

**NOTICE OF SPECIAL RESOLUTION OF  
QUEST OUTREACH SOCIETY  
(the "Society")**

The following special resolutions will be proposed for approval at the Society's annual general meeting of the members held on February 23, 2022.

***Note that while this special resolution will be considered and approved at the Society's annual general meeting, it will not come into effect until the Society files a Bylaw Alteration Application with BC Registrar of Companies, which will occur as soon as possible following the Society's annual general meeting. Until such time, the current Bylaws will remain in effect.***

**Replacement of Bylaws**

RESOLVED as a special resolution that the current Bylaws of the Society be deleted in their entirety and that the form of Bylaws attached hereto as Schedule A be adopted as the Bylaws of the Society in substitution for, and to the exclusion of, the existing Bylaws of the Society, with effect upon the electronic filing of a Bylaw Alteration Application with the BC Registrar of Companies.

**Authorization**

RESOLVED as an ordinary resolution that the solicitors for the Society, Norton Rose Fulbright Canada LLP, be and are hereby authorized to electronically file the Bylaw Alteration Application giving effect to the amendments approved herein.

*Please see attached Schedule A for the proposed replacement bylaws.*

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**BYLAWS**  
**OF THE**  
**QUEST OUTREACH SOCIETY**

1.	<b>INTERPRETATION</b>
1.1	Definitions

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

- (a) “Act” means the Societies Act, S.B.C. 2015, c. 18, as amended from time to time, and includes any successor legislation thereto;
- (b) “Address of the Society” means the registered office address of the Society on record from time to time with the Registrar;
- (c) “Board” means the Directors acting as authorized by the Act, 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:
  - (1) 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,
    - (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
  - (2) a resolution that has been submitted to all Directors and consented to in writing by two-thirds (2/3) 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 with the Registrar;
- (f) “Chair” means the Person elected to the office of chair of the Society in accordance with these Bylaws;
- (g) “Constitution” means the constitution of the Society as filed with the Registrar;
- (h) “Directors” means those Persons who are, or who subsequently become, directors of the Society in accordance with these Bylaws and have not ceased to be directors;
- (i) “Electronic Means” means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:
  - (1) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and

(2) 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;

(j) “General Meeting” means a meeting of the Members, and includes an annual general meeting and any special or extraordinary general meetings of the Society;

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

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

(m) “Membership Year” means the period of approximately one (1) year which relates to the term of Members, which period shall be from the conclusion of the annual general meeting to the conclusion of the next annual general meeting, unless otherwise set by Board Resolution;

(n) “Ordinary Resolution” means:

(1) 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

(2) a resolution that has been submitted to the Members and consented to in writing by at least two-thirds (2/3) of the voting Members,

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;

(o) “Organization” means an association, corporation, partnership or society;

(p) “Person” means a natural person;

(q) “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;

(r) “Registrar” means the Registrar of Companies of the Province of British Columbia;

(s) “Society” means the “Quest Outreach Society”;

(t) “Special Resolution” means:



(1) a resolution, of which the notice required by the Act and these Bylaws has been provided, passed by at least two-thirds (2/3) of the votes cast in respect of the resolution by those Members entitled to vote:

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

(2) 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,

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

(u) "Treasurer" means a Person elected to the office of treasurer of the Society in accordance with these Bylaws; and

(v) "Vice-Chair" means a Person elected to the office of vice-chair of the Society in accordance with these Bylaws.

## 1.2 Societies Act Definitions

Except as otherwise provided, the definitions in the 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 is restricted to:

(a) those Persons and Organizations that transition as Members in accordance with Bylaw 2.3(a); and

(b) those Persons and Organizations that are subsequently admitted as Members in accordance with these Bylaws.

### 2.2 Eligibility for Membership

A Person may be eligible to be accepted as a Member if they are:

(a) nineteen (19) years of age or older;

- (b) ordinarily resident in British Columbia; and
- (c) interested in advancing the purposes and supporting the activities of the Society.

