



MEMO

To Council
Dec. 21, 2015

TO: COUNCIL MEMBERS
FROM: COUNCILLOR ANN BAIRD
DATE: DEC 17, 2015
SUBJECT: MEMBERSHIP IN SVIEDA

BACKGROUND

A new society is being set up in the region as a collaboration between local governments, first nations, educational institutions, and local businesses. The goal is to promote economic development in our region. A society with such collaboration will be well positioned to apply for both provincial, federal, and other grants to promote economic development. Currently all municipalities except Metchosin have come on board and North Saanich will likely be on board at their Jan. 11th meeting.

At the Dec 7, 2015 Council Meeting council voted to join and fund SVIEDA (South Vancouver Island Economic Development Association).

	2015 Start up	2016	Years 2-5
Highlands	\$460	\$1382	\$3111
Total Municipal	\$100,000	\$300,000	\$675,953

Also at our last council meeting, I was voted to be Highlands council representative and I attended the first meeting of funding partners for SVIEDA on Dec 11, 2015. Ahead of time, we were all provided with an agenda and the draft constitution for the new Society currently being formed.

The funding partners are potentially made up of all of the above stakeholders, however no First Nations have yet come on board. The initial draft Constitution and bylaws for SVIEDA, (attached), state that there will be a maximum of 22 business/educational members and maximum of 22 municipal/First Nation members. These potential 44 votes will have the following responsibilities and authority.

1. Votes for and appoint the board of directors (who run all the day to day operations of SVIEDA)
2. Vote for any changes to the constitution or the bylaws (set the direction and the rules for SVIEDA)

I have a long list of concerns with the process thus far but will focus this memo on a single concern of mine. **Proposed changes by the funding partners will effectively eliminate any local government oversight of the direction of SVIEDA.** I am concerned about the ethics, legalities, and optics that this significant change presents.

There are three primary changes to the bylaws of SVIEDA that cause me concern in this area:

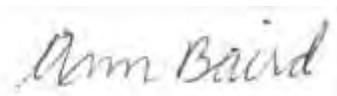
1. Reducing business funding membership contributions (from \$20,000 to \$5,000)
2. Increasing the business funding membership from 22 to unlimited.
3. Changes to quorum requirements. Originally quorum required 12 members of which **6 must be from municipal government**. It has been changed to **10 members from any class of membership**. The minutes below do not highlight this important change; they simply say “change this to 10 and **remove any specifics**”.

Included on the following pages are the text for the changes to the bylaws (I have highlighted the three points above) from the Dec 11, 2015 meeting and the original draft bylaws.

COUNCIL OPTIONS

1. Council may wish to do nothing at this time and continue with membership in SVIEDA as was voted on at the Dec 7, 2015 council meeting.
2. RECOMMENDED BY COUNCILLOR BAIRD: Council may wish to withdraw from membership in SVIEDA and direct staff to write a letter to all Funding Members of SVIEDA including all Mayors and Councils in the region explaining our reasons for withdrawing.
3. Defer any decision until more information is gathered and legal council has provided the District with a legal opinion.
4. Council may wish to consider another option

Respectfully Submitted.



Councillor Ann Baird

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Funding Partners' Council
Record of Decisions
11 December 2015

The following reflects the consensus decisions of the South Vancouver Island Economic Development Association (the Society) Funding Partners' Council ("the members" - membership attached) taken at their inaugural meeting on 11 December, 2015:

Constitution – accepted

Bylaws

- Definitions – all 13 local municipalities and all 9 First Nations will be listed by name
- **Members - Members will be accepted by the Board of Directors (s 2.1), and there will be no cap on membership (s 2.2 to be eliminated)**
- Term of Membership – it was agreed that the term will be 5 years renewable for Government and Institutional members and 1 year renewable for Business and Not for Profit sector members. Dues and performance criteria will be set out in a 5 Year contribution agreement
- Dues - it was agreed that dues will be set initially and from time to time by the Board through Board resolution (s 2.9)
- **Quorum – it was agreed to change this to 10 and remove any specifics (s 4.4)**
- Directors - it was agreed that board will consist of “up to 9” Directors (s 6.3) appointed by the members, and that elected officials and Government employees cannot be appointed as a Director (s 6.5)

Membership and Dues

- It was agreed that membership presentations will be made to First Nations as soon as possible.
- It was agreed that Mayors would approach their colleagues in Metchosin and North Saanich to encourage them to join the Association.
- In recognition of the significant financial contribution made over the last 8 years and in particular the last year, the Greater Victoria Chamber of Commerce will be accepted as a member of the Society without the need to pay dues for 3 years.
- **A Working Group will be struck to review the proposed membership dues for the private sector members with a view to lowering them. The Working Group will report to the members at the next meeting.**

Board of Directors

- The interim board was approved (see attachment).
- The Terms of Reference for the Nominating Committee was approved, with minor amendments (updated document is attached).
- The interim Board of Directors was given authority to appoint the Nominating Committee, based on the criteria of being a “member in good standing” and the suggestions provided by the members.

