

SCHEDULE A

BYLAWS

of

MISTY ISLES ECONOMIC DEVELOPMENT SOCIETY

TABLE OF CONTENTS

PART 1. - INTERPRETATION	1
1.1 Definitions.....	1
1.2 <i>Society Act</i> Definitions.....	3
PART 2. - MEMBERSHIP	3
2.1 Admission to Membership	3
2.2 Membership not Transferable	3
2.3 Cessation of Membership	3
2.4 Dues.....	4
2.5 Standing of Members.....	4
2.6 Compliance with Constitution, Bylaws and Policies	4
PART 3. Representatives.....	4
3.1 Designation of Representative.....	4
3.2 Effective date of Designation	4
3.3 Eligibility of Representative.....	4
3.4 Municipality to have One Representative.....	4
3.5 Revocation or Replacement of Representative	4
PART 4. - MEETINGS OF MEMBERS	5
4.1 Time and Place of General Meetings.....	5
4.2 Extraordinary General Meeting	5
4.3 Calling of Extraordinary General Meeting	5
4.4 Notice of General Meeting	5
4.5 Contents of Notice	5
4.6 Omission of Notice	5
4.7 Annual General Meetings	5
PART 5. - PROCEEDINGS AT GENERAL MEETINGS	5
5.1 Special Business	5
5.2 Requirement of Quorum	6
5.3 Loss of Quorum	6
5.4 Quorum	6
5.5 Lack of Quorum	6
5.6 Chair.....	6
5.7 Alternate Chair.....	6
5.8 Adjournment	6

5.9	Notice of Adjournment	7
5.10	Procedure for Motions	7
5.11	Ordinary Resolution Sufficient	7
5.12	Entitlement to Vote	7
5.13	Decisions by Show of Hands, Voice Vote or Secret Ballot	7
5.14	Voting by Proxy	7
5.15	Ordinary Resolution in Writing	7
5.16	Special Resolution in Writing	7
5.17	Copy of Special Resolution to be filed with the Registrar	8
PART 6.	- DIRECTORS	8
6.1	Management of Property and Affairs	8
6.2	Powers of Directors	8
6.3	Composition of Board	8
6.4	Invalidation of Acts	8
6.5	Appointment of Director by Municipality	8
6.6	Directors Subscribe to and Support Purposes	9
6.7	Ceasing to be a Director	9
6.8	Replacement of Directors	9
6.9	Compensation and Reimbursement of Directors.....	9
6.10	Powers of the Board	9
6.11	Investment of Property and Standard of Care.....	10
6.12	Investment in Mutual or Pooled Funds.....	10
6.13	Investment Advice	10
6.14	Delegation of Investment Authority to Agent.....	10
PART 7.	- PROCEEDINGS OF THE BOARD	10
7.1	Procedure of Meetings.....	10
7.2	Quorum	10
7.3	Chair of Meetings	11
7.4	Alternate Chair.....	11
7.5	Calling of Meetings	11
7.6	Notice	11
7.7	Passing Resolutions	11
7.8	Procedure for Voting.....	11
7.9	Resolution in Writing.....	11
PART 8.	- COMMITTEES.....	12
8.1	Standing and Special Committees	12
8.2	Composition of Committees.....	12
8.3	Delegation to Committees	12
8.4	Terms of Reference and Rules	12
8.5	Meetings.....	12
PART 9.	- DUTIES OF OFFICERS	12
9.1	Election of Officers	12
9.2	Secretary and Treasurer Required.....	12
9.3	Removal of Officers	13
9.4	Replacement	13
9.5	Duties of Chair.....	13
9.6	Duties of Secretary	13
9.7	Duties of Treasurer	13
9.8	Absence of Secretary at Meeting	13
9.9	Combination of Offices of Secretary and Treasurer	13
PART 10.	- EXECUTION OF INSTRUMENTS	13

