

**FIRST NATIONS HEALTH DIRECTORS ASSOCIATION
BYLAWS**

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SOCIETIES ACT

FIRST NATIONS HEALTH DIRECTORS ASSOCIATION BYLAWS

PART 1 - INTERPRETATION

1.1 Definitions

In these Bylaws, unless the context otherwise requires,

- (a) "Act" means the *Societies Act* of British Columbia, as amended from time to time;
- (b) "Association" means the First Nations Health Directors Association;
- (c) "Bylaws" means these bylaws, as amended from time to time;
- (d) "Constitution" means the constitution of the Association;
- (e) "Director" means a director of the Association;
- (f) "Directors" means the directors of the Association from time to time;
- (g) "First Nation Entity" means a British Columbia First Nation or Band, Tribal Council or society established by one or more First Nations or Bands for the benefit of those First Nations or Bands;
- (h) "First Nations Health Director" means an individual who is:
 - (i) the most senior employee or contractor employed as a health director, health manager or health lead by a First Nation Entity; and
 - (ii) responsible for the day-to-day management, administration and delivery of health programs and services for a First Nation Entity;
- (i) "Members" means the members of the Association from time to time;
- (j) "Members meeting" has the same meaning as "general meeting" and "annual Members meeting" has the same meaning as "annual general meeting" under the Act;
- (k) "Officers" means the president, vice-president, secretary-treasurer of the Association, together with such other officers as may be appointed from time to time by the Directors;

- (l) “Ordinary Resolution” means a resolution passed at a Members meeting by a simple majority of the votes cast by the Members or as otherwise defined in the Act;
- (m) “Region” means one of the five regions referred to in section 2.3;
- (n) “senior manager” means an individual appointed by the Directors as a senior manager of the Association to exercise the Directors’ authority to manage the activities or internal affairs of the Association as a whole or in respect of a principal unit of the Association;
- (o) “Special Resolution” means a resolution passed at a Members meeting by at least 2/3 of the votes cast by the Members or as otherwise defined in the Act; and
- (p) “Terms of Reference” means the terms of reference of the Association approved by the Directors, as amended from time to time.

1.2 Definitions in the Act Apply

The definitions contained in the Act shall, with the necessary changes and so far as applicable, apply to these Bylaws.

1.3 Conflict with the Act or Regulations

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.

1.4 Conflict with the Association’s Policies or Rules

If there is a conflict between these Bylaws and the Terms of Reference or any of the Association’s policies or rules, these Bylaws prevail.

1.5 Interpretation

Words importing the singular include the plural and vice versa, and words importing a male person include a female person.

1.6 Headings and Table of Contents

The headings and table of contents in these Bylaws are inserted for convenience of reference only and shall not be deemed to form part of these Bylaws.

1.7 Purposes of the Association under the Constitution

The purposes of the Association shall be carried out without purpose of gain for its Members. Any income, profits or other accretions to the Association shall be used for promoting its purposes.

PART 2 - MEMBERSHIP

2.1 Members

The Members are the applicants for incorporation of the Association and those persons who subsequently have become Members in accordance with these Bylaws and, in either case, have not ceased to be Members.

2.2 Corporations Excluded

No corporation shall be a Member.

2.3 Regions

Each of the Members must be identified as belonging to one of the following five Regions in British Columbia:

- (a) Vancouver Coastal Region;
- (b) Vancouver Island Region;
- (c) Fraser Salish Region;
- (d) Interior Region; and
- (e) North Region.

The geographical boundaries of the five Regions are outlined in the map attached as schedule A.

2.4 Eligibility for Membership

Any individual who is a First Nations Health Director may apply to become a Member.

2.5 Application to Become a Member

Subject to sections 2.16 and 2.17, an individual who is eligible in accordance with section 2.4 may apply to the Directors to become a Member by submitting an application identifying the Region to which they belong, together with:

- (a) a letter from a First Nation Entity confirming that they are employed as their First Nation Health Director; and
- (b) any prescribed membership dues.

2.6 Review of Applications for Membership

The Directors will review the applications by individuals to become Members. Where an application for membership is in order and the individual is eligible in

accordance with section 2.4, the Directors will approve the application. If there is any uncertainty about which Region a Member should belong to, the Directors will make a determination with respect to this matter. Upon the Directors approving the application, the individual is accepted as a Member.

2.7 Entering Name on Register

The name of any individual accepted as a Member in accordance with section 2.6 shall be entered in the register of Members upon his or her acceptance. The Region to which a Member belongs must also be noted in the register.

2.8 Rights of Members

Subject to section 2.15, a Member will be entitled to attend, speak, and vote at Members meetings and to receive information which is delivered to all Members.

2.9 Obligations of Membership

Every Member shall:

- (a) uphold the Constitution;
- (b) comply with these Bylaws and the Terms of Reference; and
- (c) pay any applicable membership dues by April 30 of each year.

