

**NOTICE OF SPECIAL RESOLUTIONS
OF THE**

**VANCOUVER BOTANICAL GARDENS ASSOCIATION
(the "Society")**

The following special resolutions will be proposed for approval at an Annual General Meeting of the Society to be held on May 26, 2025:

Note that while these special resolutions will be considered and approved at the members' meeting, the amendments will not come into effect until the Society files a Constitution Alteration Application and Bylaw Alteration Application with the BC Registrar of Companies. Until such time, the current constitution and bylaws will remain in effect.

Special Resolution #1: Amendments to Constitution

RESOLVED as a special resolution that the Constitution of the Society be amended by deleting the current purposes in their entirety and substituting in place thereof the following as new purposes for the Society, with effect upon the electronic filing of a Constitution Alteration Application with the BC Registrar of Companies:

- "1. to advance education among people of all ages and backgrounds by:
 - (a) providing courses, workshops, and other educational programming, informed by science, Indigenous perspectives and knowledge, and community perspectives, on topics related to biodiversity, environmental sustainability, ecological stewardship, and horticultural best practices; and
 - (b) establishing interactive exhibits, displays, tours, and other accessible learning opportunities to educate and cultivate a lifelong love of plants, gardens, and wildlife;
2. to receive gifts, bequests, funds and property, and to hold, invest, administer and distribute funds and property to such other organizations as are "qualified donees" under the provisions of the *Income Tax Act* (Canada);
3. to provide a public amenity by supporting the operations, and maintenance of botanical institutions and ancillary facilities for the public, namely the VanDusen Botanical Gardens and Bloedel Conservatory;
4. to protect the environment for the benefit of the public by supporting the conservation of biodiversity on a long-term basis, including by supporting the protection or assistance of endangered or at-risk flora and fauna and their habitats; and
5. to do all such other things as are incidental and ancillary to the attainment of the foregoing purposes and the exercise of the powers of the Society."

Special Resolution #2: 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, Miller Thomson LLP, be and are hereby authorized to electronically file the Constitution Alteration Application and Bylaw Alteration Application giving effect to the foregoing amendments.

**Schedule A
Replacement Bylaws**

See attached.

BYLAWS OF THE VANCOUVER BOTANICAL GARDENS ASSOCIATION

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BYLAWS OF THE VANCOUVER BOTANICAL GARDENS ASSOCIATION

1. INTERPRETATION

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 in their capacity as Directors, and 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, computer or web-based technology or communication facility, that:
 - (1) in relation to a meeting or proceeding, permits all participants to communicate 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) **“Executive Director”** means the Senior Manager appointed by the Board in accordance with Bylaw 12.1 with the duties set out in Bylaw 12.2;
- (k) **“General Meeting”** means each annual general meeting and any extraordinary general meetings of the Society, but does not include any gatherings of Members for purposes other than the conduct of official business of the Society;
- (l) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- (m) **“Joint Operating Agreement”** means the joint operating agreement between the Society and the City of Vancouver Board of Parks and Recreation effective January 1, 2025;
- (n) **“Members”** means those Persons and Organizations who are, or who subsequently become, members of the Society in accordance with these Bylaws and, in either case, have not ceased to be members;
- (o) **“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;

- (p) **“Organization”** includes a corporation, partnership or society;
- (q) **“Person”** means a natural person;
- (r) **“Registered Address”** of a Member or Director means the address of that Person or Organization as recorded in the register of Members or the register of Directors;
- (s) **“Registrar”** means the Registrar of Companies of the Province of British Columbia;
- (t) **“Secretary”** means a Person elected to the office of secretary of the Society in accordance with these Bylaws;
- (u) **“Senior Manager”** means the Person appointed by the Board under Bylaw 12.1, if any, to exercise the Board’s delegated authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society;
- (v) **“Society”** means the “Vancouver Botanical Gardens Association”;
- (w) **“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;
- (x) **“Treasurer”** means a Person elected to the office of treasurer of the Society in accordance with these Bylaws; and
- (y) **“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 AND GENDER NEUTRAL PRONOUNS

In these Bylaws:

- (a) a word defined in the plural form includes the singular and vice-versa; and
- (b) the pronouns “they”, “them” and “their” are used throughout as gender-neutral pronouns and refer to a Person of any gender.

