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T.K. SPARKS

SHERO: SUPPORTING HER EDUCATION, RIGHTS & OPPORTUNITIES SOCIETY

BYLAWS

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PART 1 - INTERPRETATION

1.1 In these bylaws and the constitution of the Society, unless the context otherwise requires:

"address of the Society" means the address of the Society as filed from time to time with the Registrar in the Notice of Address;

"Advisory Council" means the council appointed by the Board in accordance with these bylaws;

"appointed director" means a person appointed in accordance with these bylaws as an appointed director or appointed as a replacement director for an appointed director;

"Board" means the directors acting as authorized by the constitution and these bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;

"Board resolution" means a resolution passed at a meeting of the Board by a simple majority of the votes cast by those directors entitled to vote at such meeting;

"bylaws" means the bylaws of the Society as filed in the Office of the Registrar;

“consent resolution of directors” means a resolution passed by a simple majority of the directors in accordance with Section 54(2) of the *Societies Act*. Such approval may be evidenced either by written resolution or email confirmation;

"constitution" means the constitution of the Society as filed in the Office of the Registrar;

"directors" means only those persons who are or who have become either appointed, elected, founding or replacement directors in accordance with these bylaws and have not ceased to be directors, and a "director" means any one of them;

"elected director" means a person elected as an elected director in accordance with these bylaws or elected or appointed as a replacement director for an elected director;

“eligible party” has the same meaning as in the *Societies Act:* an individual who is or was a director or senior manager of the society or who holds or held an equivalent position in a subsidiary of the society;

"founding director" means a person whose name is included in the List of First Directors filed with the Registrar at the time of incorporation;

"*Income Tax Act*" means the *Income Tax Act* R.S.C. 1985 c. 1 (5th supp.) as amended from time to time;

“incorporation year” means the calendar year in which the Society was incorporated;

"members" means only those persons who are members or who have subsequently become members in accordance with these bylaws and, in either case, who have not ceased to be members, and a "member" means any one of them;

"ordinary resolution" means any of the following:

(i) a resolution passed at a general meeting by a simple majority of the votes cast by the members in good standing, whether cast in person or by proxy;
(ii) a resolution consented to in writing, after being sent to all of the members, by at least 2/3 of the members in good standing; or
(iii) a resolution passed by a simple majority of the votes cast by mail or another means of communication, including by fax, email or other electronic means;

"Patron" means a person appointed by the Board to be a Patron of the Society;

"President" means a person elected to the office of President in accordance with these bylaws but such office holder may, with the approval of a Board resolution or consent resolution of directors, use the title Chair, Chairperson, Chairwoman or Chairman in substitution for, or in addition to, the title "President";

"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;

"Registrar" means the Registrar of Companies of the Province of British Columbia;

"Secretary" means a person appointed to the office of Secretary in accordance with these bylaws;

“Society" means the society incorporated pursuant to the *Societies Act* under the name SHERO: SUPPORTING HER EDUCATION, RIGHTS & OPPORTUNITIES SOCIETY;

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

"special resolution" means any of the following:

(i) a resolution passed at a general meeting by at least 2/3 of the votes cast by the members in good standing, whether cast in person or by proxy;
(ii) a resolution consented to in writing by all of the members in good standing; or
(iii) a resolution passed by at least 2/3 of the votes cast by the members in good standing by mail or another means of communication, including by fax, email or other electronic means;

"Treasurer" means a person appointed to the office of Treasurer in accordance with these bylaws; and

“writing” includes words printed, typewritten, painted, engraved, lithographed, photographed or represented or reproduced by any mode of representing or reproducing words in visible form.

1.2 The definitions contained in the *Societies Act* on the date these bylaws become effective apply to these bylaws and the constitution except where the wording of the definitions contained in the *Societies Act* differs from the wording of the definitions contained in these bylaws, and in such cases, the wording of the definitions contained in these bylaws shall take precedence provided that the meaning thereof is not inconsistent with the meaning of definition contained in the *Societies Act*.