2.10 Annual Dues

The Members may, by Ordinary Resolution, establish a fee schedule of annual dues, which may include different fee levels for Members and other associated individuals.

2.11 Change of Member's Region

If a Member becomes employed as a First Nations Health Director in another Region, the Member must notify the Association of this change and the register of Members must be updated accordingly.

2.12 Termination of Membership

An individual shall cease to be a Member:

- (a) when he or she delivers his or her resignation in writing to the secretary-treasurer or to the address of the Association;
- (b) when he or she dies;
- (c) upon the Association receiving written notice from a First Nation Entity stating that the individual is no longer employed as their First Nation

Health Director or is currently on leave for a period of time that is estimated to be longer than three months or indefinite;

- (d) upon having been a Member not in good standing for a period of 60 days; or
- (e) upon being expelled in accordance with section 2.13.

2.13 Expulsion

A Member may be expelled by a Special Resolution of the Members passed at a Members meeting of the Association. The notice with respect to a Members meeting at which a Special Resolution for expulsion will be considered shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion. The Member that is the subject of the proposed Special Resolution for expulsion shall be given the opportunity to be heard at the Members meeting before the Special Resolution is put to a vote.

2.14 Good Standing

All Members are in good standing except a Member who has failed to pay any current annual membership dues or any other debt owing by him or her to the Association.

A Member remains not in good standing so long as those fees or that debt remain unpaid.

2.15 Member Not in Good Standing

If a Member is not in good standing, they may not:

- (a) vote at a Members meeting or a Directors' meeting;
- (b) be appointed as a Director; or
- (c) be reimbursed for attending meetings or remunerated as a Director.

2.16 Former Member may Reapply for Membership

An individual who has ceased to be a Member in accordance with subsection 2.12 (a), (c) or (d) may reapply to become a Member in accordance with section 2.5 if they have repaid any debt they owe to the Association.

2.17 Expelled Member may Reapply for Membership

An individual who has been expelled in accordance with section 2.13 and ceased to be a Member in accordance with subsection 2.12(e) may reapply to become a Member in accordance with section 2.5 if:

- (a) at least one year has passed since they were expelled;

- (b) the Directors have passed a resolution in support of their reapplication;
- (c) they meet the requirements of section 2.4; and
- (d) they have repaid any debt they owe to the Association.

PART 3 - DIRECTORS

3.1 Number of Directors

There shall be no more than 15 Directors.

3.2 Regional Representation

The Directors shall be selected as follows:

- (a) the Members from the Vancouver Coastal Region will select three Directors;
- (b) the Members from the Vancouver Island Region will select three Directors;
- (c) the Members from the Fraser Salish Region will select three Directors;
- (d) the Members from the Interior Region will select three Directors; and
- (e) the Members from the North Region will select three Directors.

3.3 Selection Procedures

Subject to section 3.10, each Region may adopt its own procedures for selecting Directors and filling any vacant Directors' positions in its Region, provided that such procedures are consistent with these Bylaws.

3.4 Qualification for Directors

In order to be appointed and to continue acting as a Director, an individual selected in accordance with section 3.3 or 3.10 must:

- (a) be a Member in good standing;
- (b) not be a director of the First Nations Health Authority or the First Nations Health Managers Association;
- (c) not be a member of the First Nations Health Council;
- (d) have signed the Association's oath of office and submitted it to the Association;
- (e) be at least 18 years of age;

- (f) not have been found by any court, in Canada or elsewhere, to be incapable of managing his or her own affairs;
- (g) not be an undischarged bankrupt;
- (h) not have been convicted, in Canada or elsewhere, of an offence in connection with the promotion, formation, or management of a corporation or unincorporated entity, or of an offence involving fraud, unless:
 - (i) the court orders otherwise;
 - (ii) a pardon was granted or issued or a record suspension was ordered under the *Criminal Records Act* (Canada), and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect; or
 - (iii) five years have passed since the last to occur of:
 - (A) the expiration of the period set for suspension of the passing of sentence without a sentence having been passed;
 - (B) the imposition of a fine;
 - (C) the conclusion of the term of any imprisonment; and
 - (D) the conclusion of the term of any probation imposed.

3.5 Requirement to Resign

A Director must promptly resign if he or she is not, or ceases to be, qualified under section 3.4. An individual who becomes, or acts as, a Director and does not meet the qualification requirements for Directors under the Act commits an offence under the Act and will be liable to a fine.

3.6 Appointment of Directors

The Members shall, by Ordinary Resolution, appoint a person selected in accordance with sections 3.2 and 3.3, who meets the qualification requirements set out in section 3.4, as a Director.

3.7 Term of Office

A Director's term of office will expire at the conclusion of the second annual Members meeting of the Association following his or her appointment as a Director.

3.8 Reappointment

A Director may be reappointed for one or more terms in accordance with section 3.6.