2. MEMBERSHIP

2.1 ADMISSION TO MEMBERSHIP

Membership in the Society is restricted to:

- (a) those Persons who transition as Members in accordance with Bylaw 2.5(a); and
- (b) those Persons or Organizations that are subsequently admitted as Members in accordance with these Bylaws.

2.2 CLASSES OF MEMBERSHIP

There will be one (1) class of voting membership, called VBGA Voting Members, and one (1) class of non-voting membership, called VBGA Non-Voting Members.

In order to correspond with the categories of garden membership recognized by the City of Vancouver Board of Parks and Recreation, the Board may create, alter, or remove sub-classes of membership, including eligibility requirements applicable to such sub-classes of membership, by Board Resolution.

2.3 ELIGIBILITY OF MEMBERSHIP

Each Person who, being eligible, is admitted as a garden member under the Joint Operating Agreement will automatically become a Member of the Society in the appropriate corresponding class and sub-class.

An Organization is not eligible to be admitted as a VBGA Voting Member and will be admitted as a VBGA Non-Voting Member in all cases.

2.4 RE-DESIGNATION OF MEMBERSHIP

The Society may, on application by a Member or otherwise in its discretion as it may determine to be appropriate, re-designate a Person from one class or sub-class of membership to another to correct any error or reflect changes in circumstances, including change in garden membership category.

2.5 TRANSITION OF MEMBERSHIP

On the date these Bylaws come into force:

- (a) each Person who is a member of the Society who is eligible for membership under these Bylaws will continue as a Member in the appropriate class and sub-class as determined by the Board 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 who is a member of the Society who is ineligible for membership under these Bylaws will be deemed to have resigned from membership effective that date.

2.6 ORGANIZATION TO APPOINT REPRESENTATIVE

An Organization admitted as a Member must appoint, by notice in writing delivered to the Address of the Society, a Person to be the designated representative and exercise the rights of membership on behalf of the Organization.

An Organization may alter its designated representative at any time by providing notice in writing to the Address of the Society with the name and contact information for the new representative. The appointment of a new representative is deemed to revoke the appointment of the previous representative.

2.7 APPLICATION FOR MEMBERSHIP

An eligible Person or Organization may apply to the Society to become a Member by purchasing a garden membership through the Society or through the City of Vancouver's online portal.

2.8 MEMBERSHIP NOT TRANSFERABLE

Membership is not transferable.

2.9 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 resignation in writing to the Secretary or to the Address of the Society; and
 - (2) the effective date of the resignation stated thereon;
- (b) upon the date such Member ceases as a garden member under the Joint Operating Agreement;
- (c) upon revocation of their membership in accordance with Bylaw 3.5; or
- (d) upon their 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 has the following rights and privileges of membership, by class:

VBGA Voting Member

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

VBGA Non-Voting Member

- (d) to receive notice of, and to attend, all General Meetings; and
- (e) to speak in debate on motions under consideration in accordance with such rules of order as may be adopted.

3.2 FEES

The Society will determine the fees payable by Members from time to time.

The Society may determine that:

- (a) different fees will apply to different classes of membership;
- (b) different fees, or methods of calculating such fees, will apply to Members in certain established sub-classes of membership; and
- (c) fees may be pro-rated, reduced or waived in cases of hardship or other appropriate circumstances.

Once determined, fees are deemed to continue until altered.

3.3 STANDING OF MEMBERS

All Members are deemed to be in good standing.

3.4 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; and
- (b) further and not hinder the purposes and activities of the Society.

3.5 REVOCATION OF MEMBERSHIP

Following a review of a Member's conduct or actions, the Board may, by Board Resolution, revoke a Member's membership for conduct which, in the reasonable opinion of the Board:

- (a) is improper or unbecoming for a Member;
- (b) is contrary to Bylaw 3.4;
- (c) has caused damage to the property of the Society or the property under the Joint Operating Agreement;
- (d) is in violation of the Society's policies; or
- (e) is likely to endanger the reputation or hinder the interests of the Society.

At least 14 days prior to passing a Board Resolution under this Bylaw 3.5, the Board must provide notice of the proposed revocation to the Member in question, accompanied by a brief statement of the reasons for the proposed revocation and the date, time and location, if any, 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 revocation may provide an oral or written response to the Board, and the Board must consider any such response that is received.

3.6 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 TIMING OF GENERAL MEETINGS

The General Meetings of the Society will be held at such date, time and, if applicable, location, 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.

