

**Bylaws of A HOME FOR HOOVES FARM SANCTUARY FOUNDATION (the "Society")**



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**PART 1 – DEFINITIONS AND INTERPRETATION**

**Definitions**

1.1 In these Bylaws:

“Act” means the Societies Act of British Columbia as amended from time to time;

“Active Volunteer” means an individual who currently volunteers doing designated volunteer duties;

“Board” means the Directors of the Society;

“Board Resolution” means:

(a) A resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors who, being entitled to do so, vote in person at a duly constituted meeting of the Board or by Electronic Means in accordance with these Bylaws; or

(b) 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;

“Bylaws” means these Bylaws as altered from time to time;

“Electronic Means” means any system or combination of systems, including but not limited to telephonic, electronic, computer or web-based technology or communication facility that:

(a) In relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and

(b) 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;

“Member” means a Member of the Society in accordance with these Bylaws and includes both voting and non-voting Members;

“Officer” means an officer of the Society elected pursuant to these Bylaws;

“Ordinary resolution” means:

a) a resolution passed at a general meeting by a simple majority of the votes cast by the voting members, whether cast in person or by proxy;

b) a resolution consented to in writing, after being sent to all of the voting members, by at least 2/3 of the voting members;

- c) if the bylaws authorize indirect or delegate voting or voting by mail or another means of communication, including by fax, email or other electronic means, a resolution passed by a simple majority of the votes cast, in accordance with the bylaws, on the resolution;

“Majority” or “simple majority” means the nearest whole number greater than 50%;

“Special Resolution” means:

- a) a resolution passed at a general meeting by at least 2/3 of the votes cast by the voting members, whether cast in person or by proxy;
- b) a resolution consented to in writing by all of the voting members;
- c) if the bylaws authorize indirect or delegate voting or voting by mail or another means of communication, including by fax, email or other electronic means, a resolution passed by at least 2/3 of the votes cast, in accordance with the bylaws, on the resolution;

“Undue Hardship” means an unbearable financial cost;

“Vegan Lifestyle” means a credo, a social justice movement, and a way of life that denounces the idea that animals exist for human use. As such, vegans seek to exclude all forms of exploitation of, and cruelty to, animals for food, clothing, entertainment, or any other purpose. And by extension, promotes the development and use of animal-free alternatives as well as actively advocating for comprehensive animal rights.

### **Definitions in Act apply**

1.2 The definitions in the Act apply to these Bylaws.

### **Number and gender**

1.3 In these Bylaws:

- a) a word defined in the plural form includes the singular and vice-versa; and
- b) the gender neutral pronouns “they”, “them” and “their” are used throughout these Bylaws to refer inclusively to all genders and gender-identities.

### **Conflict with Act or regulations**

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

## **PART 2 – MEMBERS**

### **Application for membership**

2.1 All applications for membership shall be submitted to the Board. The Board, in its absolute unfettered discretion, may approve or reject any application for membership. Upon approval by the Board, at the sole discretion of the Board, the applicant shall become a member upon payment of fees. The Board may appoint a subcommittee of the Board for the purposes of reviewing membership applications and for making recommendations to the Board as to prospective membership applicants. The Board may, upon its own initiative, nominate persons for membership in the Society. Members must be of legal age in the Province of British Columbia. Membership in the Society is non-transferable.

### **Membership expiration**

2.2 All memberships will expire on January 31st regardless of date of membership.

### **Membership Renewal**

2.3 Memberships will be renewed in the December prior to the January 31st membership expiration date. All membership renewals will require Board approval. Upon membership renewal a voting member will keep their entitlement to vote if they volunteered for 24 hours the previous year and they are still an active volunteer of the Society.

### **Duties of Members**

2.4 Every member must uphold the Constitution of the Society and must comply with these Bylaws. Every Member must:

- (a) pay the applicable dues and fees as and when established pursuant to these Bylaws; and
- (b) uphold the Constitution and comply with these Bylaws and the Code of Ethics, and an undertaking to do so shall be included in every Membership application.