3.9 Termination or Removal of Directors

A Director shall continue to hold office for the term referred to in section 3.7, or until the Director:

- (a) delivers his or her resignation in writing to the secretary-treasurer or to the address of the Association;
- (b) ceases to be qualified under section 3.4;
- (c) dies;
- (d) ceases to be a Member in accordance with section 2.12;
- (e) misses two consecutive scheduled Directors meetings, unless the Directors determine that the absences were justified; or
- (f) is expelled by the Members passing a Special Resolution removing him or her as a Director, after making a determination that it is in the best interest of the Association to do so.

3.10 Filling Temporary Vacancies

If, prior to the end of his or her term of office referred to in section 3.7, a Director's term of office ends in accordance with section 3.9, the Directors shall appoint a Member from the Region that selected the Director, taking into account the procedures adopted by that Region for selecting Directors. A Director that has been appointed in accordance with this section shall hold office for the balance of the term of the individual they are replacing.

PART 4 – POWERS AND DUTIES OF DIRECTORS

4.1 Powers

The Directors may exercise all the powers and do all the acts and things that the Association may exercise and do, which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Association at a Members meeting, subject to section 4.3(a).

4.2 Prior Acts

No rule, made by the Association at a Members meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.

4.3 Duties

The Directors must:

- (a) act in accordance with all laws affecting the Association, these Bylaws, the Terms of Reference and any policies or rules made by the Members or the Directors, and with a view to the purposes of the Association;
- (b) report to First Nations Entities on the Association's activities and progress; and
- (c) obtain direction from First Nations Entities in their respective regions and bring forward health-related issues to the Association.

4.4 Additional Duties

In exercising the powers and performing the functions of a Director, a Director shall:

- (a) act honestly and in good faith with a view to the best interests of the Association;
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
- (c) carry out the further duties and responsibilities set out in the Terms of Reference.

PART 5 – DIRECTORS' CONFLICT OF INTEREST

5.1 Requirement to Comply with the Act and Policy

Every Director shall comply with the conflict of interest requirements set out in the Act and any conflict of interest policy approved by the Directors. If there is any inconsistency between the Act and any conflict of interest policy approved by the Directors, the requirements of the Act shall prevail.

5.2 Validity of Contracts

Subject to section 5.3, the fact that a Director is in any way, directly or indirectly, materially interested in a contract or transaction that the Association has entered into or proposed to enter into does not make the contract or transaction void.

5.3 Court Remedy

If a contract or transaction has not been approved:

- (a) by resolution of the Directors after the director has made a disclosure of a conflict of interest in accordance with the process set out in the conflict of interest policy, or
- (b) by a Special Resolution of the Members after the nature and extent of the Director's interest in the contract or transaction has been fully disclosed to the Members,

the Association or another person whom the court considers appropriate may apply to the court for a remedy in accordance with the Act.

PART 6 – REMUNERATION AND REIMBURSEMENT OF DIRECTORS, EMPLOYEES, AND CONTRACTORS

6.1 Remuneration

Subject to section 6.2, Directors or their employers will be remunerated in accordance with a policy approved by the Members. Until such a time as the Members have approved a remuneration policy, the Directors will be remunerated in accordance with an interim remuneration policy approved by the Directors.

6.2 Majority of Directors must not be Remunerated

A majority of the Directors must not receive or be entitled to receive remuneration from the Association under a contract of employment or contract for services.

6.3 Reimbursement

A Director or Officer may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Association in accordance with such policies and rates as may be established from time to time by the Directors.

6.4 Disclosure of Remuneration of Directors

The financial statements of the Association must include a note listing all the Directors to whom the Association paid remuneration, if any,

- (a) for being a Director, and
- (b) for acting in another capacity,

for the period in relation to which the financial statements are prepared. The list must include the position or title of each Director and a description of the capacity in which each Director acted. Names will not be used.

6.5 Disclosure of Remuneration of Employees and Contractors

The financial statements of the Association must include a note listing the remuneration paid by the Association to the top 10 most highly remunerated employees or contractors earning more than \$75,000 for the period in relation to which the financial statements are prepared. The list must set out the total number (up to 10) of earners meeting this threshold, and the total amount of remuneration paid. Positions and names will not be used.

PART 7 - MEETINGS OF MEMBERS

7.1 Time and Place

Members meetings of the Association shall be held at such time and, if applicable, place as the Directors decide and in accordance with the Act.

7.2 Annual Members Meetings

An annual Members meeting shall be held at least once every calendar year within six months of the Association's fiscal year-end.

7.3 Extraordinary Members Meeting

Every Members meeting of the Association, other than an annual Members meeting, is an extraordinary Members meeting.

7.4 Calling of Members Meetings

The Directors may call a Members meeting of the Association whenever they consider it necessary. The Directors shall, promptly on the receipt of a written request from at least 10% of the Members in good standing, call a Members meeting in a timely manner. Any such request, and the meeting to be called pursuant thereto, shall comply with the provisions of the Act.

