as a director by the Board in accordance with these bylaws.

5 A director may be removed from office:

5.12 (a) by special resolution of the members; or

(a) by a two-third (2/3) majority vote of the Board, excluding the director proposed to be removed, following a recommendation for removal being made by the Governance Committee.

5 Any investigation conducted by the Governance Committee shall be conducted in a fair, impartial and confidential manner, and the director being investigated shall be given written notice

5.13 of the investigation and the reasons therefore, and shall have a reasonable opportunity to make representations to the Chair or the Governance Committee respecting the proposed expulsion.

Temporary Suspension of a Board Member

5.14 Upon initiation of an investigation by the Governance Committee into alleged misconduct by a director, the director being investigated shall be temporarily suspended from the Board until the conclusion of the investigation and any subsequent proceedings. The suspension shall commence immediately upon the director being given written notice of the investigation in accordance with Section 5.14.

5.15 During the period of suspension, the director shall:

(a) be prohibited from participating in any Board meetings, committee meetings or other official activities of the Society;

(b) refrain from representing themselves as a director of the Society or engaging in any actions on behalf of the Society without prior authorization from the Chair; and

(c) not communicate with any member of the Board other than the Chair, nor any member of the Staff.

(d) Upon the conclusion of the Governance Committee's investigation, if the Governance Committee does not make a recommendation to the Board for removal of the director, the suspension shall be immediately lifted, and the director shall resume the director's duties.

Part 6 – Directors' Meetings

Calling Directors' Meeting

6 A directors' meeting may be called by the Chair or by any 2 other directors.

Number of Meetings

6 There shall be a minimum of 6 meetings of the Board per year or such greater number of meetings as is determined, from time to time, by the Board.

Notice of Directors' Meeting

6 Notice of a Board meeting may be given by mail, telephone, fax, email or other means of recorded electronic communication to each director not less than seven days prior to the Board meeting, unless all directors agree otherwise.

Content of Notice

6 A notice of the meeting of the Board need not specify the purpose of or the business to be transacted at the meeting, except that a notice of a meeting of directors shall provide notice of any of the following matters to be dealt with at the meeting:

(a) submit to the members any question or matter requiring the approval of members;

(b) fill a vacancy among the directors or to appoint additional directors between AGMs; or

(c) approve the Annual Financial Statements.

Waiver of Notice

6 The attendance of a director at a meeting of directors is a waiver of notice of the meeting, except if the director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

Regular Meetings

6 The Board may, by resolution of the Board, establish the date, time and place of regular meetings of the Board. A copy of such resolution or a list of such dates, time, and places shall be sent to each director immediately following the passage of such resolution and no further notice of these scheduled meetings will be required to be sent notwithstanding Section 6.3.

Conduct of Directors' Meetings

6 The directors may regulate their meetings and proceedings as they think fit, provided that in the event of a conflict these bylaws shall prevail.

Attending by Teleconference, Videoconference and other electronic means

6 If requested by a director on reasonable notice to the Chair and Secretary, any director may attend a meeting of the Board by teleconference, videoconference and other electronic means as permit all persons participating in the meeting to communicate adequately with each other during the meeting, and a director participating in the meeting by those means is deemed to be present at the meeting.

Voting While Participating Electronically

6 A director participating in the meeting by any of the means set out in Section 6.9 may vote, and that vote may be held by teleconference, videoconference or any other electronic means that the Society has made available for that purpose.

Proceedings Valid Despite Omission to Give Notice

6 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

6.10

Quorum of Directors

6.11 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

Voting

6.12 Subject to these Bylaws, any question arising at any meeting of the Board shall be decided by a majority of votes. Each director (including for greater certainty, the chair) is entitled to exercise one vote. All votes at any such meeting shall be taken by show of hands in the usual manner of assent or dissent. Whenever a vote by show of hands shall be taken upon a question, a declaration by the chair that a resolution has been carried and an entry to that effect in them minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, and the result of the vote so taken shall be the decision of the Board upon the said question.

Chair of Board Meetings

6.13 The Chair, or the Vice-Chair in the Chair's absence, shall be the chair at all Board meetings. If neither the Chair nor Vice-Chair is present within 15 minutes of the time fixed for the holding of the meeting, the directors present and entitled to vote shall choose one of the directors to chair the meeting.

Casting Vote

6.14 In the case of an equality of votes at any Board meeting, the Chair shall not have a second or casting vote and the question shall be deemed to be decided in the negative.

Persons Entitled to be Present

6.15 The only persons entitled to attend meetings of the directors shall be the directors and the Executive Director. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting. Only the directors and Executive Director will have the right to speak at such meetings although others duly present at such meetings shall be allowed to speak with the consent of the meeting.

Resolution in Writing

6.16 A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of directors duly convened and held. Such resolution may be in one or more counterparts, each signed by one or more directors, which together shall be deemed to constitute one instrument.