1.3 Words incorporating the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing a person

include an individual, partnership, association, body corporate, trustee, executor, administrator and legal representative.

PART 2 - MEMBERSHIP

2.1 Membership in the Society shall be restricted to the applicants for incorporation and to those persons who are subsequently admitted by ordinary resolution and who have consented to act.

2.2 There shall be one class of members. In the absence of any determination establishing a specific term for a member, a member shall continue as a member until ceasing to be a member pursuant to bylaw 2.5.

2.3 The amount of the membership dues shall be determined by the Board. In the absence of any determination of membership dues it shall be deemed that there are no annual or other membership dues. Once the amount of any membership dues has been determined, that amount shall be deemed to be the annual membership dues in each succeeding membership year until such amount is changed.

2.4 A member may withdraw from the Society by delivering his or her resignation in writing to the Secretary of the Society or delivering it to the address of the Society.

2.5 A person shall immediately cease to be a member of the Society:

(a) upon the date which is the later of the date of delivering his or her resignation in writing to the Secretary of the Society or to the address of the Society or the effective date of the resignation stated therein;

(b) upon his or her death;

(c) upon ceasing to hold a position or meet the criteria by virtue of which he or she is a member;

(d) in the case of a corporation, society or association, upon dissolution, bankruptcy or receivership;

(e) upon the expiration of the term currently determined stipulating the length of time for which he or she is to be a member; or

(f) upon being removed.

2.6 A member may be removed by a resolution passed by not less than 2/3 of the members entitled to vote provided that:

(a) at least 30 days before such resolution is passed, the Member’s Moderator has given the member in question written notice of, including reasons for, the proposed removal; and

(b) such member has been given a reasonable opportunity to make written and oral submissions regarding the proposed removal to the members of the Society voting on such resolution, before the resolution is submitted to the meeting.

2.7 A member shall not be disciplined.

2.8 The membership of a person in the Society is not transferable.

2.9 All members shall be in good standing except a member who has failed to pay his or her current membership dues, or any other subscription or any debt due and owing by such member to the Society, and such member is not in good standing as long as the debt remains unpaid.

PART 3 - MEETINGS OF MEMBERS

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

(a) the issuance of notices of meetings of members;

(b) the keeping of minutes of all meetings of members; and

(c) the maintenance of the register of members.

3.2 The general meetings of the Society shall be held at such time and place, in accordance with the *Societies Act*, as the directors shall decide.

3.3 The Secretary shall give not less than 7 days written notice of a general meeting to its members entitled to receive notice; but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.

3.4 Notice of a general meeting shall specify the place, the day and the hour of the meeting.

3.5 The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

3.6 An annual general meeting shall be held at least once in every calendar year commencing in the year following the Incorporation year. Notwithstanding the foregoing, an annual general meeting is deemed to have been held if:

(a) all of the matters required by *the Societies Act* to be dealt with at an annual general meeting are dealt with in a resolution as permitted by section 72 of *the Societies Act*; and,

(b) all of the members entitled to vote consent in writing to that resolution on or before the date by which the annual general meeting must be held under section 71 of *the Societies Act*.

3.7 Every general meeting other than an annual general meeting is a special general meeting.

3.8 The directors may, whenever they think fit, convene a special general meeting. As required by Section 75 of the *Societies Act*, the directors shall convene a special general meeting of members upon receipt of a written request requesting such a meeting and signed by at least 10% of the members in good standing.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

4.1 Special business is:

(a) all business at a general meeting except the adoption of rules of order; and

(b) all business that is transacted at an annual general meeting, except:

(i) consideration of the financial statements prepared in accordance with the *Societies Act*;

(ii) consideration of the report of the directors;

(iii) consideration of the report of the auditor, if any;

(iv) the election or appointment of directors;

(v) the appointment of the auditor if desired; and

(vi) such other business that, under these bylaws or any governing statutes, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors if the report was issued with the notice of the meeting.