7.5 Notice of a Members Meeting

Subject to sections 7.9 and 7.10, not less than 30 days' and not more than 60 days' written notice of a Members meeting of the Association shall be given to every Member shown on the register of Members on the day notice is given and to the auditor, if Part 20 applies.

7.6 Content of Notice of a Members Meeting

Notice under section 7.5 shall specify the time and, if applicable, place of the meeting and, in the case of special business to be transacted at the meeting, the general nature of that business in sufficient detail to permit a Member receiving the notice to form a reasoned judgment concerning that business.

If a meeting is an electronic meeting, the notice shall specify the instructions for attending and participating in the meeting by electronic means as required under section 7.11, including, if applicable, instructions for voting at the meeting.

7.7 Notice to Include Text of Special Resolution

Where it is proposed that a Special Resolution be passed at a Members meeting, the written notice of the meeting shall set out the text of such Special Resolution.

7.8 Accidental Omission or Non-receipt of Notice

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 shall not invalidate proceedings at that meeting.

7.9 Waiver of Notice

A Member may, in any manner, waive the Member's entitlement to notice or reduce the period of notice for a particular Members meeting of the Association.

7.10 Deemed Waiver of Notice

Attendance of a Member at Members meeting is waiver of the Member's entitlement to notice unless the Member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting has not been called in accordance with the notice provisions of these Bylaws and the Act.

7.11 Electronic Participation in a Members Meeting

All Members are entitled to attend a Members meeting. The Directors may decide, at their discretion, to hold any Members meeting, in whole or in part, by conference telephone, video conferencing or other communication facilities so as to allow some or all Members to participate in the meeting remotely.

Where a Members meeting is to be conducted using electronic means, the Directors must take reasonable steps to ensure that all Members are able to adequately communicate and participate in the meeting and that any vote is conducted in a manner that adequately discloses the intentions of the Members.

Persons participating by electronic means are deemed to be present at the Members meeting.

PART 8 - PROCEEDINGS AT MEMBERS MEETINGS

8.1 Business at Annual Members Meetings

The following business must be conducted at an annual Members meeting of the Association:

- (a) the consideration of the financial statements;
- (b) the report of the Directors;
- (c) the report of the auditor, if any;
- (d) the appointment of Directors;
- (e) the appointment of the auditor, if any; and
- (f) such other business that, under these Bylaws, ought to be transacted at an annual Members meeting or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting.

8.2 Ordinary Business

At a Members meeting, ordinary business is:

- (a) the adoption of rules of order;
- (b) the consideration of the financial statements;
- (c) the report of the Directors;
- (d) the report of the auditor, if any;
- (e) the appointment of Directors;
- (f) the appointment of the auditor, if any; and
- (g) such other business that, under these Bylaws, ought to be transacted at an annual Members meeting or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting.

8.3 Special Business

Special business is:

- (a) all business at an extraordinary Members meeting of the Association, except the adoption of rules of order; and
- (b) all business that is transacted at an annual Members meeting, except ordinary business as set out in section 8.2.

8.4 Order of business at a Members meeting

The order of business at a Members 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 Members meeting;
- (e) deal with unfinished business from the last Members meeting;
- (f) if the meeting is an annual Members meeting,
 - (i) receive the Directors' report on the financial statements of the Association for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of Directors' and decisions since the previous annual Members 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; and
- (h) terminate the meeting.

8.5 Quorum Required

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

8.6 Quorum

Save as otherwise herein provided, the chair shall declare that a quorum of Members is present at a Members meeting of the Association if at least 20% of the Members in good standing are in attendance.

8.7 Loss of Quorum

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

8.8 Lack of Quorum

If, within 30 minutes from the time appointed for a Members meeting, a quorum is not present, the meeting:

- (a) if convened on the requisition of Members, shall be terminated; or
- (b) in any other case, shall stand adjourned to the same day in the next week, at the same time and, if applicable, place, and if, at the continuation of an adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present constitute a quorum.

8.9 Chair

The president or, in his or her absence, the vice-president shall preside as chair of a Members meeting of the Association. If both the president and the vice-president are not present, those Directors who are present shall appoint a chair from among themselves to chair the meeting.

8.10 Adjournments

The chair of a Members meeting of the Association may, with the consent of the majority of Members at a meeting at which a quorum is present, and shall, if so directed by the majority of Members at the meeting, adjourn the meeting from time to time and, if applicable, from place to place, but no business shall be transacted at the continuation of the adjourned meeting other than the business left unfinished at the original meeting from which the adjournment took place.

8.11 Notice of the Continuation of an Adjourned Members Meeting

When a meeting is adjourned for 10 days or more, notice of the continuation of the adjourned meeting shall be given as in the case of the original meeting. Except as provided in this section, it is not necessary to give notice of the continuation of an adjourned Members meeting or of the business to be transacted at the continuation of an adjourned Members meeting.

8.12 Resolutions

Only a resolution that has been moved and seconded may be brought forward for consideration by the Members and the chair of a meeting shall be entitled to move or propose a resolution.