10.1	No Seal.....	13
10.2	Execution of Instruments	14
PART 11.	- BORROWING.....	14
11.1	Powers of Directors	14
11.2	Issuance of Debentures.....	14
11.3	Restrictions on Borrowing Powers	14
PART 12.	- AUDITOR	14
12.1	First Auditor	14
12.2	Appointment of Auditor at Annual General Meeting	14
12.3	Removal of Auditor	14
12.4	Notice of Appointment	15
12.5	Restrictions on Appointment.....	15
12.6	Attendance at Annual General Meetings.....	15
PART 13.	- NOTICES	15
13.1	Entitlement to Notice.....	15
13.2	Method of Giving Notice	15
13.3	When Notice Deemed to have been Received.....	15
13.4	Days to be Counted in Notice	15
PART 14.	- MISCELLANEOUS	16
14.1	Inspection of Records.....	16
14.2	Participation in Meetings.....	16
14.3	Rules Governing Notice, Board Resolutions and Ordinary Resolutions	16
14.4	Right to become Member of other Society	16
14.5	Not a Reporting Society.....	16
14.6	Branch Societies.....	16
PART 15.	- INDEMNIFICATION.....	16
15.1	Indemnification of Directors and Officers	16
15.2	Indemnification of Past Directors and Officers	17
15.3	Advancement of Expenses	17
15.4	Approval of Court and Term of Indemnification	17
15.5	Indemnification not Invalidated by Non-Compliance	17
15.6	Purchase of Insurance.....	17
PART 16.	- BYLAWS	17
16.1	Entitlement of Members to copy of Constitution and Bylaws	17
16.2	Special Resolution required to Alter or Add to Bylaws	17

SOCIETY ACT

BYLAWS

of

MISTY ISLES ECONOMIC DEVELOPMENT SOCIETY

PART 1. - INTERPRETATION

1.1 Definitions

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

- (a) “**Address of the Society**” means the address of the Society as filed from time to time with the Registrar in the Notice of Address;
- (b) “**Board**” means the Directors acting as authorized by the Constitution and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
- (c) “**Board Resolution**” means:
 - (i) a resolution passed at a duly constituted meeting of the Board by a simple majority of the votes cast by those Directors who are present and entitled to vote at such meeting; or
 - (ii) a resolution that has been submitted to all Directors and consented to in writing by 75% of the Directors who would have been entitled to vote on the resolution in person at a meeting of the Board;
- (d) “**Bylaws**” means the bylaws of the Society as filed in the Office of the Registrar;
- (e) “**Chair**” means a Person elected to the office of Chair in accordance with these Bylaws;
- (f) “**Constitution**” means the constitution of the Society as filed in the Office of the Registrar;

- (g) “**Directors**” means those persons who have become directors in accordance with these Bylaws and have not ceased to be directors, and a “Director” means any one of them;
- (h) “**Income Tax Act**” means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- (i) “**Members**” means the applicants for incorporation of the Society and those Persons who have subsequently become members in accordance with these Bylaws and, in either case, have not ceased to be members, and a “Member” means any one of them;
- (j) “**Municipality**” means an entity incorporated under the *Local Government Act*, R.S.B.C. c. 323;
- (k) “**Ordinary Resolution**” means
 - (i) a resolution passed at a general meeting by the Members by a simple majority of the votes cast in person, or
 - (ii) a resolution that has been submitted to the Members and consented to in writing by 75% of the Members who would have been entitled to vote on the resolution in person at a general meeting of the Society, and a resolution so consented to is deemed to be an Ordinary Resolution passed at a general meeting of the Society;
- (l) “**Person**” means a natural person;
- (m) “**Registered Address**” of a Member or Director means the address of that Person as recorded in the register of Members or the register of Directors;
- (n) “**Registrar**” means the Registrar of Companies of the Province of British Columbia;
- (o) “**Representative**” means a Person designated by a Member that is a Municipality, which Person will exercise the rights and obligations of membership on behalf of the Member;
- (p) “**Society**” means “**Misty Isles Economic Development Society**”;
- (q) “**Society Act**” means the *Society Act* R.S.B.C. 1996, c.433, as amended from time to time; and
- (r) “**Special Resolution**” means:
 - (i) a resolution passed at a general meeting by a majority of not less than 75% of the votes of those Members who, being entitled to do so, vote in person,
 - (1) of which the notice that the Bylaws provide, and not being less than 14 days’ notice, specifying the intention to propose the resolution as a Special Resolution has been given, or
 - (2) if every Member entitled to attend and vote at the meeting agrees, at a meeting of which less than 14 days’ notice has been given, or

- (ii) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a general meeting of the Society, and a resolution so consented to is deemed to be a Special Resolution passed at a general meeting of the Society.