4.2 In order to have quorum at a general meeting:

(a) 1/3 of the members or three members, whichever is greater, must be present or, where proxies are allowed, represented by the member's appointed proxy; or

(b) if the Society has fewer members that the quorum provided for in 4.2 (a), the quorum for the transaction of business at a general meeting is all of the members in good standing.

4.3 No business, other than the election of a person to chair the meeting and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

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

4.5 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present shall constitute a quorum.

4.6 The President shall chair all general meetings; but if at any general meeting the President is not present within 15 minutes after the time appointed for the general meeting, or requests that he or she not chair that meeting, the members in good standing that are present may choose one of their number to chair that general meeting.

4.7 If a person presiding as chair of a general meeting wants to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the members present at such meeting, he or she may preside as chair.

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

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

4.10 Any issue at a general meeting which is not required by these bylaws or the *Societies Act* to be decided by a special resolution shall be decided by an ordinary resolution.

4.11 A member in good standing is entitled to one vote.

4.12 A corporation, association or society which is a member may vote by its duly authorized representative who is entitled to speak and vote and in all other respects exercise the rights of a member and that representative shall be reckoned as a member for all purposes in connection with any meeting of the Society. The chairman of a meeting shall be entitled to require any such representative to first produce a certified copy of a resolution of the board of directors or other governing body of the corporation appointing him or her as its representative.

4.13 A member that is chairing a general meeting may vote but, if he or she does so and the result is a tie, shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.

4.14 Voting shall be by show of hands or voice vote recorded by the secretary of the meeting, unless proxy votes are to be recorded or if any two members in good standing present at the meeting make a request for a secret vote, a secret vote by written ballot shall be required.

4.15 Voting by proxy is permitted provided that the proxy has previously been appointed in writing by the member appointing the proxy and the proxy has the written appointment at the meeting. However, a permanent proxy or a proxy entitling a person or member to vote at other than one meeting and any adjournment of that meeting is void. In the case of written proxy votes on specific issues such written proxy votes are also to be counted and added to the total of voices by hand or voice.

4.16 No resolution proposed at a general meeting need be seconded and the person chairing such a meeting may move or propose a resolution.

4.17 A resolution in writing which is identified as an ordinary resolution and has been submitted to all the members and signed by a minimum of 2/3 of the members who would have been entitled to vote on it in person or by proxy at a general meeting of the Society is as valid and effectual as an ordinary resolution as if it had been passed at a meeting of members duly called and constituted and shall be deemed to be an ordinary resolution. Such a resolution may be in two or more counterparts which together shall be deemed to constitute one ordinary resolution in writing. Such ordinary resolution shall be filed with minutes of the proceedings of the members and shall be effective on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

4.18 A resolution in writing which is identified as a special resolution and has been signed by all the members who would have been entitled to vote on it in person or by proxy at a general meeting of the Society is as valid and effectual as a special resolution as if it had been passed at a meeting of members duly called and constituted. Such a resolution may be in two or more counterparts which together shall be deemed to constitute one special resolution in writing. Such special resolution shall be filed with minutes of the proceedings of the members and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

PART 5 - DIRECTORS

5.1 The number of directors shall be three or such other number, not being less than three, as may be determined from time to time by ordinary resolution.

5.2 Every director shall subscribe to and support the purposes of the Society. No person shall be a director of the Society unless duly elected or appointed a director in accordance with these bylaws and shall cease to be a director if notice of a change in directors is not filed with the Registrar of Companies in compliance with the *Societies Act* within 60 days of such election or appointment. Any election or appointment of a director is invalid unless:

(a) the individual, so appointed or elected, either consents in writing; or

(b) is present at the meeting at which he or she is appointed or elected and consents verbally.

5.3 The persons whose names are listed as directors with the Registrar at the time of incorporation shall be the founding directors and they may serve without specific term.

5.4 Elected directors may be elected by the members at a general meeting and take office commencing at the close of such meeting.