8.13 Further Rules

The Directors may by resolution adopt a process for providing notice of, proposing, considering and adopting resolutions at Members meetings consistent with the rules set out in these Bylaws.

8.14 Announcement of Result

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

PART 9 - VOTES OF MEMBERS

9.1 Authority to Vote

Every Member in good standing present at a meeting of Members is entitled to a single vote on a resolution.

9.2 Method of Voting on Resolutions

All votes on resolutions shall be carried out by electronic means, except if electronic means are unavailable or not working, in which case votes shall be taken by a show of hands, except as otherwise provided in these Bylaws.

9.3 Electronic Voting

Whenever votes are carried out by electronic means, voting must occur in accordance with the following rules:

- (a) the Directors must assign an individual, who is not a Member or a Director, to act as a voting officer;
- (b) the voting officer will indicate the electronic method(s) of voting that may be used;
- (c) the voting officer will indicate to each Member the manner in which selections are to be indicated in their electronic vote;
- (d) voting must occur within the set voting time-frame determined by the Directors;
- (e) the voting time-frame may be extended by the voting officer due to technical or other difficulties if necessary to ensure that the vote is conducted in a fair manner;
- (f) Members may only vote once on each resolution or matter and must not use more than one electronic medium to vote;
- (g) votes that do not accurately convey the Member's selection or vote and votes cast by a Member that has voted more than once will not be counted;
- (a) the voting officer may cancel the vote and call for a re-vote if an equipment malfunction has significantly interfered with the voting process;

- (b) the results will be counted by the voting officer and confirmed by another individual;
- (c) the voting officer must ensure that votes remain confidential;
- (d) in the case of electronic methods of voting that record votes, such as text messaging or email, votes will not be deleted or erased and will be kept confidential in the Association's records for a period of 60 days; and
- (e) any other electronic voting rules adopted by the Directors.

9.4 Electronic Voting by Regions

If a Region determines that it wishes to use electronic means to select its Directors, the process adopted by the region must be consistent with the rules set out in section 9.3.

9.5 Voting by the Chair

If the chair of the meeting wishes to exercise their right to vote on a resolution, they may hand over their responsibilities as chair to a staff member.

9.6 Equality of Votes

In the event of an equality of votes, the chair shall not have a casting or second vote in addition to the vote to which he or she may be entitled as a Member, and the resolution shall be deemed to be defeated.

9.7 Proxy Voting not Permitted

Voting by proxy is not permitted.

9.8 Resolutions in Writing

A Special Resolution or an Ordinary Resolution consented to in writing in the manner required by the Act shall be as valid as if passed at a duly called and constituted Members meeting of the Association.

PART 10 - MEETINGS OF DIRECTORS

10.1 Time and Place

The Directors may meet together at such places as they think suitable to carry out their business, adjourn and otherwise regulate their meetings and proceedings as they consider necessary, subject to the rules set out in these Bylaws. The Directors may hold meetings, in whole or in part, by conference telephones, video conferencing or other communication facilities as long as all Directors participating in the meeting can communicate with each other.

10.2 Requisition of Meetings of Directors

A meeting of Directors shall be called by the president promptly upon receipt of a requisition for such meeting signed by at least three Directors.

10.3 Notice

Subject to sections 10.5, 10.6 and 10.7, not less than 30 days' written notice of any meeting of Directors, specifying the time and, if applicable, place of the meeting and the general nature of the business to be discussed, shall be given to all Directors.

10.4 Accidental Omission or Non-Receipt of Notice

The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any Director shall not invalidate proceedings at that meeting.

10.5 Exception to Notice Requirements

For the first meeting of Directors held immediately following the appointment of a Director or Directors, it is not necessary to give notice of the meeting to the newly appointed Director or Directors for the meeting to be duly constituted.

10.6 Waiver of Notice

Directors may waive or reduce the period of notice for a particular meeting by unanimous consent in writing and may give such waiver before, during or after the meeting. An individual Director may waive notice of a meeting by written waiver given before or after a meeting.

10.7 Temporary Absence

A Director who may be absent temporarily from British Columbia may send or deliver to the secretary-treasurer or to the address of the Association a waiver of notice, which may be by letter, fax or email, of any meeting of the Directors and may, at any time, withdraw the waiver. Until the waiver is withdrawn:

- (a) no notice of meeting of Directors shall be sent to the Director; and
- (b) any and all meetings of the Directors, notice of which has not been given to that Director, shall, not be invalid by virtue of that lack of notice.

PART 11 - PROCEEDINGS AT DIRECTORS MEETINGS

11.1 Participation

Directors are entitled to participate in a Directors' meeting in person, by telephone, video conferencing or by other communications facilities, so long as

all Directors participating in the meeting are able to communicate with each other.

11.2 Quorum Required

No business, other than the election of a chair and the adjournment of the meeting, shall be transacted at any meeting of Directors unless a quorum is present and, unless adjourned, a meeting at which a quorum is not present shall be dissolved.