- (s) “**SQCRD**” means the Skeena Queen Charlotte Regional District;

1.2 Society Act Definitions

The definitions in the *Society Act* on the date these Bylaws become effective apply to these Bylaws and the Constitution.

PART 2. - MEMBERSHIP

2.1 Admission to Membership

- (1) Membership in the Society will be restricted to the following Municipalities and Persons:

- (a) the Village of Masset;
- (b) the Village of Port Clements;
- (c) the Village of Queen Charlotte;
- (d) the regional director for SQCRD electoral area D from time to time; and
- (e) the regional director for SQCRD electoral area E from time to time.

- (2) A Person who is a Member by virtue of sub-section 2.1(d) or (e) is a Member ex-officio and not a Member in his or her personal capacity.

- (3) Upon the adoption of these Bylaws the Persons described in Bylaw 2.1(1) will be the only members of the Society and all other Persons will be deemed to have resigned as Members.

2.2 Membership not Transferable

Membership is not transferable.

2.3 Cessation of Membership

A Person will immediately cease to be a Member:

- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the secretary of the Society or to the Address of the Society and the effective date of the resignation stated thereon; or
- (b) upon his or her death or, in the case of a Municipality, dissolution; or
- (c) in the case of a Person who is a Member by virtue of sub-section 2.1(d) or (e), upon his or her ceasing to be a regional director of electoral D or E, as the case may, of SQCRD.

2.4 Dues

There will be no annual membership dues.

2.5 Standing of Members

All Members are deemed to be in good standing.

2.6 Compliance with Constitution, Bylaws and Policies

Every Member will, at all times:

- (a) uphold the Constitution and comply with these Bylaws and the policies of the Society adopted by the Directors from time to time; and
- (b) further and not hinder the purposes, aims and objects of the Society.

PART 3. REPRESENTATIVES

3.1 Designation of Representative

Every Member that is a Municipality will designate a Representative by delivering a notice of representative in writing to the Address of the Society.

3.2 Effective date of Designation

The designation of a Representative is effective on the later of:

- (a) the date it is received by the Society; or
- (b) the effective date, if any, written on the notice of representative.

3.3 Eligibility of Representative

(1) In order to be eligible to be the Representative of a Municipality, a Person must be an elected member of the municipal council of the Municipality.

(2) A notice of representative purporting to designate a Person who is not eligible in accordance with this Bylaw as a Representative is of no effect and must not be accepted by the Society.

3.4 Municipality to have One Representative

A Municipality may have only one Representative at any time.

3.5 Revocation or Replacement of Representative

(1) Subject to sub-section (b), every designation of a Representative will be deemed to continue in force until such time as the Member:

- (a) revokes it in writing; or
- (b) delivers a replacement notice of representative in writing to the Address of the Society.

(2) The designation of a Person as Representative is deemed to be revoked on the date such Person ceases to be eligible in accordance with Bylaw 3.3.

PART 4. - MEETINGS OF MEMBERS

4.1 Time and Place of General Meetings

The general meetings of the Society will be held at such time and place, in accordance with the *Society Act*, as the Board decides.

4.2 Extraordinary General Meeting

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

4.3 Calling of Extraordinary General Meeting

The Board may, whenever it thinks fit, convene an extraordinary general meeting.

4.4 Notice of General Meeting

The Society will give not less than 14 days' written notice of a general meeting to those Members entitled to receive notice; but those Members may waive or reduce the period for a particular meeting by unanimous consent in writing.

4.5 Contents of Notice

Notice of a general meeting will specify the place, the day and the hour of the meeting and the business to be transacted at the meeting.