5.5 The term of office of elected directors shall normally be three (3) years with the option of an additional term of three (3) years, to a maximum of six (6) years in total. However, the members may determine that some or all elected directors may serve without specific term or may have a term other than three (3) years to be determined by the members in their discretion. For purposes of calculating the duration of an elected director's term of office, the term shall be deemed to commence at the close of the annual general meeting in which such director was elected. If the director was elected at a special general meeting, for purposes of calculating the term of office only, such term shall be deemed to have

commenced at the close of the annual general meeting next following such extraordinary general meeting. If a Board member is the incoming Chair, they shall have an extension of one additional term beyond the maximum term of six (6) years.

5.6 In elections where there are more candidates than vacant positions for directors, election shall be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates shall be deemed to be elected in order of those candidates receiving the most votes.

5.7 No member shall vote for more directors than the number of vacant positions for elected directors. Any ballot on which more names are voted for than there are vacant positions shall be deemed to be void.

5.8 The members may from time to time, by ordinary resolution, appoint additional directors to be known as appointed directors, and such ordinary resolution shall set out the term of office and may set out criteria to be met in order for the appointed director to serve.

5.9 A person need not be a member of the Society in order to serve as a director of the Society.

5.10 Every director shall retire from office at the close of the annual general meeting in the year in which his or her term expires.

5.11 The members may by ordinary resolution remove a director before the expiration of such director's term of office and may elect or appoint a person as a replacement director and determine the term of such replacement director.

5.12 If a director ceases to hold office during his or her term for any reason, other than removal as aforesaid, the Board may appoint a person as a replacement director to take the place of such director until the next annual general meeting.

5.13 No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of directors in office.

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

(a) upon delivering his or her resignation in writing to the Secretary of the Society or to the address of the Society;

(b) upon his or her death;

(c) upon the expiration of the term currently determined stipulating the length of time for which he or she is to serve as a director;

(d) upon ceasing to meet the criteria attached to his or her appointment; or

(e) upon being removed as a director by the members.

5.15 If no successor is elected or appointed to replace the person who otherwise would cease to be a director and the result is that the number of directors would fall below three, the person previously elected or appointed as director continues to hold office until such time as a successor director is elected or appointed.

5.16 Directors shall serve without remuneration, provided that a director may be reimbursed for reasonable expenses incurred in the performance of his or her duties. A director may receive compensation for services provided to the Society in another capacity. Provided, however, that a majority of the directors must not receive or be entitled to receive compensation from the Society for services provided to the Society in another capacity.

5.17 As required by Section 56 of the *Societies Act*, a director who has a direct or indirect material interest in a contract or transaction, or a proposed contract or transaction, of the Society, or 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, shall

(a) disclose fully and promptly to the other directors the nature and extent of the director's interest,

(b) abstain from voting on a Board resolution or consenting to a consent resolution of directors in respect of the contract, transaction or matter,

(c) leave any meeting of the Board when

(i) the contract, transaction or matter is discussed, unless asked by the other directors to be present to provide information, or

(ii) the other directors vote on the contract, transaction or matter; and

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

A disclosure under (a) must be evidenced in at least one of either the minutes of a meeting of directors, a consent resolution of directors, or a record addressed to the directors that is delivered to the delivery address, or mailed by registered mail to the mailing address, of the registered office of the Society.

PART 6 - PROCEEDINGS OF THE BOARD

6.1 A meeting of the Board may be held at any time and place determined by the Board, provided that 1 days' notice of such meeting shall be sent in writing to each director. However, no written notice shall be necessary if all directors were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary of the Society.

6.2 For the purposes of the first meeting of the Board held immediately following the appointment or election of a director or directors at a general meeting, or for the purposes of a meeting of the Board at which a director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be properly constituted.

6.3 The President may at any time, and the Secretary, on the request of any two directors shall, convene a meeting of the Board.

6.4 The Board may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be one-third of the directors in office at the time when the meeting convenes; but in no instance may the number necessary for a quorum be less than two.

6.5 The President shall chair all meetings of the Board; but if at any meeting the President is not present within 15 minutes after the time appointed for the meeting, or the President requests that he or she not chair that meeting, the directors present may choose one of their number to chair that meeting.