Part 7 – Board Positions

Election or Appointment to Board Positions

7 Directors must be appointed to the following Board offices at the first director's meeting following the AGM, and a director, other than the Chair, may hold more than one position:

(a) Chair;

(b) Vice-Chair;

(c) Secretary;

(d) Treasurer; and

(e) Past-Chair, provided the Past-Chair has been elected as a director.

7 In addition to the above positions, the Board may appoint an Executive Director. This may be a paid position and may not be held by a director of the Society.

7 If the Past-Chair has not been elected to the Board, this office may remain vacant.

7 In addition to the positions set out in these Bylaws, the Board may appoint from time to time, such other officers as the directors may determine, including one or more assistants to any of the officers so appointed and these officers are not required to be a director. The powers and duties of these other officers shall be as determined by the Board from time to time.

Term of Office

7 Officers shall be appointed at the first Board meeting following the AGM and shall serve until the conclusion of the next AGM following their appointment, or until such officer delivers written resignation to the Board or the secretary, such resignation to be effective on the earlier of the time it is received or the date specified in the resignation, is removed by resolution of the Board, or ceases to be a director.

Role of Chair

7 The Chair is the chair of the Board and is responsible for supervising the other directors and the Executive Director in the execution of their duties. The Chair shall also perform such other duties as determined by the Board from time to time.

Role of Vice-Chair

7 The Vice-Chair is the vice-chair of the Board and is responsible for carrying out the duties of the Chair if the Chair is unable to act. The Vice-Chair shall also perform such other duties as determined by the Board from time to time.

Role of Secretary

7 The Secretary is responsible for doing, or making the necessary arrangements for, the following:

(a) issuing notices of general meetings and directors' meetings;

(b) taking minutes of general meetings and directors' meetings;

(c) keeping the records of the Society in accordance with the Act;

(d) conducting the correspondence of the Board;

(e) filing the annual report of the Society and making any other filings with the registrar under the Act.

The Secretary shall also perform such other duties as determined by the Board from time to time.

Absence of Secretary from Meeting

7 In the absence of the Secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of Treasurer

7 The Treasurer is responsible for doing, or making the necessary arrangements for, the
7.10 following:

(a) The Treasurer will Chair the Finance Committee

(b) receiving and banking monies collected from the members or other sources;

(c) keeping accounting records in respect of the Society's financial transactions;

(d) coordinating with the Society's accountant in the preparation of the Society's audited financial statements;

(e) making the Society's filings respecting taxes.

The treasurer shall also perform such other duties as determined by the Board from time to time.

Role of Past-Chair

7 The Past-Chair shall perform such duties as determined by the Board from time to time.

Role of Executive Director
7.11

7 The Executive Director shall serve as an ex-officio member of the Board and be permitted to receive notice of, and participate in, all meetings of the Board, but shall not hold the right to
7.12 vote. The Executive Director shall also perform such other duties as determined by the Board from time to time.

Agents and Attorneys

7.13 The Society, by or under the authority of the Board, shall have power from time to time to appoint agents or attorneys for the Society in or outside Canada with such powers (including the power to sub-delegate) of management, administration or otherwise as may be thought fit.

Part 8 – Remuneration of Directors and Signing Authority

Remuneration of Directors

8 The directors shall receive no remuneration for acting as directors or officers, but shall be entitled to be paid their reasonable expenses properly incurred in the performance of their duties, including their out-of-town travel and other expenses properly incurred by them in attending meetings of the Board, of any committee, or of the members, or otherwise properly incurred by them in connection with carrying out the activities of the Society.

8 No director shall be an employee of the Society.

Signing Authority

8 A contract or other record to be signed by the Society must be signed on behalf of the Society.

(a) by the Chair, together with one other director,

(b) if the Chair is unable to provide a signature, by the Vice-Chair together with one other director,

(c) if the Chair Vice-Chair are both unable to provide signatures, by any 2 other directors, or

(d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

Part 9 - Committees

Constitute Committees

9 Directors may delegate any, but not all, of their powers to committees consisting of such director or directors as they think fit.

Committee Rules and Procedures

9 A committee so formed shall conform to any rules that from time to time may be imposed on it by the directors and shall report any act or thing done in exercise of the delegated powers to the next meeting of the directors held after the act or thing has been done. Any member of any such committee may be removed from a committee at any time at the discretion of the Board.

9 Membership in each committee shall not be restricted to persons who are directors unless directed by the Board.

9 The members of a committee may meet and adjourn as they think proper.

9 The Chair shall be ex-officio on all committees.

Disbanding of Committees

9 The Board shall have the power to disband any committee which it creates.

Committee Chair

9 A committee shall elect a Chair of its meeting but if no Chair is elected or at any meeting the Chair is not present within thirty (30) minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be Chair of the meeting.