Notwithstanding the foregoing, a Person is not eligible to become a Member if they:

- (d) are an employee of the Society or a contractor for services to the Society where the contract has an annual aggregate value of \$10,000 or more;
- (e) have been a Person under paragraph (d) at any point in the previous twenty-four (24) months; or
- (f) are a spouse of a Person under either or both of paragraphs (d) or (e) above.

An Organization may be eligible to be accepted as a Member if it is interested in advancing the purposes and supporting the activities of the Society.

In the case of any ambiguity or doubt regarding the eligibility of a Person or Organization for membership, such ambiguity or doubt will be resolved by the Board in its discretion and the Board's decision will be final.

### 2.3 Transition of Membership

On the date these Bylaws come into force:

- (a) each Person or Organization that is a member of the Society and that is eligible for membership under these Bylaws will continue as a Member until the conclusion of the current term of membership, unless they otherwise cease to be a Member in accordance with these Bylaws; and
- (b) each Person or Organization that is ineligible for membership under these Bylaws will be deemed to have resigned from membership effective that date.

### 2.4 Membership Coordinator

The Board may delegate the review and acceptance of new applications and re-applications for membership to a Person or committee, which Person or committee will be referred to for the purposes of these Bylaws as the membership coordinator.

If no membership coordinator is designated by the Board, then the duties for that position set out in these Bylaws remain with the Board.

### 2.5 Application for Membership

An eligible Person or Organization may apply to the Society to become a Member by:

- (a) by submitting a completed application, in such form and manner as may be established by the Society, at the Address of the Society or to an authorized representative of the Society;
- (b) by submitting payment for applicable membership dues or fees, if any;

(c) in the case of an Organization, by designating in writing delivered to the Address of the Society a Person to exercise the rights of membership on behalf of the Organization; and

(d) by submitting such information or documentation as the membership coordinator or the Board may require confirming 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 or Organization to provide further information or documentation in support of the application.

The membership coordinator may, by entering an eligible Person's or Organization's information into the register of members, accept that Person or Organization as a Member as determined in accordance with these Bylaws.

## 2.7 Reporting and Ratification of Membership

The membership coordinator, will regularly report to the Board regarding applications for membership received and approved.

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, 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 such application for membership in its sole discretion.

Without limiting the generality of the foregoing, 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. The decision of the Board to refuse membership is final and without appeal.

## 2.9 Membership not Transferable

Membership is not transferable.

## 2.10 Term of Membership

Once accepted as a Member, a Person or Organization continues as a Member until:

(a) the conclusion of the Membership Year, unless renewed in accordance with Bylaw 2.11;  
or

(b) the date on which membership otherwise ceases in accordance with these Bylaws.

## 2.11 Renewal and Re-application of Membership

A Member who continues to be eligible for membership in accordance with these Bylaws may apply to renew their membership no earlier than two (2) months prior to its expiry at the conclusion of the next annual general meeting, in such manner as may be determined by the Board from time to time. A renewal of membership must be accompanied by payment for applicable membership dues or fees, as well as any other amounts due and owing to the Society. Renewals are subject to the acceptance by the Board or its designate.

A Person or Organization whose membership has expired or otherwise ceased other than by expulsion and who remains eligible may re-apply for membership after its expiry in accordance with Bylaw 2.10.

A Person or Organization expelled from membership may, unless prohibited by the terms of the expulsion resolution, re-apply for membership in accordance with the terms of the expulsion resolution, provided that if the expulsion resolution does not restrict re-application, the Person or Organization may re-apply for membership after two (2) years from the date of expulsion.

Re-applications for membership are subject to acceptance by the Board or its designate.