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

6.7 No resolution proposed at a meeting of the Board must be seconded. The person chairing a meeting may move or propose a resolution.

6.8 Any issue at a meeting of the Board which is not required by these bylaws or the *Societies Act* to be decided by a resolution requiring more than a simple majority shall be decided by a Board resolution.

6.9 A director chairing a meeting may vote but, if he or she does so and the result is a tie, he or she shall not be permitted to vote again to break the tie and the resolution being voted on shall be

deemed to have failed.

6.10 Voting shall be by show of hands or voice vote recorded by the secretary of the meeting except that, at the request of any one director, a secret vote by written ballot shall be required.

6.11 A consent resolution of directors is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such consent resolution of directors may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with minutes of the proceedings of the Board and shall be effective on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

6.12 A director who contemplates being or is temporarily absent from Canada may, by post or electronic means such as facsimile or email, send or deliver to the address of the Society a waiver of notice of any meeting of the Board for a period not longer than one year and may, at any time, withdraw the waiver in like manner. Until the waiver is withdrawn:

(a) no notice of meetings of the Board need be sent to that director; and

(b) any and all meetings of the Board, notice of which has not been given to that director shall, if a quorum is present, be valid and effective.

PART 7 - PATRONS

7.1 The Board may appoint prominent persons and office holders to be Patrons of the Society.

7.2 The function and number of Patrons and the terms of each appointment shall be determined by the Board. Patrons shall not have the legal powers to direct the acts and operations of the Society and will not be acting in the capacity of directors of the Society.

PART 8 - ADVISORY COUNCIL

8.1 The Board may constitute an Advisory Council to provide advice and counsel to the Board on broad issues of policy and profile and may appoint worthy persons to it and determine the terms of each appointment.

8.2 The Board shall determine the size, composition and specific functions of the Advisory Council.

8.3 The Advisory Council shall not have the legal powers to direct the acts and operations of the Society and its members will not be acting in the capacity of directors of the Society.

8.4 The Advisory Council may hold meetings at such time and place as is determined by the Board and shall conform to any rules that may from time to time be imposed on it by the Board.

PART 9 - COMMITTEES

9.1 The Board may create such standing and special committees as may from time to time be required which may be in whole or in part composed of directors as the Board thinks fit. The Board may delegate any, but not all, of its power to such committees and any such committee shall limit its activities to the purpose or purposes for which it is appointed, and shall have no powers except those specifically conferred by the Board. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee shall automatically be dissolved.

9.2 A committee, in the exercise of the powers delegated to it, shall conform to any rules that may from time to time be imposed by the Board, and shall report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board directs.

9.3 The members of a committee may meet and adjourn as they think proper and meetings of

committees shall be governed, with the necessary alterations, by the rules set out in these bylaws governing proceedings of the Board.

PART 10 - DUTIES OF OFFICERS

10.1 At the first meeting of the Board held after an annual general meeting, the Board shall elect from among the directors a President who shall hold office until the first meeting of the Board held after the next following annual general meeting. The President shall be responsible for chairing general meetings of the Board.

10.2 At the first meeting of the Board held after an annual general meeting the Board may appoint a Secretary and Treasurer, who do not need to be directors, and determine the duties, responsibilities, term and remuneration, if any, of the Secretary and Treasurer.

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

(a) the issuance of notices of meetings of the members, Board and Advisory Council;

(b) the keeping of minutes of all meetings of the members, Board and Advisory Council;

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

(d) the custody of the common seal of the Society;

(e) the maintenance of the register of directors; and

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

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

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

(b) the custody and control of the assets of the Society, including the implementation of the instructions of the Board as to the investment of the assets of the Society and the Society's banking transactions; and

(c) the rendering of financial statements to the directors, members and others when required.

10.5 A person may be removed as an officer by a Board resolution or consent resolution of directors.

10.6 Should the President or any other officer for any reason not be able to complete his or her term, the Board shall elect or appoint a replacement without delay.