Standing Committees

9 The Society shall have the following standing committees:

(a) Finance Committee;

(b) Governance Committee; and

(c) Such other committees as may be established by the Board from time to time.

9 The Board may, on two-thirds resolution of the Directors, form or dissolve any standing committee of the Society.

Part 10 Protection of Directors and Officers

Limitation of Liability

1
10.1 Every director and officer in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Society and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject thereto, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or other individual acting in a similar capacity, or for joining in any receipt or other act for conformity, or for any loss, damage or expense to the Society arising from the insufficiency or deficiency of title to any property acquired by or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Society are invested, or for any loss, damage or expense arising from the bankruptcy, insolvency, act or omission of any person, firm or corporation with whom or which any monies, securities or other property of the Society are lodged or deposited, or for any loss, damage or expense occasioned by any error of judgment or oversight on such director's, officer's or other individual's part, or for any other loss, damage or expense related to the performance or non-performance of the duties of his or her respective office or in relation thereto unless the same shall happen by or through hisor her own wrongful and wilful act or through their own wrongful or wilful neglect or default.

Indemnity

10.2 Subject to the limitations contained in the Act, but without limiting the right of the Society to indemnify any individual under the Act or otherwise to the full extent permitted by law, the Society shall, from time to time and at all times, indemnify each director or officer or former director or officer (and each such director's, officer's or other individual's respective heirs, executors, administrators, or other legal personal representatives and their estate and effects), or another individual who acts or acted at the Society's request as a director or an officer or in a similar capacity of another entity), against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Society or other entity provided that the individual to be indemnified:

(a) acted honestly and in good faith with a view to the best interests of the Society or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Society's request; and

(b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that the individual's conduct was lawful.

Advance of Costs

10.3 The Society may advance money to a director, an officer or other individual for the costs, charges and expenses relating to a proceeding referred to in Section 10.2. The individual shall repay the money if the individual does not fulfil the conditions of Sections 10.2(a) and (b).

Insurance

10.4 The Society shall purchase and maintain insurance for the benefit of an individual referred to in Section 10.2 against any liability incurred by the individual in the individual's capacity as a director or an officer, or in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Society's request.

Indemnities not Limiting

10.5 The provisions of this article 10 shall be in addition to and not in substitution for or limitation of any rights, immunities and protections to which an individual is otherwise entitled.

Part 11 Disclosure of Interest

Disclosure of Interest

11.1 Without limiting the disclosure of interest provisions in the Act, a director or an officer shall fully and promptly disclose to the Board, in writing or by requesting to have it entered into the minutes of meetings of the directors or of committees, the nature and extent of any direct or indirect material interest in:

(a) contract or transaction, whether made or proposed, of the Society; or

(b) a matter that is or is to be the subject of consideration by the directors, if that interest could result in the creation of a duty or interest that materially conflicts with that director's duty or interest as a director of the Society.

Time of Disclosure for Director

11.2 The disclosure required by a direction pursuant to Section 11.1 shall be made promptly, but in any event shall be no later than:

(a) at the meeting at which the proposed contract or transaction is first considered;

(b) if the director was not, at the time of the meeting referred to in Section 11.2(a), interested in the proposed contract or transaction, at the first meeting after the director becomes so interested;

(c) if the director becomes interested after the contract or transaction is made, at the first meeting after the director becomes so interested; or

(d) if an individual who is interested in the contract or transaction later becomes a director, at the first meeting after the individual becomes a director.

Time of Disclosure for Officer

11.3 The disclosure required by an officer who is not a director pursuant to Section 11.1 shall be made promptly, but in any event shall be no later than:

(a) immediately after the officer becomes aware that the contract, transaction, proposed contract or proposed transaction is to be considered or has been considered at a meeting;

(b) if the officer becomes interested after the contract or transaction is made, immediately after the officer becomes so interested; or

(c) if an individual who is interested in the contract or transaction later becomes an officer, immediately after the individual becomes an officer.

Voting

11.4 A director or officer who is required to make a disclosure under Section 11.1 shall:

(a) leave the directors' meeting:

i. when the contract, transaction or matter is being discussed, unless requested to remain to provide information; and

ii. in the case of a director, when the remaining directors vote on the contract, transaction or matter; and

(b) refrain from any action intended to influence the discussion or vote.

11.5 Section 11.4 shall not apply where the contract, transaction or matter:

(a) is for indemnity or insurance pursuant to Article 10; or

(b) related to the purchase or maintenance of directors' and officers' liability insurance; or

(c) relates primarily to the reimbursement of expenses incurred in the carrying out of the Society's business.