### **Rights and privileges of Members**

2.5 A Member has the following rights and privileges of membership, by class:

Voting Member:

- (a) to receive notice of, and to attend, all general meetings and extraordinary meetings;
- (b) to make motions at a general meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (c) to exercise a vote on matters for determination at general meetings or otherwise by decision of the voting Members;
- (d) to exercise a vote for the election of Directors;
- (e) may stand for election or appointment as a Director, if qualified in accordance with these Bylaws;
- (f) may request to inspect the membership register only for the purpose of:
  - (i) the requisitioning of a general meeting pursuant to Bylaw 4.5;

- (ii) the submission of a proposal pursuant to Bylaw 2.7;
- (g) notwithstanding, the Board, by Board Resolution, may refuse the request to inspect the membership register if the Board is of the opinion that it would be harmful to the Society or to the interests of one or more of its Members to permit such inspection.

Non-Voting Member:

- (a) to receive notice of, and to attend, all general meetings or extraordinary meetings
- (b) to speak in debate on motions under consideration in accordance with such rules of order as may be adopted or otherwise as permitted by the voting Members.

### **Amount of membership dues**

2.6 The amount of the annual membership dues, if any, must be determined by the Board. Fees shall be payable by Members in such amounts and in such manner and at such time as may be provided from time to time by the Directors of the Society. The Board shall have the power to waive the payment of fees by individual Members from time to time, in its sole discretion due to undue hardship. The Board may waive payment of dues or fees in cases of hardship or other appropriate circumstances. Membership fees are non-refundable.

### **Classes of membership**

2.7 There shall be two classes of membership:

- a) Individual voting membership in the Society entitles each person to one vote at any meeting of members of the Society, upon full payment of annual individual membership fees in accordance with provision of the Bylaws of the Society from time to time in force. To be a voting member you must be an active volunteer of the Society who has volunteered for a minimum of 24 hours annually.
- b) Individual non-voting membership in the Society upon full payment of annual individual membership fees in accordance with provision of the Bylaws of the Society from time to time in force.

### **Members Proposals**

2.8 A voting Member may send to the Society a notice of a proposal, including a matter for discussion or a resolution, that certain voting Members wish to have considered at an annual general meeting. The proposal must:

- (a) include the proposal and a brief statement in support of the proposal, which statement may not exceed the word limit established by the Board;
- (b) contain the names of, and be signed by, not fewer than five percent (5%) of the current total number of voting Members;
- (c) be received by the Society at least seven (7) full days before notice of the annual general meeting is sent by the Society.

The Board may, by Board Resolution, establish additional requirements for, and rules for the deliberation of members' proposals, including but not limited to the length of statements and the frequency for considering the same or substantially similar proposals.

An Ordinary Resolution passed at a general meeting of the members of the Society shall require a simple majority of the votes cast in person.

An Ordinary Resolution submitted to the members of the Society and consented to in writing by two thirds (2/3) of the members who would have been entitled to vote on it in person at a general meeting of the Society shall be understood as having been passed.

A Special Resolution submitted to the members of the Society and consented to in writing by two thirds (2/3) of the members who would have been entitled to vote on it in person at a general meeting of the Society shall be understood as having been passed.

### **Member withdrawal and expulsion**

2.9 A Member can withdraw their membership or be expelled from the Society when:

- (a) Any Member who desires to withdraw from membership in the Society may notify the Directors in writing and, upon receipt by the Directors of such notice, the Member shall cease to be a Member.
- (b) Upon the Members death.
- (c) If at any time the Directors decide that a Member is not acting in the best interest of the Society they may establish a hearing at which it will be decided whether or not the said Member should be expelled from the Society.
- (d) Where the Directors have elected to hold a hearing as provided in Bylaw 2.10, notice in writing by prepaid registered mail shall be mailed to the Member concerned providing particulars of the alleged conduct of the Member which has led the Directors to form the opinion that the Member is not acting in the best interest of the Society. The notice will require the Member to attend a meeting of the Executive Committee (Bylaw "PART 8 - COMMITTEES OF THE BOARD") to be held at least fifteen (15) days after the notice has been posted.
  - (i) The said hearing of the Executive Committee shall be conducted in the following manner:
    - a) The Member shall be informed verbally by the committee of the alleged conduct of the Member which has led them to consider the expulsion of the member from the Society.
    - b) The Member, either verbally or in writing or both, shall be afforded at the hearing the opportunity to make a full response to the particulars of the Directors' allegations or concerns.
  - (ii) The members of the Executive Committee may ask questions of the Member with respect to the alleged conduct of the Member with which the Directors are concerned.