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

10.8 A person may be appointed to two or more of the offices of the Society at any one time.

10.9 The Board may appoint and remove such other officers as it deems necessary and determine the duties, responsibilities, title, term and remuneration, if any, of all officers.

PART 11 - CHIEF EXECUTIVE OFFICER

11.1 The Board may select and appoint a chief executive officer of the Society, determine his or her title and set the terms of his or her duties, responsibilities and employment.

PART 12 - MANAGEMENT OF THE SOCIETY

12.1 The property and the affairs of the Society shall be managed by the Board.

12.2 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 subject, nevertheless, to the provisions of:

(a) the *Societies Act*;

(b) these bylaws; and

(c) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general meeting.

12.3 No rule made by the Society in general meeting invalidates a prior act of the Board that would have been valid if that rule had not been made.

12.4 The Board may from time to time on behalf of and in the name of the Society:

(a) raise and borrow money in such manner and amounts, on such security, or without security, from such sources and upon such terms and conditions as they think fit;

(b) guarantee the repayment of money by any other person or corporation or the performance of any obligation of any other person or corporation; and

(c) incur, or secure the payment or repayment of or the performance of, any indebtedness or obligation in such manner and upon such terms and conditions in all respects as the Board thinks fit, and, without limiting the generality of the foregoing, by the issue of bonds, notes, income bond, perpetual or redeemable debentures or any mortgage, charge or other security whether specific or floating, on the undertaking or on the whole or any part of the property and assets (both present and future) of the Society or indebtedness or other obligation of the Society, provided, however, that no debenture shall be issued by the Society without first being authorized by special resolution.

12.5 The Board on behalf of the Society may acquire, accept, solicit and receive, by purchase, lease, contract, donation, legacy, gift, grant, devise, bequest or otherwise, any kind of real or personal property, including without limitation shares in and securities of other corporations, licences, royalties, inventions, patents of invention, patent rights, copyrights, trademarks, formulae, processes, know-how and other industrial property and similar rights of all kinds; hold, use, control, manage, develop, sell, let, lease, license and otherwise deal with and dispose of, or hold as a trustee, all or any such property; and enter into, conduct and carry on agreements, trusts, contracts and undertakings in connection therewith or incidental thereto for the further attainment of the Society's purposes.

12.6 The Board shall take such steps as it deems necessary to enable the Society to receive donations, bequests, funds, property, trusts, contracts, agreements and benefits ("collectively referred to herein as "assets") for the purpose of furthering the purposes of the Society. The Board may accept an asset which has a liability attached to it. The Board may postpone conversion and retain any assets in the

form donated to the Society notwithstanding that such assets are not income producing and any asset so retain shall be an authorized investment for all purposes of the Society and a director shall not be liable for any loss resulting from such postponement and retention. The Board in its sole and absolute discretion may refuse to accept any donation, bequest, trust, loan, contract or property.

12.7 The Society may invest and deal with the monies and assets of the Society not immediately required by the Society both inside and outside of Canada in such manner as the Board may from time to time determine. In investing the funds of the Society, the Board shall not be limited to securities and investments in which trustees are authorized by law to invest, but may make any investments which in its opinion are prudent. In determining whether an investment is prudent, the Board may consider the extent to which an investment furthers purposes and funding of the Society in addition to issues of pure economic return. Subject to the provisions of the *Societies Act*, a director shall not be liable for any loss which may result from any such investment.

12.8 The Board may invest in real and personal property, shares, bonds, debentures and other securities including mutual or other pooled investment funds and evidences of indebtedness and obligations issued or guaranteed by any individual or entity (regardless of any relationship which might exist between the individual or entity and the Society) and in evidences of any interest in respect of any such real and personal property, share, bonds debentures and other securities and evidence of indebtedness and obligations and the Board may invest and lend money at interest on the security of real or personal property or without security and may change or alter any investments, and while the Society is the holder or owner thereof the Board may, on behalf of the Society, exercise all rights, powers and privileges of ownership, including all voting rights, if any, with respect thereto. The Board shall be authorized to invest in "non-qualified investments" and “non-qualifying securities” as defined in the *Income Tax Act*.