## 2.12 Cessation of Membership

A Person or an Organization will immediately cease to be a Member:

- (a) upon the date which is the later of:
  - (1) the date of delivering their or its resignation in writing to the Address of the Society; and
  - (2) the effective date of the resignation stated thereon;
- (b) upon the expiry of the current term of membership, unless renewed in accordance with Bylaw 2.11;
- (c) upon the date which is ninety (90) days from the date on which such Member ceases to be in good standing for non-payment of amounts due and owing to the Society;
- (d) upon the expulsion of the Member in accordance with Bylaw 3.6; or
- (e) upon the Member's death or, in the case of an Organization, dissolution.

## 3. MEMBERSHIP RIGHTS AND OBLIGATIONS

### 3.1 Rights of Membership

In addition to any rights conferred by the Act, a Member in good standing has the following rights and privileges of membership:

- (a) to receive notice of, and to 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 by the Members at a General Meeting;
- (d) may nominate qualified Persons to stand for election as a Director, in accordance with these Bylaws; and
- (e) may be nominated, if qualified, to stand for election as a Director, in accordance with these Bylaws.

### 3.2 Member not in Good Standing

A Member who is not in good standing has the right to receive notice of, and to attend, all General Meetings but is suspended from all of the other rights and privileges described in Bylaw 3.1 for so long as they remain not in good standing.

### 3.3 Dues

The Board will, by Board Resolution, determine the dues or fees payable by Members from time to time and in the absence of such determination by the Board, dues are deemed to be nil.

The Board may determine that:

- (a) different dues or fees will apply to different classes of membership; and
- (b) dues may be pro-rated, reduced or waived in cases of hardship or other appropriate circumstances.

Once determined, dues are deemed to continue each year until altered by Board Resolution.

### 3.4 Standing of Members

All Members are deemed to be in good standing except:

- (a) a Member who has failed to pay such annual membership 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 amount remains unpaid; and
- (b) a Member who is currently suspended by the Society.

### 3.5 Compliance with Constitution, Bylaws and Policies

Every Member will, at all times:

- (a) uphold the Constitution and comply with these Bylaws, the regulations and the policies of the Society in effect from time to time;
- (b) abide by such codes of conduct and ethics adopted by the Society; and
- (c) further and not hinder the purposes, aims and objects of the Society.

### 3.6 Discipline of Member

Following a review of a Member's conduct or actions, the Board may, by Board Resolution, expel, suspend, reprimand, fine or otherwise discipline a Member for conduct which, in the reasonable opinion of the Board:

- (a) is improper or unbecoming for a Member;
- (b) is contrary to Bylaw 3.5; or
- (c) is likely to endanger the reputation or hinder the interests of the Society.

At least fourteen (14) days prior to passing a Board Resolution under this Bylaw 3.6, the Board must provide notice of the proposed expulsion, suspension, reprimand, fine or other disciplinary action to the Member in question, accompanied by a brief statement of the reasons for the proposed disciplinary action and the date, time and place at which the Board proposes to consider the Board Resolution in question.

At any time prior to the date and time set out in the notice provided above, a Member who is the subject of proposed discipline may provide an oral or written response to the Board, and the Board must consider any such response that is received.

### 3.7 No Distribution of Income to Members

No part of the income of the Society will be payable to, or otherwise available for the personal benefit of, any Member and any income, profits or other accretions to the Society will be used in promoting the purposes of the Society.

## 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 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 Act.

### 4.3 Extraordinary General Meeting

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

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

- (a) at the call of the Chair;
- (b) when resolved by Board Resolution; or

(c) when such a meeting is requisitioned by the Members in accordance with the Act.

#### 4.4 General Meetings by Electronic Means

The Board may decide, in its discretion, to hold any General Meeting in whole or in part by Electronic Means.

When 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 Electronic Means are deemed to be present at the General Meeting.

#### 4.5 Notice of General Meeting

The Society will, in accordance with Bylaw 15.1, send notice of every General Meeting to:

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

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

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

The accidental omission to give notice of a General Meeting to a Member, or the non receipt of notice by a Member, does not invalidate proceedings at that meeting.