- (iii) No matter other than the specific alleged conduct of the Member of which particulars have been given in the notice given to the Member shall be addressed at the meeting.
- (iv) At any meeting of the Executive Committee with respect to the expulsion of a Member, the Executive Committee has the power, subject to the requirements of these Bylaws, to proceed in such a manner as in its absolute discretion it sees fit and is not bound by the rules of evidence or other legal rules. Without limiting the generality of the foregoing, the Executive Committee has the power to summon before it any Member and to require the Member to produce such documents and records as it may request, to adjourn the hearing or meeting from time to time, and to receive evidence otherwise than under oath.
- (e) Where the Member fails to attend the said meeting of the Executive Committee after having been sent the required notice, the Executive Committee may proceed to consider and determine the proposed expulsion of the Member.
- (f) Where the Member whose alleged conduct is being considered is a Member of the Executive Committee, such Member will not be entitled to sit as a Member of the Executive Committee at the hearing of the alleged conduct.
- (g) The Executive Committee shall consider all of the information and submissions given to it at the said hearing and determine whether, in its opinion, the alleged conduct of the Member is not in the best interest of the Society and therefore grounds for expulsion.
- (h) The expelled Member shall be given the decision of the Executive Committee in writing and the reasons thereof. The Member shall be given notice that they have the right to have the decision of the Executive Committee considered by the Board, and that they may exercise that right by notifying the Board in writing within twenty-one (21) days after the decision has been made to them, that they wish to make a written submission to the Board and/or to attend a Board meeting to make a verbal submission.
- (i) If the expelled Member fails to request that a decision of the Executive Committee be considered by the Board within the time prescribed by this Bylaw, the decision and action of the Executive Committee shall be final and binding upon the member concerned.
- (j) Where the expelled Member requests a decision of the Executive Committee be considered by the Board, the Member shall make a submission in writing to the Board as to why the decision should not be upheld, and may, at their own request, appear before the Board to make a verbal submission to the Board. When such a request is made, the President shall provide the Board with a copy of the decision of the Executive Committee, including the reasons thereof. The Board has the power, upon a majority vote of those present, to make any decision it sees fit concerning

whether or not a Member's alleged conduct is in the best interest of the Society and therefore grounds for expulsion.

- (k) The decision of the Board shall be final and binding upon the expelled Member.
- (l) The expelled Member shall not be entitled to written reasons for the decision of the Board.
- (m) Where the expelled Member is a Member of the Board, they shall not attend any meeting of the Executive Committee or Board, other than to make the verbal submissions referred to in this Bylaw, and shall not be entitled to vote on the decision of the Executive Committee or the Board.
- (n) Upon termination of membership in the Society, such Member shall have no further interest of any kind in the Society.

### **PART 3 - REGISTERS**

#### **3.1 Register of Members:**

The Secretary shall keep, or cause to be kept, a register on which the names of all Members are listed together with the following particulars:

- a) the full name, residential address, mailing address, email address, and telephone number, as applicable to each member;
- b) any other information that may be required by the Societies Act.

#### **3.2 Register of Directors:**

The Secretary shall keep, or cause to be kept, a register in which the Directors of the Society are listed, together with the following particulars:

- a) the full name, residential address, mailing address, email address, and telephone number, as applicable to each Director;
- b) the date upon which each Director was elected or appointed as a Director;
- c) the date upon which that Director ceases to be a Director; and,
- d) any other information required from time to time by the Directors or the Societies Act.

### **PART 4 – GENERAL MEETINGS OF MEMBERS**

#### **Time and place of general meeting**

4.1 The Annual General Meeting shall be held in September each year. The time and place will be determined by the Board.

#### **Electronic Participation in General Meetings**

4.2 The Board may, by Board Resolution, 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.

### **Notification of general meeting**

4.3 Members will be notified of the general meeting time and place not less than fourteen (14) days prior to the general meeting via email. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

### **Notice of special business**

4.4 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

### **Extraordinary Meeting**

4.5 Every general meeting, other than an Annual General Meeting, is an extraordinary general meeting. Extraordinary general meetings shall be convened by order of the Directors at such time and place as may be determined by the Directors. An extraordinary general meeting must be called upon receipt of a written request of at least ten per cent (10%) of the membership.