11.3 Quorum

The chair shall declare that a quorum of Directors is present at a Directors meeting if at least 50% plus one of the Directors are present. Directors participating by telephone, video conferencing or other communication facilities shall be considered part of the quorum. An individual who has left a meeting temporarily due to a conflict of interest is considered present for the purposes of determining quorum.

11.4 Lack of Quorum

If, within 30 minutes from the time set for holding a meeting of Directors, a quorum is not present, the meeting stands adjourned to a time and date agreed to by the Directors present, 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 Directors who are participating constitute a quorum for that meeting.

11.5 Loss of Quorum

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

11.6 Chair

The president or, in his or her absence, the vice-president shall be the chair of all meetings of the Directors, but if the president and vice-president are not participating within 30 minutes after the time appointed for the holding of the Directors' meeting, one of the Directors elected by a majority of those Directors participating shall be the chair of the meeting.

11.7 Adjournments

A meeting of Directors may be adjourned from time to time and, if applicable, place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for 10 days or more, notice of the continuation of the adjourned meeting shall be given as in the case of the original meeting. Except as provided in this section, it is not

necessary to give notice of the continuation of an adjournment or of the business to be transacted at the continuation of an adjourned meeting.

11.8 Resolutions

Only a resolution that has been moved and seconded may be brought forward for consideration by the Directors. The chair of a meeting shall be entitled to move or propose a resolution.

11.9 Further regulations

The Directors shall have the right by resolution to make such further regulations for the conduct of the proceedings of meetings of Directors as they may consider necessary.

11.10 Validity of Acts or Proceedings

No act or proceeding of the Directors is invalid only by reason of:

- (a) there being less than the prescribed number of Directors in office;
- (b) a defect in the designation, election, or appointment of any Director;
- (c) the residency requirements of the Directors have not been met;
- (d) a majority of the Directors, contrary to these Bylaws and the Act, receive or are entitled to receive remuneration from the Association under contracts of employment or contracts for services; or
- (e) a defect in the qualifications of a Director.

PART 12 - VOTES OF DIRECTORS

12.1 Right to Vote

Subject to the conflict of interest rules set out in these Bylaws, the conflict of interest policy and in the Act, each Director participating in a meeting either in person or by telephone, video conferencing, or other communications facilities, including the chair of the meeting, shall have one vote.

12.2 Voting on Resolutions

Voting on resolutions at Directors' meetings shall be carried out as follows:

- (a) prior to taking a vote, the Directors will strive to achieve a consensus on any resolution before them;
- (b) subject to subsection (e), votes shall be taken by a show of hands for those participating in person or by video-conferencing, and by oral vote

in the case of those participating by phone or other communications facilities;

- (c) if the chair of the meeting wishes to exercise their right to vote on a resolution, they may hand over their responsibilities as chair to a staff member;
- (d) voting by proxy is not permitted; and
- (e) If a resolution is passed requiring that Directors confidentially vote by electronic means, voting must occur in accordance with the following rules:
 - (i) the Directors must assign an individual, who is not a Director, to act as a voting officer;
 - (ii) the voting officer will indicate the electronic method(s) of voting that may be used;
 - (iii) the voting officer will indicate to each Director the manner in which selections are to be indicated in their electronic vote;
 - (iv) voting must occur within the set voting time-frame determined by the Directors;
 - (v) the voting time-frame may be extended by the voting officer due to technical or other difficulties if necessary to ensure that the vote is conducted in a fair manner;
 - (vi) Directors may only vote once on each resolution or matter and must not use more than one electronic medium to vote;
 - (vii) votes that do not accurately convey the Director's selection or vote and votes cast by a Director that has voted more than once will not be counted;
 - (viii) the voting officer may cancel the vote and call for a re-vote if an equipment malfunction has significantly interfered with the voting process;
 - (ix) the results will be counted by the voting officer and confirmed by another individual;
 - (x) the voting officer must ensure that votes remain confidential;
 - (xi) in the case of electronic methods of voting that record votes, such as text messaging or email, votes will not be deleted or erased and will be kept confidential in the Association's records for a period of 60 days; and
 - (xii) any other electronic voting rules adopted by the Directors.

12.3 Majority Required to Pass a Resolution

Unless otherwise provided, a resolution is passed by a majority vote of Directors participating in the meeting.

12.4 Equality of Votes

In the event of an equality of votes on a resolution, the chair shall not have a casting or second vote, and the resolution shall be deemed to be defeated.

12.5 Resolutions in Writing

A resolution set out in writing and consented to by a majority of the Directors whose consent has been indicated by:

- (a) signing the resolution, or
- (b) email transmission,

shall be as valid and effectual as if it had been passed at a duly called and constituted meeting of the Directors.