#### 4.6 Contents of Notice

Notice of a General Meeting will specify the place, the day and the time of the meeting and will include the text of every Special Resolution to be proposed or considered at that meeting.

If the Board has decided to hold a General Meeting with participation by Electronic Means, the notice of that meeting must also contain instructions for attending and participating in the meeting by Electronic Means, including instructions for voting.

#### 4.7 Attendance at General Meetings

Each Member, each Director and the Society's auditor, if any, are entitled to attend each General Meeting. In addition to the foregoing, the Board may also invite any other Person or Persons to attend a General Meeting as observers and guests. All observers and guests may only address the General Meeting assembly at the invitation of the Person presiding as chairperson, or by Ordinary Resolution.

#### 4.8 Quorum

A quorum at a General Meeting is three (3) Members in good standing on the date of the meeting.

No business, other than the election 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. 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.

#### 4.9 Lack of Quorum

If within thirty (30) minutes 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 next day, at the same time and place, and if at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Members present will constitute a quorum and the meeting may proceed.

#### 4.10 Chairperson at General Meetings

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

If at any General Meeting the Chair, Vice-Chair or such alternate Person appointed by a Board Resolution, if any, is not present within fifteen (15) minutes after the time appointed for the meeting, or subsequently wishes to step down as chairperson, the Directors present may select one of themselves to preside as chairperson at that meeting, or portion thereof.

#### 4.11 Chairperson 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, if any, and determine matters in accordance with those rules, as well as the Act and these Bylaws.

#### 4.12 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.

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 fourteen (14) days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

### 5. **VOTING BY MEMBERS**

#### 5.1 Ordinary Resolution Sufficient



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

## 5.2 Entitlement to Vote

Each Member in good standing (including the chairperson of a General Meeting, where such Person is a Member in good standing) is entitled to one (1) vote on matters for determination by the Members. No other Person is entitled to vote on a matter for determination by the Members, whether at a General Meeting or otherwise.]

## 5.3 Voting Other than at General Meeting

The Board may, in its sole discretion, conduct a vote of the Members other than at a General Meeting, whether by mail-in ballot or Electronic Means, provided in each case that the Society provides each Member in good standing with notice of:

- (a) the text of the resolutions to be voted on;
- (b) the open and closing dates for casting a vote; and
- (c) instructions on how a Member may cast a vote.

## 5.4 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 in good standing equal to not less than ten percent (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 that it is impossible for the assembly to discern how a given Member voted.

## 5.5 Voting by Proxy

Voting by proxy is not permitted.

# 6. DIRECTORS

## 6.1 Management of Property and Affairs

The Board will have the authority and responsibility to manage, or supervise the management of, the property and the affairs of the Society.

## 6.2 Qualifications of Directors

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

- (a) are less than eighteen (18) years of age;
- (b) have been found by any court, in Canada or elsewhere, to be incapable of managing their own affairs;
- (c) are an undischarged bankrupt;
- (d) have been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, in accordance with the Act; or
- (e) are an “ineligible individual” as defined by section 149.1(1) of the Income Tax Act (Canada).

In addition to the foregoing, a Person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if they are not a Member (or the designated representative of an Organization that is a Member) in good standing for at least ninety (90) days prior to the date an election is held in accordance with these Bylaws.

## 6.3 Composition of Board

The Board will be composed of a minimum of five (5) and a maximum of ten (10) Directors, each of whom will be elected or appointed in accordance with these Bylaws.

The Board may, by Board Resolution, set the number of Director positions within the foregoing range, provided that lowering the number does not affect the position or term of any incumbent Directors.

## 6.4 Invalidation of Acts

No act or proceeding of the Board is invalid by reason only of there being fewer than the required number of Directors in office.

## 6.5 Transition of Directors' Terms

Each Person who is a Director on the date these Bylaws come into force will continue as a Director for the remaining term to which they were elected, unless they otherwise cease to be a Director in accordance with these Bylaws.