4.4 CALLING OF 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.

4.5 NOTICE OF GENERAL MEETING

The Society will provide notice of every General Meeting to each Member by:

- (a) e-mail sent to the address provided by each Member who has provided the Society with an e-mail address not less than fourteen (14) days and not more than sixty (60) days prior to the date of the General Meeting; and
- (b) posting notice of the General Meeting on the Society's website for Members, for at least twenty-one (21) days immediately prior to the date of the General Meeting.

If necessary in the Board's discretion, the Society may send notice of a General Meeting to one or more Members in accordance with Bylaw 17.1.

4.6 CONTENTS OF NOTICE

Notice of a General Meeting will specify the date, time and, if applicable, location 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 contain instructions for attending and participating in the meeting by Electronic Means, including instructions for voting.

4.7 OMISSION OF NOTICE

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.

5. PROCEEDINGS AT GENERAL MEETINGS

5.1 BUSINESS REQUIRED AT ANNUAL GENERAL MEETING

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

- (a) the adoption of an agenda;
- (b) the approval of the minutes of the previous annual general meeting and any extraordinary general meetings held since the previous annual general meeting;
- (c) consideration of the financial statements and the report of the auditor thereon, if any;
- (d) consideration of any Members' proposals submitted in accordance with the Act;
- (e) the election of Directors; and
- (f) such other business, if any, required by the Act or at law to be considered at an annual general meeting.

The annual general meeting may include other business as determined by the Board in its discretion.

5.2 ATTENDANCE AT GENERAL MEETINGS

The following Persons are entitled to attend every General Meeting:

- (a) each Member; and
- (b) the Society's auditor, if any.

In addition, the Board may invite any other Person or Persons to attend a General Meeting as observers and guests.

All observers and guests may only address the General Meeting assembly at the invitation of the Person presiding as chairperson, or by Ordinary Resolution.

5.3 ELECTRONIC PARTICIPATION IN GENERAL MEETINGS

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.

5.4 QUORUM

A quorum at a General Meeting is twenty (20) VBGA Voting Members on the date of the meeting, of which six (6) must also be Directors.

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.

5.5 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, if applicable, location, 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.

5.6 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, the Directors present may select one of their number to preside as chairperson at that meeting.

5.7 ALTERNATE CHAIRPERSON

If a Person presiding as chairperson of a General Meeting wishes to step down as chairperson for all or part of that meeting, they 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, they may preside as chairperson at that meeting or portion.

5.8 ADJOURNMENT

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

5.9 NOTICE OF ADJOURNMENT

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

6. VOTING BY MEMBERS

6.1 ORDINARY RESOLUTION SUFFICIENT

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

6.2 ENTITLEMENT TO VOTE

Each VBGA Voting Member is entitled to one (1) vote on matters for determination by the VBGA Voting Members. No other Person is entitled to vote on a matter for determination by the VBGA Voting Members, whether at a General Meeting or otherwise.

6.3 VOTING METHODS

Voting by VBGA Voting 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 VBGA Voting Members 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 VBGA Voting Member voted.

6.4 VOTING BY PROXY

Voting by proxy is not permitted.

7. DIRECTORS

7.1 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.

7.2 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 such Person:

- (a) is less than eighteen (18) years of age;
- (b) has been found by any court, in Canada or elsewhere, to be incapable of managing their own affairs and has not since been found by a court to be capable again;
- (c) is an undischarged bankrupt;
- (d) has been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, in accordance with the Act; or

(e) is an “ineligible individual” as defined by section 149.1(1) of the *Income Tax Act*.

In addition to the foregoing, a Person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if such Person is not a VBGA Voting Member.

7.3 COMPOSITION OF BOARD

The Board will be composed of a minimum of nine (9) and a maximum of twenty (20) Directors, each of whom will be elected or appointed in accordance with these Bylaws.

To the extent possible, the composition of the Board will reflect the diversity of the community the Society serves, including, but not limited to, a diversity in skills, experience, gender, and ethnicity.

7.4 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.

7.5 APPOINTMENT OF DIRECTORS

The Board may, from time to time by Board Resolution, appoint as a Director Persons qualified in accordance with Bylaw 7.2 who have expertise, skills or knowledge that is beneficial to the Board or to the Society (as determined by the Board), provided that at no time can there be more than two (2) Directors appointed pursuant to this Bylaw 7.5.

7.6 ELECTION OF DIRECTORS

A Director is elected if an Ordinary Resolution electing the Person as a Director is approved in accordance with these Bylaws.