### **Chair of general meeting**

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

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
  - (i) the president,
  - (ii) the vice-president, if the president is unable to preside as the chair, or
  - (iii) one of the other Directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Unless the Chair determines otherwise, Democratic Rules of Order (most recent edition at the time of the meeting) shall apply to all meetings of the Society, including meetings of the Directors.

### **Alternate chair of general meeting**

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



## **Quorum required**

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

## **Quorum for general meetings**

4.9 A quorum for the transaction of business at any meeting of members shall consist of not less than twenty percent (20%) of the membership, or eight (8) members, whichever is less, provided that, in no event, shall the quorum be less than six (6) persons. In the event that a quorum has not been achieved at any meeting of members, that meeting shall be adjourned, according to Bylaw 4.10.

## **Lack of quorum at commencement of meeting**

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

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

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

## **If quorum ceases to be present**

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

## **Adjournments by chair**

4.12 Any general meeting of the Society may be adjourned to any time and from time to time. Business may be transacted at such an adjourned meeting as might have been transacted at the original meeting from which the adjournment took place. No notice shall be required of any adjournment unless that meeting is adjourned for more than fourteen (14) days, in which case, notice of adjournment must be given as in the case of the original meeting. An Annual General Meeting may be adjourned only in the event of conditions such as extreme weather or a natural or other disaster affecting the community, but not for reasons arising from the business or activities of the Society, and, in any event, an Annual General Meeting shall be held within a time as indicated in Bylaw 4.1.

## **Notice of continuation of adjourned general meeting**

4.13 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that,

when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

### **Order of business at general meeting**

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

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
  - (i) receive the Directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
  - (ii) receive any other reports of Directors' activities and decisions since the previous annual general meeting,
  - (iii) elect or appoint Directors, and
  - (iv) appoint an auditor, if any;
  - (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
  - (h) terminate the meeting.

### **Methods of voting**

4.15 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

### **Announcement of result**

4.16 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

### **Proxy voting not permitted**

4.17 Voting by proxy is not permitted.

### **Matters decided at general meeting by ordinary resolution**

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

## **PART 5 – DIRECTORS**

### **Number of Directors on Board**

5.1 There shall be a Board consisting of no fewer than four (4) and no more than eight (8) members. All of them shall have been a member for a period of at least one (1) year prior to each member's election as a Director. By unanimous agreement, however, the Board may waive the requirement that a prospective Director shall have been a member for one (1) year.

### **Qualifications of Directors**

5.2 In order to be eligible to be nominated, elected or appointed to serve (or continue to serve) as a Director, a person:

- (a) must be 19 years of age or older;
- (b) must be a voting Member for at least 1 year prior to election or appointment or, in the case of election of Directors to assume office at an annual general meeting, 1 year prior to the date when nominations close and must maintain their status as a voting Member, as qualification for their office;
- (c) must not have been found, by a court in Canada or elsewhere, to be incapable of managing their own affairs;
- (d) must not be an undischarged bankrupt;
- (e) must not have been convicted in Canada or elsewhere of any offence involving fraud or cruelty to animals;
- (f) must follow a vegan lifestyle;
- (g) must complete a criminal record check;
- (h) must have a clear understanding that they represent the Society 24 hours a day, 7 days a week;
- (i) must complete a personal interview and presentation with the current Board of Directors to determine if they are a fit with the requirements for the board;
- (j) sign a form stating you understand the Society's bylaws, policies and procedures.

### **Nomination and election or appointment of Directors**

5.3 Nomination and election or appointment of Directors is as follows:

- (a) Each year before the annual general meeting of the Society, the Board shall establish, and shall send to each voting Member, a schedule setting out:
  - (i) the Director positions to be filled;
  - (ii) the first date when the Society will receive written nominations for Directors;
  - (iii) the time and date when nominations are closed, which must be a date that is no less than four weeks after the starting date for making nominations;
  - (iv) Directors will be voted in by ballot at the AGM
- (b) Nominations must:
  - (i) be in writing and comply with the procedures for elections established from time to time by the Board;
  - (ii) in the case of a Director nomination, include a declaration that the nominee is a resident of Vancouver Island;