Any previous terms served by Directors prior to these Bylaws coming into force will not be counted towards the term limits set out below.

## 6.6 Election of Directors

Directors will normally be elected by the Members at a General Meeting and will take office commencing at the close of such meeting. To the extent possible, approximately half of all Director positions will be elected each year.

#### 6.7 Term of Directors

The term of office of Directors will normally be three (3) years. However, the Board may by Board Resolution determine that some or all vacant Directors' positions will have a term of less than three (3) years, the length of such term to be determined by the Directors in their discretion.

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. If, however, the Director was elected at an extraordinary general meeting their term of office will be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting.

#### 6.8 Consecutive Terms and Term Limits

Directors may be elected for up to nine (9) consecutive years, by any combination of terms. A Person who has served as a Director for nine (9) consecutive years may not be re-elected for at least one (1) year following the expiry of their latest term.

#### 6.9 Extension of Term to Maintain Minimum Number of Directors

Every Director serving a term of office will retire from office at the close of the annual general meeting in the year in which their term expires, provided that if insufficient successors are elected and the result is that the number of Directors would fall below five (5), the Person or Persons previously elected as Directors may, if they consent, continue to hold office, and the term of such Director or Directors is deemed to be extended, until such time as successor Directors are elected.

#### 6.10 Appointment to fill Vacancy

If a Director ceases to hold office before the expiry of their term, the Board, by Board Resolution, may appoint a Member in good standing qualified in accordance with Bylaw 6.2 to fill the resulting vacancy.

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 they otherwise cease to be a Director in accordance with these Bylaws. The appointed replacement Director may run for the vacant position.

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

#### 6.11 Removal of Director

A Director may be removed before the expiration of their 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 seven (7) days' advance notice in writing of the proposed Board Resolution and to address the Board prior to the vote on the resolution.

#### 6.12 Ceasing to be a Director

A Person will immediately cease to be a Director:

- (a) upon the date which is the later of:
  - (1) the date of delivering their resignation in writing to the Chair or to the Address of the Society; and
  - (2) the effective date of the resignation stated therein;
- (b) upon the expiry of the current term of office, unless re-elected or reappointed in accordance with these Bylaws;
- (c) upon the date they are no longer qualified pursuant to Bylaw 6.2;
- (d) upon the Director's removal in accordance with Bylaw 6.11; or
- (e) upon the Director's death.

### 7. **NOMINATION AND ELECTION OF DIRECTORS**

#### 7.1 Nomination of Directors

Nominations for election as a Director must be made in accordance with these Bylaws, and such policies and procedures as are established by the Board from time to time.

All nominations are subject to the following rules:

- (a) a nomination must be made in writing, in a form established by the Society;
- (b) a nominee must be a Member in good standing to be nominated and must remain in good standing in order to stand for election;

- (c) the nomination must be signed by the nominee and by one (1) other Member in good standing;
- (d) a Member may not nominate more nominees than the number of Director positions available for election; and
- (e) nominations must be submitted in advance of an election, in accordance with such deadlines as may be established by the Board. Nominations will not be permitted from the floor at a General Meeting.

## 7.2 Elections Generally

Directors will be elected 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 Board from time to time. Directors may be elected as a slate, where applicable.

## 7.3 Election at Annual General Meeting

The election of Directors will normally take place at, or prior to, the annual general meeting and Directors so elected will take office commencing at the close of such meeting.

## 7.4 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 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.

## 7.5 Election by Secret Ballot

In elections where there are more eligible nominees than vacant positions for Directors at the close of the nomination period, election will be by secret ballot and the following rules 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 will be sent or otherwise made accessible to all Members in good standing;
- (c) each ballot will include the name of each eligible nominee and the number of vacancies to be filled;
- (d) no Member will vote for more 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 (2) or more eligible nominees for the final vacant position, the scrutineers will place one (1) ballot marked for each tied nominee into a suitable container and the Chair will draw one (1) ballot from the container at random, and the selected nominee will be elected to the final vacant position; and
- (h) the results of an election by secret ballot will be announced to all Members following the counting of the ballots.