4.6 Omission of Notice

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

4.7 Annual General Meetings

The first annual general meeting of the Society will be held not more than 15 months after the date of incorporation, and thereafter an annual general meeting will be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

PART 5. - PROCEEDINGS AT GENERAL MEETINGS

5.1 Special Business

Special business is:

- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
- (b) all business that is transacted at an annual general meeting, except:
 - (i) the adoption of rules of order;
 - (ii) consideration of the financial statements;
 - (iii) consideration of the report of the Directors;
 - (iv) consideration of the report of the auditor, if any;

- (v) the appointment of the auditor, if any;
- (vi) the appointment of Directors; and
- (vii) such other business that, under these Bylaws or any governing statutes, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors if the report was issued with the notice of the meeting.

5.2 Requirement of Quorum

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

5.3 Loss of Quorum

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

5.4 Quorum

A quorum at a general meeting is (3) Members, present in person or by Representative, as the case may be.

5.5 Lack of Quorum

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

5.6 Chair

The Chair of the Society will, subject to a Board Resolution appointing another Person, chair all general meetings; but if at any general meeting the Chair, or such alternate Person appointed by a Board Resolution, is not present within 15 minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Members present in person or by Representative may choose one of their number to chair that meeting.

5.7 Alternate Chair

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

5.8 Adjournment

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

5.9 Notice of Adjournment

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

5.10 Procedure for Motions

(1) A motion or resolution proposed at a meeting need not be seconded, and the Chair may propose motions or resolutions.

(2) In the case of a tie-vote, the Chair does not have a second or casting vote in addition to the vote he or she may have as a Member, and the proposed motion or resolution fails.

5.11 Ordinary Resolution Sufficient

Any issue at a general meeting which is not required by these Bylaws or the *Society Act* to be decided by a Special Resolution will be decided by an Ordinary Resolution.

5.12 Entitlement to Vote

(1) Each Member is entitled to one (1) vote.

(2) The vote of a Member that is a Municipality may be exercised by that Member's Representative, who is entitled to exercise, in all respects, the rights of the Member that he or she represents.

5.13 Decisions by Show of Hands, Voice Vote or Secret Ballot

Voting will be by show of hands or voice vote recorded by the secretary of the meeting, except that, at the request of any two (2) Members present in person or by Representative at the meeting, a secret vote by written ballot will be required.

5.14 Voting by Proxy

Voting by proxy is not permitted.

5.15 Ordinary Resolution in Writing

A resolution in writing which is identified as an Ordinary Resolution and signed by a minimum of 75% of the Members who would have been entitled to vote on the resolution at a general meeting of the Society is as valid and effectual as an Ordinary Resolution as if it had been passed at a meeting of Members duly called and constituted and will be deemed to be an Ordinary Resolution. Such a resolution may be in two or more counterparts which together will be deemed to constitute one Ordinary Resolution in writing. Such Ordinary Resolution will be filed with minutes of the proceedings of the Members and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

5.16 Special Resolution in Writing

A resolution in writing which is identified as a Special Resolution and has been signed by all the Members who would have been entitled to vote on the resolution at a general meeting of the Society is as valid and effectual as a Special Resolution as if it had been passed at a meeting of Members duly called and constituted and will be deemed to be a Special Resolution. Such a resolution may be

in two or more counterparts which together will be deemed to constitute one Special Resolution in writing. Such Special Resolution will be filed with minutes of the proceedings of the Members and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

5.17 Copy of Special Resolution to be filed with the Registrar

A copy of any Special Resolution passed in accordance with the Bylaws will be filed with the Registrar in the appropriate form and will not take effect until such copy is accepted by the Registrar.

PART 6. - DIRECTORS

6.1 Management of Property and Affairs

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

6.2 Powers of Directors

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

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

6.3 Composition of Board

(1) The Board will be composed of five (5) Directors, as follows:

- (a) the Representative designated by the Village of Masset;
- (b) the Representative designated by the Village of Port Clements;
- (c) the Representative designated by the Village of Queen Charlotte;
- (d) the regional director for SQCRD electoral area D from time to time; and
- (e) the regional director for SQCRD electoral area E from time to time.

(2) A Person who is a Director by virtue of sub-section 6.3(d) or (e) is a Director ex-officio and not a Director in his or her personal capacity.

6.4 Invalidation of Acts

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

6.5 Appointment of Director by Municipality

(1) Every Member that is a Municipality must appoint as a Director the Person whom it designates as its Representative under Bylaw 3.1.