Continuing Disclosure

11.6 For the purposes of this Section, a general notice to the directors declaring that a director or an officer is to be regarded as interested, for any of the following reasons, in a contract or transaction made with a party, is a sufficient declaration of interest in relation to the contract or transaction:

(a) the director or officer is a director or an officer, or acting in a similar capacity, of a party referred to in subsection (b) or (c);

(b) the director or officer has a material interest in the party; or

(c) there has been a material change in the nature of the director's or the officer's interest in the party.

Access to Disclosures

11.7 The members may examine the portions of any minutes of meetings of directors or any minutes of meetings of committees that contain disclosures contemplated by Section 11.1, and of any other documents that contain those disclosures, during the Society's usual business hours.

Avoidance Standards

11.8 A contract or transaction for which disclosure is required under Section 11.1 is not invalid, and a director or officer is not accountable to the Society or its members for any profit realized from the contract or transaction, because of the director's or officer's interest in the contract or transaction or because the director was present or was counted to determine whether a quorum existed at the meeting of directors or that considered the contract or transaction, if:

(a) disclosure of the interest was made in accordance with Section 11.1;

(b) the directors approved the contract or transaction; and

(c) the contract or transaction was reasonable and fair to the Society when it was approved.

Part 12 Execution of Documents, Banking and Borrowing

Signatories

12.1 Except for documents executed in the usual and ordinary course of the Society's business, which may be signed by the Chair, the following are the only persons authorized to sign any document on behalf of the Society:

(a) any two directors or any one officer with any one director, provided that no individual shall execute, acknowledge or verify any instrument in more than one capacity; or

(b) any individual or individuals appointed by majority resolution of the Board to sign a specific document or specific type of document or generally on behalf of the Society.

Any document so signed may, but need not, have the Society's seal applied, if there is one.

Facsimile Signatures

12.2 The signatures of any person authorized to sign on behalf of the Society may, if specifically authorized by resolution of the Board, be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced. Anything so signed shall be as valid as if it had been signed manually, even if that person has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of the Board.

Banking

12.3 The banking business of the Society shall be transacted with such banks, trust companies or other firms or corporations carrying on a banking business in Canada, or elsewhere as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of power as the Board may, from time to time, prescribe or authorize.

Borrowing

12.4 The Board, without limiting the powers of the Board under the Act or these Bylaws, may from time to time, without authorization of the members:

(a) borrow money on the credit of the Society;

(b) issue, reissue, sell, pledge or hypothecate debt obligations of the Society;

(c) give a guarantee on behalf of the Society to secure performance of an obligation of any person; and

(d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Society, owned or subsequently acquired, to secure any obligation of the Society.

12.5 Voting members may by special resolution restrict the borrower powers of the directors, but a restriction imposed expires immediately prior to the next AGM.

Standard of Care

12.6 In investing the funds of the Society, the directors may make any investments in which a prudent investor might invest. Subject to the provisions of the Act, the directors shall not be liable for any loss that may result in connection with any such investments made by the directors.

Board Delegation

12.7 From time to time the Board may authorize any director, officer or committee, to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security for any monies borrowed or remaining due by the Society as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Society.

Part 13 NOTICE

Procedure for Sending Notices

13.1 Any notice (which term includes any communication or document) to be given sent, delivered or served pursuant to the Act, these Bylaws or otherwise, to a member or director shall be sufficiently given if sent to the principal or e-mail address of the applicable person as last shown in the Society's records. A notice so delivered shall be deemed to have been received when it is delivered. A notice so mailed shall be deemed to have been received on the fifth day after mailing (excluding each day during which there exists any general interruption of postal services due to strike, lockout or other cause). A notice sent by meansof electronic, transmitted or recorded communication shall be deemed to have been received when so sent. The Chair may change or cause to be changed the recorded address of any member or director in accordance with the information believed by him or her to be

reliable.

Undelivered Notices

13.2 1 If any notice given to a member pursuant to Section 13.1 is returned on two consecutive occasions because such member cannot be found, the Society shall not be required to give any further notice to such member until such member informs the Society in writing of such member's new address.

Computation of Time

13.3 In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the day of the meeting or other event shall be included.

Waiver of Notice

13.4 1 Any member, director or member of a committee may waive any notice required to be given to such person under any provision of the Act or these Bylaws or otherwise, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

Certification re: Delivery

13.5 1 The statutory declaration of the Secretary or the Chair or of any other person authorized to give notice of a meeting that notice has been given pursuant to these Bylaws shall be sufficient and conclusive evidence of the giving of such notice.

Part 14 Dissolution

Dissolution

14.1 1 In the event of dissolution of the Society, all its remaining assets, after payment of liabilities, shall be distributed to one or more qualified donees selected by ordinary resolution of the Society or, if passing an ordinary resolution is not feasible, a qualified recipient specified in a director's resolution.

14.2 1 The Society shall, prior to dissolution, create Endowment Funds that are restricted funds and an obligation of the Society, which shall remain whole on dissolution and distributed to like-minded societies in British Columbia in accordance with 14.1.