#### 7.6 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 Directors as it determines necessary or prudent for the Society, provided that no such policy and procedure is valid to the extent that it is contrary to the Act or these Bylaws.

### 8. **POWERS AND RESPONSIBILITIES OF THE BOARD**

#### 8.1 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.

#### 8.2 Duties of Directors

Pursuant to the 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 the Act and the regulations thereunder; and
- (d) subject to Bylaws 8.2(a) to 8.2(c), act in accordance with these Bylaws.

Without limiting Bylaws 8.2(a) to 8.2(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.

#### 8.3 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 that they necessarily and reasonably incurred while engaged in the affairs of the Society, provided that all claims for reimbursement are in accordance with established policies.

#### 8.4 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 Act or these Bylaws.

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 and 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.

### 9. **PROCEEDINGS OF THE BOARD**

#### 9.1 Board Meetings

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

#### 9.2 Notice of Board Meetings

Meetings of the Board may be held at any time and place determined by the Board provided that two (2) days' notice of such meeting will be sent to each Director.

However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting was decided or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Chair.

#### 9.3 Participation by Electronic Means

The Board may decide, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means.

#### 9.4 Quorum

Quorum for a meeting of the Board will be a majority of the current Directors.

#### 9.5 Director Conflict of Interest

A Director who has a direct or indirect material interest that is known or reasonably ought to have been known by the Director 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 their 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:
  - (1) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
  - (2) 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 Act or these Bylaws.

#### 9.6 Chair of Meetings

The Chair (or, in the absence or inability of the Chair, the Vice-Chair) will preside as chair at all meetings of the Board.

If at any meeting of the Board the Chair, Vice-Chair and such alternate Person appointed by a Board Resolution, if any, are not present within fifteen (15) minutes after the time appointed for the meeting or requests that they not chair that meeting or portion, the Directors present may choose one of their number to preside as chair at that meeting.

#### 9.7 Entitlement to Vote

Subject to Bylaw 9.5, each Director is entitled to one (1) vote on all matters at a meeting of Board. No other Person is entitled to a vote at a meeting of the Board.

#### 9.8 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 Chair:

- (a) by show of hands;
- (b) by written ballot;
- (c) by roll-call vote or poll; or



(d) by Electronic Means.

On the request of any one (1) 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 that it is impossible for the assembly to discern how a given Director voted.

#### 9.9 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.

### 10. OFFICERS

#### 10.1 Officers

The officers of the Society are the Chair, Vice-Chair, and Treasurer, together with such other officers, if any, as the Board, in its discretion, may create. All officers must be Directors.

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

#### 10.2 Election of Officers

At the first meeting of the Board following each annual general meeting, the Board will elect the officers.

#### 10.3 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 Bylaw 10.2 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.

#### 10.4 Removal of Officers

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

#### 10.5 Replacement

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

#### 10.6 Duties of Chair

The Chair will supervise the Board and the other officers in the execution of their duties and will preside at all General Meetings and meetings of the Board.

#### 10.7 Duties of Vice-Chair

The Vice-Chair will assist the Chair in the performance of their duties and will, in the absence of the Chair, perform those duties. The Vice-Chair will also perform such additional duties as may be assigned by the Board.

#### 10.8 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 Act and the Income Tax Act;
- (b) the rendering of financial statements to the Directors, Members and others, when required;
- (c) the issuance of notices of meetings of the Society and the Board;
- (d) the keeping of minutes of all meetings of the Society and the Board;
- (e) the custody of all records and documents of the Society, except those required to be kept by the Treasurer;
- (f) the maintenance of the register of Members; and
- (g) the conduct of the correspondence of the Society.