Directors will normally be elected at the annual general meeting of the Society and will take office commencing at the close of the annual general meeting.

7.7 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 such Director was 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 be counted towards the term limits set out below.

7.8 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.

7.9 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.

Any Person who seeks office after the required one (1) year interval is again subject to the consecutive maximum of nine (9) years. After this second maximum has been reached, a Person is no longer eligible to be a Director.

Notwithstanding the foregoing term limits, the Board may, by Board Resolution in its sole discretion, extend the term of a Director who is currently serving in their ninth consecutive year for one (1) additional year, such extension to be available only once per Director. At the conclusion of the extended term, the Director may not be re-elected or re-appointed for at least one (1) year following the expiry of the extended term.

7.10 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 three (3), 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.

7.11 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 qualified in accordance with Bylaw 7.2 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.

7.12 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.

7.13 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 their term;
- (c) upon the date such Person is no longer qualified pursuant to Bylaw 7.2;
- (d) upon their removal; or
- (e) upon their death.

8. NOMINATION AND ELECTION OF DIRECTORS

8.1 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 VBGA Voting Member to be nominated and must remain a VBGA Voting Member in order to stand for election;
- (c) a VBGA Voting Member may nominate themselves, and the nomination must be signed by the VBGA Voting Member nominated and two (2) other VBGA Voting Members;
- (d) a VBGA Voting Member may not nominate more nominees than the number of Director positions available for election;

- (e) nominations must be submitted in advance of an election, in accordance with such deadlines as may be established by the Board; and
- (f) nominations will not be permitted from the floor at a General Meeting.

8.2 ELECTIONS GENERALLY

Directors will be elected by acclamation or by vote of the VBGA Voting 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.

8.3 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.

8.4 ELECTION BY ACCLAMATION

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

8.5 ELECTION BY SECRET BALLOT

In elections where there are more eligible nominees than vacant positions for 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 VBGA Voting Members;
- (c) each ballot will include the name of each eligible nominee and the number of vacancies to be filled;
- (d) no VBGA Voting 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.

8.6 NOMINATION AND ELECTION POLICIES

The Board may establish, by Board Resolution from time to time, such additional policies and procedures related to the nomination and election of 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.

9. POWERS AND RESPONSIBILITIES OF THE BOARD

9.1 POWERS OF DIRECTORS

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

- (a) all laws affecting the Society; and
- (b) these Bylaws and the Constitution.

Without limiting the generality of the foregoing, the Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Society. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Society in furtherance of the purposes of the Society.

9.2 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 9.2(a) to 9.2(c), act in accordance with these Bylaws.

Without limiting Bylaws 9.2(a) to 9.2(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.

9.3 POLICIES AND PROCEDURES

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

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

9.5 INVESTMENT OF PROPERTY AND STANDARD OF CARE

If the Board is required to invest funds on behalf of the Society, the Board may invest, or delegate the authority to 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.

9.6 INVESTMENT ADVICE

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

9.7 DELEGATION OF INVESTMENT AUTHORITY TO AGENT

The Directors, or their duly delegated representative(s), may delegate to a stockbroker, investment dealer, or investment counsel the degree of authority with respect to the investment of the Society's property that a prudent investor might delegate in accordance with ordinary business practice.

10. PROCEEDINGS OF THE BOARD

10.1 BOARD MEETINGS

Meetings of the Board may be held at any such date, time and location, if any as determined by the Board.

10.2 NOTICE OF BOARD MEETINGS

At least two (2) days' notice will be sent to each Director of a board meeting.

However, no formal notice will be necessary if all Directors were present at the preceding meeting when the date, time and location, if any, 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 Secretary.

For the purposes of the first meeting of the Board held immediately following the election of a Director or Directors conducted at a General Meeting, or for the purposes of a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be properly constituted.

If a meeting of the Board will permit participation by Electronic Means, the notice of that meeting must inform Directors and other participants (if any) that they may participate by Electronic Means.

10.3 PARTICIPATION BY ELECTRONIC MEANS

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

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

10.4 QUORUM

The Board may from time to time fix the quorum necessary to transact business and, unless so fixed, the quorum will be a majority of the Directors.

10.5 DIRECTOR CONFLICT OF INTEREST

A Director who knows or reasonably ought to know that they have a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Society, or a matter for consideration by the Directors:

- (a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
- (b) will disclose fully and promptly the nature and extent of 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 (by consensus or majority vote) 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.