12.6 Announcement of Result

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

PART 13 - LIABILITY AND INDEMNITY OF DIRECTORS

13.1 Liability

Directors who vote for a resolution passed at a meeting of Directors, or consent to a Directors' consent resolution authorizing a distribution of money or other property contrary to these Bylaws or the Act, are jointly and severally liable to restore any money or other property so distributed to the Association.

13.2 Additional Liability

The Directors shall not be relieved from the duty to act in accordance with the Act and these Bylaws nor from liability that by virtue of any rule of law would otherwise attach to a Director in respect of negligence, default, breach of duty or breach of trust.

13.3 Limitations on Liability

A Director is not liable under section 13.1, or under the Act, if he or she has complied with his or her duties under the Act, and, in voting for or consenting to the unauthorized resolution, has reasonably and in good faith, relied on any of the following:

- (a) financial statements of the Association represented to the Director to fairly reflect the financial position of the Association, by either a Director or senior manager responsible for the preparation of the financial statements, or in an auditor's report;
- (b) a written report of a lawyer, accountant, engineer, appraiser, or other consultant whose profession lends credibility to a statement made by that person;
- (c) a statement of fact represented as correct to the Director by another Director or senior manager of the Association; or
- (d) any record, information, or representation the court considers provides reasonable grounds for the actions of the Director.

13.4 Individuals who may be Indemnified

The Association may, subject to the provisions of the Act, indemnify:

- (a) a Director or former Director and his or her heirs and personal or legal representatives; and
- (b) a senior manager or former senior manager and his or her heirs and personal or legal representatives.

13.5 Indemnification

Subject to section 13.7, the Association shall indemnify an individual referred to in section 13.4 in accordance with the indemnification provisions of the Act.

13.6 Payment of Expenses

The Association will pay the expenses actually and reasonably incurred by an individual referred to in section 13.4 in accordance with the indemnification provisions of the Act.

13.7 Conditions of Indemnification

An individual may only be indemnified in accordance with section 13.5 if:

- (a) he or she acted honestly and in good faith with a view to the best interests of the Association and exercised the care, diligence and skill of a reasonably prudent person; and
- (b) with respect to any criminal or administrative proceedings, he or she had reasonable grounds for believing that his or her conduct was lawful.

13.8 No Duplication of Indemnity

The indemnity authorized by this Part shall be applicable only to the extent that such indemnity shall not duplicate any indemnity or reimbursement which a Director seeking indemnity hereunder has received or shall receive otherwise than by virtue of this Part.

13.9 Contracts of Indemnity

The Directors may from time to time cause the Association to enter into a contract to indemnify any Director, Officer, employee, agent or other person who has undertaken or is about to undertake any liability on behalf of the Association.

13.10 Insurance

The Directors may cause funds to be expended by the Association for the purchase and maintenance of insurance for the benefit of any individual referred to in section 13.4 against any liability incurred by such person in their capacity as such.

PART 14 - OFFICERS**14.1 Selection of Officers**

The Directors shall select Officers in accordance with the process set out in the Terms of Reference.

14.2 Roles of Officers

Each of the Officers shall carry out the roles and responsibilities assigned to them in the Terms of Reference.

14.3 Term of Appointment of Officers

The term of appointment of Officers shall be set out in the Terms of Reference and subject to termination at the pleasure of the Directors.

PART 15 - COMMITTEES**15.1 Establishment of Committees**

The Directors may establish committees in accordance with the Terms of Reference. Unless explicitly authorized by resolution of the Directors, a committee may not bind the Directors.

PART 16 - CONTRACTS AND EXECUTION OF DOCUMENTS

16.1 Common Seal

The Directors may provide a common seal for the Association and they shall have the power from time to time to destroy it and substitute a new common seal in its place.

16.2 Use of Common Seal

The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the person or persons prescribed in the resolution or, if no persons are prescribed, then in the presence of any two of the Officers.

16.3 Contracts of the Association

No contract shall be entered into by the Association nor any documents executed on behalf of the Association without prior resolution of the Directors or of the committee of Directors to which the power to enter into a specific contract has been delegated, except as provided in section 16.5.

16.4 Execution of Documents

All documents signed and executed on behalf of the Association whether or not under seal, shall be signed by any two Officers in accordance with any resolutions of the Directors setting out the authority for executing documents, except as provided in section 16.5.

16.5 Delegation

The Directors may by resolution delegate to the president, other Officer or senior member of the Association's staff:

- (a) a general authority to commit the Association to contracts of a certain nature or value and to execute the same on behalf of the Association;
or
- (b) the authority to execute specified contracts or other documents on behalf of the Association.

PART 17 - FINANCIAL RECORDS AND ACCOUNTING

17.1 Financial and Other Reports

The Association must comply with the record-keeping requirements of the Act, including financial record-keeping requirements, and requirements regarding the location of records, maintenance of records, inspection of records, copies of records, restrictions on viewing records, distribution of records, and disposal of records. The Directors, on behalf of the Association, shall file all financial

and other reports that have to be filed after the annual Members meeting of the Association as required by the Act and *Income Tax Act* or other applicable law.