For greater clarity, the Person serving as Treasurer may delegate any or all of the responsibilities set out above provided that they supervise and ensure that each such responsibility is completed.

### 11. INDEMNIFICATION

#### 11.1 Indemnification of Directors and Eligible Parties

To the extent permitted by the Act, each Director and eligible party (as defined by the Act) 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 Person by reason of their 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.

#### 11.2 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.

## 12. COMMITTEES

### 12.1 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 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.

### 12.2 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.

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.

### 12.3 Terms of Reference

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.

### 12.4 Meetings

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed by the rules set out in these Bylaws governing proceedings of the Board, with the necessary changes having been made to ensure that the language makes sense in the context.

## 13. EXECUTION OF INSTRUMENTS

### 13.1 Execution of Instruments

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

- (a) by the Chair, together with one (1) other Director, or
- (b) in the event that the Chair is unavailable, by any two (2) 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 to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The Society will not use a corporate seal for the purpose of executing documents.

#### 14. **FINANCIAL MATTERS AND REPORTING**

##### 14.1 Accounting Records

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

##### 14.2 When Audit Required

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

- (a) the Directors determine to conduct an audit or review engagement by Board Resolution; or
- (b) the Members require the appointment of an auditor by Ordinary Resolution,

in which case the Society will appoint an auditor qualified in accordance with Part 9 of the Act and these Bylaws.

##### 14.3 Appointment of Auditor at Annual General Meeting

If the Society determines to conduct an audit, an auditor will be appointed at an annual general meeting to hold office until such auditor is reappointed at a subsequent annual general meeting or a successor is appointed in accordance with the procedures set out in the Act or until the Society no longer wishes to appoint an auditor.

##### 14.4 Auditor's Report

The auditor, if any, must prepare a report on the financial statements of the Society in accordance with the requirements of the Act and applicable law.

##### 14.5 Participation in General Meetings

The auditor, if any, is entitled in respect of a General Meeting to:

- (a) receive every notice relating to a meeting to which a Member is entitled;
- (b) attend the meeting; and
- (c) be heard at the meeting on any part of the business of the meeting that deals with the auditor's duties or function.

An auditor who is present at a General Meeting at which the financial statements are considered must answer questions concerning those financial statements, the auditor's report, if any, and any other matter relating to the auditor's duties or function.

## 15. NOTICE GENERALLY

### 15.1 Method of Giving Notice

Except as otherwise provided in these Bylaws, a notice may be given to a Member or a Director either personally, by delivery, courier or by mail posted to their Registered Address, or, where a Member or Director has provided a fax number or e-mail address, by fax or e-mail, respectively.

### 15.2 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.

### 15.3 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.

## 16. MISCELLANEOUS

### 16.1 Dissolution

Upon the winding-up or dissolution of the Society, any funds and property remaining after the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution, including the remuneration of the liquidator, and the payment to employees of the Society of any arrears of salaries or wages, and after payment of any debts of the Society, will be distributed to such "qualified donees" as defined by the Income Tax Act as are designated by the Board. Any funds or property remaining received for specific purposes will, wherever possible, be distributed to "qualified donees" carrying on work of a similar nature to such specific purposes.

### 16.2 Inspection of Documents and 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 inspect 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 the written resignations of Directors; and
- (k) the disclosure of a Director or of a senior manager 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 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 inspect any other document or record of the Society and the Board may allow the Member to inspect 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 which a Member is allowed to inspect may be provided on request by the Member for a fee to be determined by the Board, provided such fee does not exceed the limits prescribed in the Act.

## 17. **BYLAWS**

### 17.1 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 them with, access to a copy of the Constitution and these Bylaws.

### 17.2 Special Resolution required to Alter Bylaws

These Bylaws will not be altered except by Special Resolution.

### 17.3 Effective Date of Alteration

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

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THESE BYLAWS ADOPTED BY SPECIAL RESOLUTION DATED: February 23rd, 2022.