- (iii) include a declaration that the person being nominated is a voting Member and consents to act as a Director and be signed by that person; and
  - (iv) be signed by at least two voting Members
- (c) Upon the close of nominations for Director,
- (i) if there is a single eligible and duly nominated candidate for a particular position, or if the number of eligible and duly nominated candidates is less than or equal to the number of available positions for election, each such candidate is elected by acclamation and no vote will be required; and
  - (ii) if there are more than one eligible and duly nominated candidates for a particular position, or if the number of eligible and duly nominated candidates is greater than the number of available positions for election, the Chief Executive Officer shall forward to each voting Member if a vacancy exists, a list of the eligible and duly nominated candidates for Director in that region, and the voting Members shall elect, by secret ballot, one of the duly nominated and eligible candidates to serve as a Director; and the candidate receiving the highest number of votes in shall be elected Director. In the event of a tie, additional rounds of voting shall take place, removing the candidate receiving the lowest number of votes, if applicable.
- (d) The Society shall strive to maintain a balanced and diverse composition of Directors.

#### **Directors may fill casual vacancy on Board**

5.4 The Directors may, at any time and from time to time, appoint a member as a Director to fill any vacant seats on the Board, whether it is a vacancy of an elected Director or a seat that has not yet been filled, as long as the total number of Board members does not exceed 8 members. A Director so appointed holds office only until the conclusion of the next Annual General Meeting of the Society, but is eligible for re-election at the meeting.

#### **Term of appointment of Director filling casual vacancy**

5.5 Directors shall be elected to one, two, three or four year terms at the Annual General Meeting. Nomination for prospective Directors must be received in writing by the Secretary of the Society thirty (30) days prior to the date of the Annual General Meeting. A Director appointed by the Board to fill a vacancy ceases to be a Director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

#### **Director Power**

5.6 The Directors may exercise all the powers and do all the acts and things that 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 Society in General Meeting, but subject nevertheless to:

- a) all laws affecting the Society;
- b) these Bylaws;
- c) rules consistent with the Bylaws that are made from time to time by the Society in the General Meeting;
- d) conducting the Society's business with integrity and due diligence

## **Director termination**

5.7 A Director shall automatically be terminated if any of the following events occur:

- a) the Director notifies the Society in writing at its registered office that they have resigned from their position. Any such resignation shall be effective at the time it is received or at the time specified in the notice, whichever is later;
- b) the Director ceases to be a Member;
- c) the Director violates the Society's policies and procedures;
- d) the Director becomes bankrupt or suspends payment of their debts;
- e) upon their death;
- f) the Director is convicted of an indictable offense;
- g) the Director no longer follows a vegan lifestyle.

## **PART 6 – DIRECTORS' MEETINGS**

### **Calling Directors' meeting**

6.1 A Directors' meeting may be called by the president or by any 2 other Directors.

### **Frequency of Directors meetings**

6.2 The Directors shall conduct regular monthly meetings to conduct the Society's business at a place, date and time as determined by the Directors

### **Notice of Directors' meeting**

6.3 Written and/or electronic notice of all meetings of the Board shall be mailed or delivered to each Director at least five (5) days prior to the date of the meeting. Notice of extraordinary meetings shall state the business to be transacted and no business other than that stated shall be transacted. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

### **Proceedings valid despite omission to give notice**

6.4 The accidental omission to give notice of a Directors' meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.

### **Conduct of Directors' meetings**

6.5 The Directors may regulate their meetings and proceedings as they think fit. A resolution proposed at any meeting of Directors shall be decided by a majority of votes cast by those Directors present and eligible to vote at that meeting. In the case of an equality of votes the President shall not vote in addition to the vote to which they may be entitled as a Director and the proposed resolution shall not pass. In order to be passed, a Board Resolution that has been submitted in writing to all Directors, aside from at any meeting, requires consent in writing by seventy-five percent (75%) of the Directors who would have been entitled to vote at a meeting of the Board.

## **Quorum of Directors**

6.6 The quorum for the transaction of business at a Directors' meeting is a majority of the Directors.

## **Extraordinary Meetings**

6.7 Extraordinary meetings of the Board may be called by the President. An extraordinary meeting shall be called within ten (10) days of the receipt, at the Office of the Society, of a written request signed by not less than three (3) Directors.