10.6 CHAIRPERSON OF BOARD 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 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, the Directors present may choose one of their number to preside as chairperson at that meeting.

10.7 ALTERNATE CHAIRPERSON

If the Person presiding as chairperson of a meeting of the Board wishes to step down as chairperson for all or part of that meeting, they 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, such alternate Person may preside as chairperson, at that meeting or portion.

11. OFFICERS

11.1 OFFICERS

The officers of the Society are the Chair, Vice-Chair, Secretary 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.

11.2 ELECTION OF OFFICERS

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

11.3 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 11.2 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.

11.4 REMOVAL OF OFFICERS

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

11.5 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.

11.6 DUTIES OF CHAIR

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

11.7 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.

11.8 DUTIES OF SECRETARY

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

- (a) the issuance of notices of meetings of the Society and the Board;
- (b) the keeping of minutes of all meetings of the Society and the Board;
- (c) the custody of all records and documents of the Society, except those required to be kept by the Treasurer;
- (d) the maintenance of the register of Members; and
- (e) the conduct of the correspondence of the Society.

11.9 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*; and
- (b) the rendering of financial statements to the Directors, Members and others, when required.

11.10 ABSENCE OF SECRETARY AT MEETING

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

11.11 COMBINATION OF OFFICES OF SECRETARY AND TREASURER

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

12. EXECUTIVE DIRECTOR

12.1 APPOINTMENT OF EXECUTIVE DIRECTOR

The Board will appoint an Executive Director by Board Resolution as it determines necessary from time to time. The Board is responsible to supervise the Executive Director in the performance of their duties.

12.2 EXECUTIVE DIRECTOR

The Executive Director, if any is appointed, will manage the affairs of the Society and will be responsible for the administration of the Society. The Executive Director will supervise and manage all other personnel of the Society and may delegate their responsibilities to other employees as necessary. The Executive Director will have such other duties and responsibilities as determined by the Board.

The Executive Director will regularly report to and advise the Board on all matters relevant to the affairs of the Society.

12.3 REMOVAL OF EXECUTIVE DIRECTOR

A Person may be removed as Executive Director by Board Resolution.

13. INDEMNIFICATION

13.1 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.

13.2 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.

14. COMMITTEES

14.1 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.

14.2 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.

14.3 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.

14.4 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.

14.5 DISSOLUTION

The Board may dissolve a committee by Board Resolution.

14.6 EXECUTIVE COMMITTEE

The Society will have an executive committee, composed of the Chair, Vice-Chair, Secretary and Treasurer, or such positions as filled. The executive committee may invite any other Person, including, but not limited to, any Director, to attend one or more meetings of the executive committee as needed. The duties and powers of the executive committee will be set out in terms of reference to be adopted by Board Resolution.

15. EXECUTION OF INSTRUMENTS

15.1 SEAL

The Society will not have a corporate seal.

15.2 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.

16. FINANCIAL MATTERS

16.1 ACCOUNTING RECORDS

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

16.2 BORROWING POWERS

In order to carry out the purposes of the Society, the Board may, on behalf of and in the name of the Society, raise, borrow 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.

16.3 RESTRICTIONS ON BORROWING POWERS

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

16.4 AUDIT REQUIRED

The Society is required to be audited and will annually appoint an auditor with the qualifications required by the Act.

16.5 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.

16.6 VACANCY IN AUDITOR

Except as provided in Bylaw 16.7, the Board will fill any vacancy occurring in the office of auditor and an auditor so appointed will hold office until the next annual general meeting.

16.7 REMOVAL OF AUDITOR

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

16.8 NOTICE OF APPOINTMENT

An auditor will be promptly informed in writing of such appointment or removal.

16.9 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.

16.10 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.

17. NOTICE GENERALLY

17.1 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 such Person's Registered Address, or, where a Member or Director has provided a fax number or e-mail address, by fax or e-mail, respectively.

17.2 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.

17.3 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.

18. MISCELLANEOUS

18.1 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 Ordinary Resolution. 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.

18.2 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 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 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.

19. BYLAWS

19.1 ENTITLEMENT OF MEMBERS TO COPY OF CONSTITUTION AND BYLAWS

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

19.2 SPECIAL RESOLUTION REQUIRED TO ALTER BYLAWS

These Bylaws will not be altered except by Special Resolution.

19.3 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.