12.9 The Society shall have the power to make expenditures and loans whether or not secured or interest bearing for the purpose of furthering the purposes of the Society. The Society shall also have the power to enter into trust arrangements or contracts for the purpose of discharging obligations or conditions either imposed by a person donating, bequeathing, advancing or lending funds or property to the Society, or assumed by the Society in expectation of such donations, bequests, advances or loans. Such arrangements or contracts shall be in accordance with the terms and conditions that the Board may prescribe.

12.10 In order to carry out the purposes of the Society the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in any manner it decides including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

12.11 The Board shall be entitled, in its discretion, to hold and deposit the funds and other assets of the Society in one or more accounts, whether co-mingled with other funds and assets or not, in such manner as the Board in its discretion may determine from time to time.

12.12 The Board shall be entitled to retain, rely on the advice of and delegate powers and discretions to lawyers, accountants, financial advisors, investment advisors, agents and similar persons as they determine may be helpful to assist them in performing their duties and, without limitation, may delegate to an investment advisor any and all discretionary investment powers and in doing so shall not be liable.

12.13 The members may restrict the borrowing powers of the Board.

PART 13 - EXECUTION OF DOCUMENTS

13.1 The Board may provide a corporate seal for the Society, and shall provide for the custody of the seal with the Secretary or for a temporary period, when authorized by a Board resolution or consent resolution of directors, with such other person as determined by the Board. The Board shall also have power from time to time to destroy a seal and substitute a new seal in its place.

13.2 The seal of the Society shall be affixed only when authorized by the Board, and then only

in the presence of the person or persons prescribed by the Board, or, if no person or persons are prescribed, in the presence of any two directors.

13.3 Contracts, documents or any instruments in writing requiring the signature of the Society shall normally be signed by two officers or directors of the Society or such other number of officers or directors as may be determined from time to time by Board resolution or consent resolution of directors. Further, the Board may from time to time by Board resolution or consent resolution of directors appoint a person or persons, any of whom may not be a director or officer, to sign specific contracts, documents and instruments in writing.

PART 14 - AUDITOR

14.1 This Part applies only where the Society is required or has resolved to have an auditor.

14.2 The first auditor shall be appointed by the Board which shall also fill any vacancy occurring in the office of auditor.

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

14.4 An auditor may be removed by ordinary resolution.

14.5 An auditor shall be promptly informed in writing of his appointment or removal.

14.6 The auditor may attend general meetings.

PART 15 - NOTICES

15.1 Notice of a general meeting shall be given at least 7 days and not more than 60 days in advance, to every person shown on the register of members as a member on the day the notice is given. No other person is entitled to be given notice of a general meeting. Notwithstanding the foregoing and pursuant to Section 79 of the *Societies Act*, a member of a society may, in any manner, waive the member's entitlement to notice of a general meeting or may agree to reduce the period of that notice. Attendance at a general meeting is a waiver of the member's entitlement to notice of the meeting unless the member 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.

15.2 Any notice required to be given may be given to a member, a director or a member of a committee either by delivery, electronic means such as facsimile or email, or by first class mail posted to such person's or representative organization's registered address.

15.3 A notice sent by mail shall be deemed to have been given on the third 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 post office receptacle with adequate postage affixed, provided that if there shall be, between the time of mailing and the deemed receipt 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, then such notice shall only be effective when actually received. Any notice delivered by hand or sent by electronic means such as facsimile or email shall be deemed to have been given on the day it was so delivered or sent.

15.4 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 shall not, but the day on which the event for which notice is given shall, be counted in the number of days required.

PART 16 - MISCELLANEOUS

16.1 The members shall from time to time determine to what extent and at what times and places and under what conditions or regulations the documents, including the accounting records, of the Society and minutes of meetings of the Board shall be open to the inspection of members of the Society

not being directors. In the absence of such determination by the members, the accounting records and minutes of meetings of the Board, of the Society shall be open to inspection of any member of the Society not being a director, and no person, other than a member or a director, shall inspect any records of the Society, including those required to be kept under Section 20 of the *Societies Act*, unless required to do so by law.