(2) A notice of representative delivered by a Member in accordance with section 3.1 will be deemed to be an appointment by such Member of the Person named in the notice of representative as a Director, and such appointment will be deemed to continue in force until revoked by the delivery of a replacement notice of representative by the Member.

(3) Any document purporting to appoint a Person as a Director without also designating the Person as the Member's Representative is of no effect and must not be accepted by the Society.

6.6 Directors Subscribe to and Support Purposes

Every Director will unreservedly subscribe to and support the purposes of the Society.

6.7 Ceasing to be a Director

A Person will automatically cease to be a Director:

- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the secretary of the Society or to the Address of the Society and the effective date of the resignation stated therein; or
- (b) upon his or her removal; or
- (c) upon his or her death; or
- (d) in the case of a Person who is a Director by virtue of sub-section 6.3(a), (b) or (c), upon the date such Person is no longer the Representative of a Member; or
- (e) in the case of a Person who is a Director by virtue of sub-section 6.3(d) or (e), upon his or her ceasing to be a regional director of electoral D or E, as the case may, of SQCRD.

6.8 Replacement of Directors

If a Director ceases to hold office, the Board may appoint a Person as a replacement Director to take the place of such Director on an interim basis until a Director is appointed under section 6.5(1) or comes into office under sub-section 6.3(d) or (e), as the case may be.

6.9 Compensation and Reimbursement of Directors

A Director is not entitled to any compensation, provided that a Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society.

6.10 Powers of the Board

The Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Society. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Society in furtherance of the purposes of the Society, provided however that the Board may not enter into any form of contract with a Director, other than in furtherance of the obligations or duties of such Director, including such matters as indemnity agreements and non-disclosure or confidentiality agreements.

6.11 Investment of Property and Standard of Care

If the Board is required to invest funds on behalf of the Society, the Board may invest the property of the Society in any form of property or security in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Society.

6.12 Investment in Mutual or Pooled Funds

The property of the Society may be invested by the Board, or by any agent or delegate of the Board, in any mutual fund, common trust fund, pooled fund or similar investment.

6.13 Investment Advice

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

6.14 Delegation of Investment Authority to Agent

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

PART 7. - PROCEEDINGS OF THE BOARD

7.1 Procedure of Meetings

(1) After issuance of the certificate of incorporation, a meeting of the Board will be held at which the Directors may:

- (a) appoint officers;
- (b) make banking arrangements;
- (c) appoint an auditor to hold office until the first annual general meeting; and
- (d) transact any other business.

(2) Subsequent meetings of the Board may be held at any time and place determined by the Board, provided that two (2) days' notice of such meeting will be sent to each Director. However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the secretary of the Society.

7.2 Quorum

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

(2) A Director who has, or may have, an interest in a proposed contract or transaction with the Society will be counted in the quorum at a meeting of the Board at which the proposed contract or transaction is considered but is not entitled to vote on the proposed contract or transaction.

7.3 Chair of Meetings

The Chair of the Society will, subject to a Board Resolution appointing another Person, chair all meetings of the Board; but if at any Board meeting the Chair or such alternate Person appointed by a Board Resolution is not present within 15 minutes after the time appointed for the meeting, or requests that he or she not chair that meeting, the Directors present may choose one of their number to chair that meeting.

7.4 Alternate Chair

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

7.5 Calling of Meetings

A Director may at any time, and the secretary at the request of a Director will, convene a meeting of the Board.

7.6 Notice

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

7.7 Passing Resolutions

Any issue at a meeting of the Board which is not required by these Bylaws or the *Society Act* to be decided by a resolution requiring more than a simple majority will be decided by Board Resolution.

7.8 Procedure for Voting

- (1) A motion or resolution proposed at a meeting need not be seconded, and the Chair may propose motions or resolutions.
- (2) Voting will be by show of hands or voice vote recorded by the secretary of the meeting except that, at the request of any one Director, a secret vote by written ballot will be required.
- (3) In the case of a tie-vote, the Chair does not have a second or casting vote in addition to the vote he or she may have as a Director, and the proposed motion or resolution fails.