## **PART 7 – BOARD POSITIONS**

### **Election or appointment to Board positions**

7.1 Directors must be elected or appointed to the following Board positions, and a Director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

### **Directors at large**

7.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as Directors at large.

### **Role of president**

7.3 The President's duties shall include presiding at all meetings of the Board and of meeting of Members of the Society. The President is considered a Member of all committees. The President shall have general supervision of the activities of the Society and shall perform such duties as may be assigned by the Board from time to time.

### **Role of vice-president**

7.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

### **Role of secretary**

7.5 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and Directors' meetings;
- (b) taking minutes of general meetings and Directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;

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

### **Absence of secretary from meeting**

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

### **Role of treasurer**

7.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

### **Chief Executive Officer**

7.8 The Board may appoint or remove a Chief Executive Officer. The Board may define the duties, responsibilities, remuneration and privileges of the Chief Executive Officer, who shall take direction from and report to the Board at each meeting of the Board. Without limiting the generality of the foregoing, the Chief Executive Officer shall:

- (a) be responsible for carrying out the day to day administration of the affairs of the Society, including, overseeing the implementation of the policies of the Society as established by the Board from time to time; hiring and suspending or terminating the employment of all employees; coordinating, directing and supervising the activities of all employees in accordance with policy, rules and regulations the Board may establish;
- (b) be responsible for presenting an annual budget for consideration and approval by the Board and implementing the approved budget;
- (c) have custody of the common seal of the Society;
- (d) issue notices of all general meetings of the Society;
- (e) administer elections of Directors and referendum votes;
- (f) have custody of all records and documents of the Society, including the financial records and books of account of the Society;
- (g) maintain a record of all Warrants and their status;
- (h) maintain a register of Members of the Society;
- (i) maintain a current copy of the Constitution and Bylaws of the Society, the Code of Ethics, any policies, rules and regulations of the Society, and the Act;
- (j) ensure that the Society makes all reports and filings required under the Act.

## **PART 8 - COMMITTEES OF THE BOARD**

8.1 There shall be an Executive Committee consisting of the President, Vice-President, Treasurer, Executive Director, and one other Director appointed by the Board of Directors. The Executive Director shall be a non-voting member of the Executive Committee.

8.2 The Chair of the Executive Committee may, at any time, and shall, at the request of any two members thereof, convene a meeting of the Executive Committee. A quorum shall be three voting members thereof.

8.3 Subject to the direction and control of the Board, the Executive Committee shall have the power to transact all regular business of the Society during the interim between meetings of the Board which, in the opinion of the Executive Committee, should not be deferred until the next meeting of the Board. The Executive Committee shall report to the Board at each meeting of the Board concerning all business and other matters transacted or undertaken since its last report.

8.4 There shall be a Finance Committee consisting of the Vice-President, Treasurer, Executive Director, and one other Director appointed by the Directors. The Treasurer shall be the Chair of the Finance Committee. The Executive Director shall be non-voting members of the Finance Committee.

8.5 The Vice President of the Finance Committee may, at any time, and shall, at the request of any two members thereof, convene a meeting of the Finance Committee. A quorum shall be three voting members thereof.

8.6 Subject to the direction and control of the Board, the Finance Committee shall provide long term financial forecasting and annual budget recommendations and advice to the Board of Directors to ensure that the Society operates upon a sound financial basis, and consistent with and supportive of the Constitution of the Society.

8.7 The Board of Directors shall establish or continue such additional standing committees as deemed necessary and may delegate any, but not all, of their powers to such committees. Such committees shall consist of a Director or Directors as the Board deems fit. Such committees may include Society Members, staff and/or other persons.

8.8 Each representative of a Member who wishes to serve upon a committee must disclose to the Directors any conflict of interest or any potential conflict of interest, direct or indirect, which the Member has or may have due to the matters considered by such committee, and the Directors may decide that such representative may not serve upon such committee or that such member may not have a representative serve upon such committee. The Directors may, at any time, remove from a committee any member of such committee who is, directly or indirectly, in a position of conflict of interest with respect to the matter considered by such committee, provided that no member of a committee shall be removed until they have been given notice of the proposed action setting out the reason(s) for the proposed action, and an opportunity to be heard by the Directors at an ordinary meeting.

8.9 The Board of Directors shall define the jurisdiction and duties of all committees and may appoint any additional or special committees as it sees fit at any time and without the consent of the Members of the Society.