16.2 Any meeting of the Society, Board, Advisory Council or any committee or group may also be held, or any members, directors or committee member may participate in any meeting of the Society, Board, Advisory Council or any committee in which he or she is entitled to participate, by conference call or similar communication equipment or device so long as all the directors, council or committee members or other persons participating in the meeting can hear and respond to one another. All such members, directors, council or committee members or other persons so participating in any such meeting shall be deemed to be present in person at the stated location of such meeting and shall be entitled to vote by a voice vote recorded by the secretary of such meeting.

16.3 The rules governing when notice is deemed to have been given set out in these bylaws shall apply with the necessary changes to determine when a consent resolution of directors shall be deemed to have been submitted to all of the directors and when a written ordinary resolution shall be deemed to have been submitted to all of the members.

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

16.5 The Society may establish and maintain one or more branch societies with the powers, not exceeding the powers of the Society that the Society confers.

16.6 The activities of the Society shall be carried on without purpose of gain for its members and any income, profits or other accretions to the Society shall be used in promoting the purposes of the Society.

PART 17 - INDEMNIFICATION

17.1 Subject to the provisions of the *Societies Act*, each eligible party of the Society shall be indemnified by the Society against expenses reasonably incurred by them or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been an eligible party of the Society, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duty as an eligible party. "Derelict" shall mean grossly negligent, criminally negligent or intentionally engaged in tortious conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Society.

17.2 Subject to the provisions of the *Societies Act*, the Board is authorized from time to time to give indemnities to any director or other person who has undertaken or is about to undertake any liability on behalf of the Society or any society or corporation controlled by it, and to secure such director or other person against loss by mortgage and charge on the whole or any part of the real and personal property of the Society by way of security, and any action from time to time taken by the directors under this paragraph shall not require approval or confirmation by the members.

17.3 The Board in its discretion may submit any contract, act or transaction for approval, ratification or confirmation at any annual general meeting or at any extraordinary general meeting of the members called for the purpose of considering the same and any contract, act or transaction that may be approved, ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the *Societies Act* or these bylaws) shall be as valid and as binding upon the Society and upon all the members as though it had been approved, ratified and confirmed by every member of the Society.

17.4 Subject to the provisions of the *Societies Act*, no director or officer for the time being of the

Society shall be liable for the acts, neglects or defaults of any other director or officer of the Society or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the directors for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Society shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any funds or property of the Society shall be lodged or deposited, or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto, unless all or any of the same shall happen by or through the wilful act, default or neglect of such director or officer.

17.5 The Society shall, to the full extent permitted by the Societies Act, indemnify and hold harmless, every person heretofore, now or hereafter serving as an eligible party of the Society and his or her heirs and legal representatives.

17.6 Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by the Society prior to the final disposition thereof in the discretion of the Board and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that he or she is entitled to indemnification hereunder.

17.7 The Society shall apply to the Court for any approval of the Court which may be required to make the indemnities herein effective and enforceable. Each eligible party of the Society on being elected or appointed shall be deemed to have contracted with the Society upon the terms of the foregoing indemnities. Such indemnities shall continue in effect with regard to actions arising out of the term each director or officer held such office notwithstanding that he or she no longer continues to hold such office.

17.8 The failure of an eligible party of the Society to comply with the provisions of the Societies Act or of the constitution or these bylaws shall not invalidate any indemnity to which he or she is entitled under this Part.

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

PART 18 - DISSOLUTION

18.1 Upon the winding-up or dissolution of the Society, the 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 a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after payment of any debts of the Society, shall be distributed to "qualified donees", as defined in the *Income Tax Act* and registered charities, as shall be designated by the Board. Any of such funds or property remaining which had originally been received for specific purposes shall, wherever possible, be distributed to registered charities and "qualified donees" carrying on work of a similar nature to such specific purposes.

PART 19 - BYLAWS

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

19.2 These bylaws shall not be altered or added to except by special resolution.