7.9 Resolution in Writing

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

PART 8. – COMMITTEES

8.1 Standing and Special Committees

The Board may create such standing and special committees as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by a Board Resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee will automatically be dissolved.

8.2 Composition of Committees

Committees may be composed in whole or in part of Persons who are not Members or Directors of the Society.

8.3 Delegation to Committees

The Board may delegate any, but not all, of its powers to committees as it thinks fit, provided that the composition of each such committee to which a power of the Board is delegated must include at least one (1) Director.

8.4 Terms of Reference and Rules

In the event the Board decides to create a committee, it must establish Terms of Reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the Terms of Reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

8.5 Meetings

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed *mutatis mutandis* by the rules set out in these Bylaws governing proceedings of the Board.

PART 9. - DUTIES OF OFFICERS

9.1 Election of Officers

At the first meeting of the Board, the Board will elect the officers. All officers must be Directors. The Board will elect a Chair, together with such other officers as are required in accordance with these Bylaws, who will hold office until the first meeting of the Board held after the next following annual general meeting.

9.2 Secretary and Treasurer Required

The Board will appoint a secretary and treasurer and may appoint and remove such other officers of the Society as it deems necessary and determine the duties, responsibilities and term, if any, of all officers.

9.3 Removal of Officers

A Person may be removed as an officer by a resolution passed at a meeting of the Board by a majority of not less than two-thirds (2/3) of the Directors present.

9.4 Replacement

Should the Chair or any other officer for any reason not be able to complete his or her term, the Board will remove such officer from his or her office and will elect a replacement without delay.

9.5 Duties of Chair

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

9.6 Duties of Secretary

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

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

9.7 Duties of Treasurer

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

- (a) the keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the *Society Act* and the *Income Tax Act*; and
- (b) the rendering of financial statements to the Directors, Members and others, when required.

9.8 Absence of Secretary at Meeting

If the secretary is absent from any meeting of the Society or the Board, the Directors present will appoint another person to act as secretary at that meeting.

9.9 Combination of Offices of Secretary and Treasurer

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

PART 10. – EXECUTION OF INSTRUMENTS

10.1 No Seal

The Society will not have a seal.

10.2 Execution of Instruments

Contracts, documents or instruments in writing requiring the signature of the Society may be signed by:

- (a) the Chair, together with the secretary or the treasurer, or
- (b) any two (2) Directors

and all contracts, documents and instruments in writing so signed will be binding upon the Society without any further authorization or formality. The Board will have power from time to time by Board Resolution to appoint any officer or officers, or any Person or Persons, on behalf of the Society either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

PART 11. - BORROWING

11.1 Powers of Directors

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

11.2 Issuance of Debentures

No debenture will be issued without the authorization of a Special Resolution.

11.3 Restrictions on Borrowing Powers

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

PART 12. - AUDITOR

The Society is not required to be audited; however, if it wishes to be audited, it is required to appoint an external auditor with the qualifications described in section 42 of the Society Act.

12.1 First Auditor

If the Society wishes to appoint an auditor prior to its first annual general meeting, that auditor will be appointed by the Board, which will also fill any vacancy occurring in the office of auditor.

12.2 Appointment of Auditor at Annual General Meeting

If the Society wishes to appoint an auditor at or after its first annual general meeting, that auditor will be appointed at an annual general meeting, to hold office until he, she or it is reappointed or his, her or its successor is appointed at the next following annual general meeting in accordance with the procedures set out in the *Society Act* or until the Society no longer wishes to appoint an auditor.

12.3 Removal of Auditor

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

12.4 Notice of Appointment

An auditor will be promptly informed in writing of his, her or its appointment or removal.

12.5 Restrictions on Appointment

No Director or employee of the Society will act as auditor.

12.6 Attendance at Annual General Meetings

The auditor may attend general meetings.

PART 13. - NOTICES**13.1 Entitlement to Notice**

(1) Notices of a general meeting will be given to:

- (a) every Person shown on the register of Members who, on the day the notice is given, is a Member by virtue of sub-section 2.1 (d) or (e); and
- (b) every Person who is a Representative of a Member that, on the day the notice is given, is a Member by virtue of sub-section 2.1(a), (b) or (c); and
- (c) the auditor, if any is appointed.