17.2 Bank Account

The Directors shall ensure the Association has at least one account with a chartered bank, credit union or trust company for the deposit of funds and shall ensure that appropriate controls are imposed on such accounts.

17.3 Accounting Records

In addition to complying with the record-keeping requirements set out in the Act, the Directors, on behalf of the Association, shall keep proper accounting records in respect of all financial or other transactions and, without limiting the foregoing, shall keep records of:

- (a) all money received and disbursed by the Association and the manner in respect of which the receipt and disbursement took place;
- (b) every sale and purchase by the Association;
- (c) every asset and liability of the Association; and
- (d) every other transaction affecting the financial position of the Association.

17.4 Place of Records

The accounting and financial records shall be kept at such place as the Directors may determine within the Province of British Columbia, subject to the Act.

17.5 Inspection

Subject to the Act, the accounting and financial records of the Association shall be available for the inspection of Directors and Members.

PART 18 – INVESTMENT POWERS OF DIRECTORS

18.1 Restrictions on Investments

In investing the monies of the Association, the Directors will be restricted to securities permitted by law to a trustee. The Directors may not invest the monies of the Association in any investments that would place the capital at risk.

PART 19 – BORROWING

19.1 Borrowing

In order to carry out the purposes of the Association, the Directors may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in the manner they decide, and, in particular without limiting the foregoing, by the issue of debentures, mortgages, general security agreements or specific security.

19.2 Debentures

No debenture or other security shall be issued without the sanction of a Special Resolution.

19.3 Repayment

All funds borrowed in accordance with section 19.1 and not used for the expressed purpose as defined in the Special Resolution authorizing their borrowing shall be repaid in a timely manner to the lender of record.

19.4 Restriction on Borrowing

The Members may, by Special Resolution, restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual Members meeting of the Association.

PART 20 - AUDITOR

20.1 Application of this Part

This Part applies only if the Association is required or has resolved to have an auditor.

20.2 First Auditor

The Directors shall appoint the first auditor and fill all vacancies occurring in the office of auditor in accordance with the Act.

20.3 Term of Office

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

20.4 Removal

An auditor may be removed in accordance with the Act.

20.5 Qualifications

The auditor of the Association must be:

- (a) independent, in accordance with the Act; and
- (b) a member of the Certified General Accountants Association of British Columbia or the British Columbia Institute of Chartered Accountants, or certified under the *Business Corporations Act* by the Auditor Certification Board.

20.6 Attendance at Members Meetings

The auditor may attend Members meetings of the Association.

20.7 Member in Good Standing

An auditor appointed under this Part must be a member in good standing of the Certified General Accountants Association of British Columbia or the Institute of Chartered Accountants of British Columbia.

PART 21 - NOTICE TO MEMBERS/DIRECTORS

21.1 Delivery of Notice

A notice may be given to a Member or a Director either personally or by mail, email or fax transmission to the Member or Director's mailing address, email address or fax number.

21.2 Date of Notice

A notice sent by mail shall be deemed to have been given on the fifth day following the day on which the notice was posted, and in proving that notice has been given it shall be sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by email or fax transmission will be deemed to be given on the day it is transmitted if the notice is transmitted before 4:00 pm on a weekday, or on the next day that is not a Saturday, Sunday or holiday, if the document is transmitted after 4:00 pm.

21.3 Notice to the Association

Notice to the Association shall be delivered by mail to the Association's registered office, by email to the secretary-treasurer, or by fax to the Association's fax address.

PART 22 - FAX AND EMAIL TRANSMISSION AND COUNTERPARTS

22.1 Fax and Email Transmission

Any document or resolution signed in writing by a Member or a Director and transmitted by fax or email shall be deemed to be an original document or resolution.

22.2 Counterparts

Ordinary Resolutions and Special Resolutions consented to in writing by Members and resolutions consented to in writing by the Directors may be in counterparts each consented to in writing by one Member or Director or more than one Member or Director, which together shall be deemed to constitute one resolution.

PART 23 - BYLAWS

23.1 Copies

The Association shall provide to a Member, at his or her request and at no cost, a copy of the Constitution and the Bylaws of the Association.

23.2 Alterations

These Bylaws shall not be altered or added to except by Special Resolution and the filing of a bylaw alteration application.

PART 24 – WINDING UP OR DISSOLUTION

24.1 Winding up or Dissolution

In the event of the winding up or dissolution of the Association, the funds and assets of the Association remaining after the satisfaction of its debts and liabilities shall be given or transferred to an entity or entities having the same or similar purposes to those of the Association. If this cannot be done, such funds and assets shall be given or transferred to a non-profit organization, a Registered Charity or a “qualified donee” allowed under the provisions of *Income Tax Act* of Canada. The recipient of such funds and assets shall be chosen by Ordinary Resolution of the Members of the Association.

SCHEDULE A
MAP OF REGIONS IN BRITISH COLUMBIA