8.10 A committee shall meet at the call of its President, may appoint sub-committees for carrying out its work, shall not contract any indebtedness without authorization of the Board



of Directors, and shall submit a report on its work to the Board of Directors or at meetings of the Society when required by the Board of Directors.

8.11 Questions arising at any meeting of a committee shall be decided by a majority of votes. Resolutions proposed at a meeting of a committee must be seconded and the President of a meeting may move or propose a resolution. In case of an equality of votes, the President does not have a second vote and the resolution fails.

8.12 No member of a committee or subcommittee of the Board shall be eligible for compensation for work undertaken in relation to the committee, except for reimbursement for reasonable expenses in performing the duties of a committee member.

8.13 The Board of Directors shall be required to develop a policy on signing officers.

## **PART 9 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

### **Conflict of Interest**

9.1 A Director of the Society who is, directly or indirectly, interested in a proposed contract or transaction with the Society must disclose fully and promptly the nature and extent of the interest to each of the other Directors.

A Director shall not participate in any discussion or vote in respect to a contract or transaction in which they are directly or indirectly interested, or in respect of any matter whereby a conflict of duty or interest may arise by virtue of the Director's holding any office or possession of any property in respect thereto.

Every Director referred to in the two immediately preceding paragraphs shall account to the Society for any profit made as a consequence of the Director having entered into or having performed a proposed contract, transaction or arrangement, unless:

- a) they disclose their interest as provided herein;
- b) after their disclosure, the proposed contract, transaction or arrangement is approved by the Board; and
- c) they abstain from discussion and voting on the approval of the proposed contract, transaction or arrangement; or unless:
- d) they make disclosure at the first meeting after the relevant facts come to their knowledge and the Board either confirms the contract, transaction or arrangement, or waives the necessity of disclosure considering all the circumstances; or they make full disclosure of the nature and extent of their interest in the contract, transaction or arrangement and thereafter it is approved by a resolution of the Board.

### **Remuneration of Directors**

9.2 These Bylaws do not permit the Society to pay to a Director remuneration for being a Director, but the Society may, subject to the Act, pay remuneration to a Director for services provided by the Director to the Society in another capacity. A majority of the Directors of the Society must not receive or be entitled to receive remuneration from the Society under contract of employment or contracts for services.

## **Signing authority**

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

- (a) by the president, together with one other Director,
- (b) if the president is unable to provide a signature, by the vice-president together with one other Director,
- (c) if the president and vice-president are both unable to provide signatures, by any 2 other Directors, or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

## **PART 10 - INDEMNITY AND PROTECTION OF DIRECTORS AND OFFICERS**

### **Indemnification of Directors and Eligible Parties**

10.1 Indemnification of Directors and Eligible Parties to the extent permitted by the Societies Act, each Director and eligible party (as defined by that 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 with 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.

### **Purchase of Insurance**

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

## **PART 11 - FINANCIAL MATTERS**

### **Donations**

11.1 The Society shall receive all legacies, bequests, donations and gifts made to the Society. The Society shall respect the wishes of any person making the legacy, bequest, donation or gift to the Society who expresses an intention or direction as to the use of such legacy, bequest, donation or gift.

### **Charitable Receipts**

11.2 Only persons who have been authorized by the Directors may issue any official charitable receipt under the name of the Society in respect of legacies, bequests, donations or gifts received by the Society.

## **Investment Funds**

11.3 Investment Funds not immediately required for the operations of the Society may be invested in insured deposits in any chartered bank, trust company or credit union, or in those securities in which life insurance companies are authorized to invest, except that the Society shall not be required to realize any investment received as a legacy, bequest, donation or gift that is not of a type authorized under this Bylaw.

## **Power to Borrow**

11.4 The Directors may from time to time on behalf of the Society:

- (a) borrow money in such manner and amount, on such security, from such sources and upon such terms and conditions as they think fit;
- (b) issue bonds, debentures and other debt obligations either outright or as security for any liability or obligation of the Society or any other person; and
- (c) mortgage, charge, or give other security on the undertaking, or on the whole or any part of the property and assets, of the Society (both present and future).

## **Real Estate**

11.5 All real property received or acquired by the Society shall be registered in the name of the Society.