(2) No other Person is entitled to be given notice of a general meeting.

13.2 Method of Giving Notice

A notice may be given to a Member (including, in the case of a Municipality that is a Member by virtue of sub-section 2.1(a), (b) or (c), to such Member's Representative) or a Director, either personally, by delivery, facsimile, electronic mail, or by first class mail posted to such Person's Registered Address.

13.3 When Notice Deemed to have been Received

A notice sent by mail will be deemed to have been given on the day following that on which the notice was posted. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice will only be effective when actually received. Any notice delivered either personally, by delivery, facsimile, or electronic mail will be deemed to have been given on the day it was so delivered or sent.

13.4 Days to be Counted in Notice

If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

PART 14. - MISCELLANEOUS

14.1 Inspection of Records

The documents, including the books of account, of the Society and the minutes of meetings of the Society and the Board will be open to the inspection of the Directors. The minutes of any meeting of the Society will be open to the inspection of Members in good standing upon reasonable notice to the keeper of such documents but the Members will not be entitled or have the right to inspect any other document of the Society.

14.2 Participation in Meetings

Any meeting of the Society, the Board or any committee, may also be held, or any Member, Director or committee member may participate in any meeting of the Society, the Board or any committee, by telephone or video conference call or similar communication equipment as long as all the Members, Directors, or Persons participating in the meeting can hear and respond to one another. All such Members, Directors, or Persons so participating in any such meeting will be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing Bylaws, will be entitled to vote by a voice vote recorded by the secretary of such meeting. This method of voting will from time to time be used for passing resolutions.

14.3 Rules Governing Notice, Board Resolutions and Ordinary Resolutions

The rules governing when notice is deemed to have been given set out in these Bylaws will apply mutatis mutandis to determine when a Board Resolution will be deemed to have been submitted to all of the Directors and when an Ordinary Resolution will be deemed to have been submitted to all of the Members.

14.4 Right to become Member of other Society

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

14.5 Not a Reporting Society

Subject to an order of the Registrar pursuant to the *Society Act* stating that the Society is a "reporting society" as defined under the *Society Act*, the Society is not a "reporting society".

14.6 Branch Societies

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

PART 15. - INDEMNIFICATION

15.1 Indemnification of Directors and Officers

Subject to the provisions of the *Society Act*, each Director and each officer of the Society will be indemnified by the Society against all costs, charges and expenses reasonably incurred in connection with any claim, action, suit or proceeding to which that Person may be made a party by reason of being or having been a Director or officer of the Society.

15.2 Indemnification of Past Directors and Officers

To the extent permitted by the *Society Act*, the Society will indemnify and hold harmless every Person heretofore now or hereafter serving as a Director or officer of the Society and that Person's heirs and personal representative.

15.3 Advancement of Expenses

To the extent permitted by the *Society Act*, all costs, charges and expenses incurred by a Director or officer with respect to any claim, action, suit or proceeding may be advanced by the Society prior to the final disposition thereof, in the discretion of the Board, and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that the recipient is entitled to indemnification hereunder.

15.4 Approval of Court and Term of Indemnification

The Society will apply to the court for any approval of the court which may be required to ensure that the indemnities herein are effective and enforceable. Each Director and each officer of the Society on being elected or appointed will be deemed to have contracted with the Society upon the terms of the foregoing indemnities.

15.5 Indemnification not Invalidated by Non-Compliance

The failure of a Director or officer of the Society to comply with the provisions of the *Society Act*, or of the Constitution or these Bylaws, will not invalidate any indemnity to which he or she is entitled under this part.

15.6 Purchase of Insurance

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

PART 16. - BYLAWS

16.1 Entitlement of Members to copy of Constitution and Bylaws

On being admitted to membership, each Member is entitled to, and upon request the Board will provide him or her with, a copy of the Constitution and Bylaws of the Society.

16.2 Special Resolution required to Alter or Add to Bylaws

These Bylaws will not be altered or added to except by Special Resolution.

These Bylaws adopted by Special Resolution on _____, 2011