NB: All members of the FPC attended (see attached) except for John Wilson and Lisa A'Hara

FORM 3**SOCIETY ACT****CONSTITUTION**

1. The name of the Society is the South Vancouver Island Economic Development Association.
2. The purposes of the Society are:
 - (a) to promote and facilitate regional economic development in South Vancouver Island, British Columbia, including:
 - (i) raising the profile of Southern Vancouver Island as a location of choice for new business endeavors;
 - (ii) diversifying the regional economy;
 - (iii) promoting increased quality of life and better employment opportunities for the citizens of the region;
 - (iv) maximizing federal and provincial funding for regional economic development;
 - (v) providing support for entrepreneurs and small business, particularly regionally-based exporters; and
 - (vi) collaborating with the initiatives and activities of regional trade associations and municipal economic development officers;
 - (b) to receive, administer and distribute funds and property in a manner consistent with the purposes of the Society; and
 - (c) to do all such other things as are incidental and ancillary to the attainment of the foregoing purposes and the exercise of the powers of the Society.
3. The activities of the Society will be carried on without purpose of gain for its members and any income, profits or other accretions to the Society will be used in promoting the purposes of the Society. This provision is alterable.
4. Upon winding-up or dissolution of the Society, the funds and property remaining after the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution, including the remuneration of the liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after payment of any debts of the Society, will be distributed to one or more non-profit organizations or registered charities having similar purposes to those of the

Society, as designated by the Board. If for any reason the Board is unable to designate one or more non-profit organizations or registered charities having similar purposes to those of the Society, then the funds or property remaining will be distributed to such registered charities and “qualified donees” as defined in the *Income Tax Act*, as are designated by the Board. Any of such funds or property remaining which were originally received for specific purposes, will, wherever possible, be distributed to registered charities and qualified donees carrying on work of a similar nature to such specific purposes. This provision is alterable.

**BYLAWS
OF THE
SOUTH VANCOUVER ISLAND ECONOMIC DEVELOPMENT ASSOCIATION**

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SOUTH VANCOUVER ISLAND ECONOMIC DEVELOPMENT ASSOCIATION

INTERPRETATION

Definitions

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

“Address of the Society” means the address of the Society as filed from time to time with the Registrar;

“Board” means the Directors acting as authorized by the Constitution and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;

“Board Resolution” means:

- (i) a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter:

in person at a duly constituted meeting of the Board, or

by Electronic Means in accordance with these Bylaws, or

by combined total of the votes cast in person and by Electronic Means; 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 at a meeting of the Board,

and a Board Resolution approved by any of these methods is effective as though passed at a meeting of the Board;

“Bylaws” means the bylaws of the Society as filed in the office of the Registrar;

“Chair” means a Person elected to the office of Chair in accordance with these Bylaws;

“Constitution” means the constitution of the Society as filed in the office of the Registrar;

“Directors” means those Persons who have become directors in accordance with these Bylaws and have not ceased to be directors;

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

- (i) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
- (ii) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;

“Eligible Party” means:

- (i) a Director or officer of the Society, as determined in accordance with these Bylaws; or
- (ii) such other Person described in the *Society Act* that is appointed or elected by the Directors to exercise authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society; or
- (iii) a Person who holds or held a position equivalent to what is described in either sub-paragraph (i) or (ii) above in a subsidiary of the Society, if any; or
- (iv) the heir or personal or legal representative of a Person described in (i), (ii) or (iii) above.

“First Nation” means any one of Esquimalt Nation, the Songhees Nation, the Scia’new Nation, the T’sou-ke Nation, the Tsartlip Nation, the Tsawout Nation, the Malahat Nation, the Pauchachin Nation and the Tseycum Nation;

“Income Tax Act” means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;

“Members” means those Persons and Organizations who are, or who subsequently become, members of the Society in accordance with these Bylaws and, in either case, have not ceased to be members;

“Municipal Member” means an Organization which has been accepted as a Municipal Member of the Society in accordance with Part 2 of these Bylaws;

“Municipality” means a municipality as defined in the *Community Charter SBC 2003 c. 26* geographically situated on southern Vancouver Island;

“mutatis mutandis” means with the necessary changes having been made to ensure that the language makes sense in the context;

“Non-Municipal Member” means a Person or Organization that has been accepted as a Non-Municipal Member of the Society in accordance with Part 2 of these Bylaws;

“Ordinary Resolution” means:

- (i) a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote:
 - in person at a duly constituted general meeting, or
 - by Electronic Means in accordance with these Bylaws, or
 - by combined total of the votes cast in person at a general meeting and the votes cast by Electronic Means; or
- (ii) a resolution that has been submitted to the Members and consented to in writing by not less than the threshold required by the *Society Act*,

and an Ordinary Resolution approved by any one or more of these methods is effective as though passed at a general meeting of the Society;

“Organization” means an association, corporation, government agency, partnership or society;

“Person” means a natural person;

“Registered Address” of a Member or Director means the address of that Person as recorded in the register of Members or the register of Directors;

“Registrar” means the Registrar of Companies of the Province of British Columbia;

“Secretary” means a Person elected to the office of secretary in accordance with these Bylaws;

“Society” means the “South Vancouver Island Economic Development Association”;

“Society Act” means the *Society Act*, RSBC 1996, c.433, as amended from time to time, and includes any successor legislation thereto;

“Special Resolution” means:

- (i) a resolution, of which the notice required by the *Society Act* and these Bylaws has been provided, passed by the majority of votes required by the *Society Act* cast in respect of the resolution by those Members entitled to vote:

in person at a duly constituted general meeting, or

by Electronic Means in accordance with these Bylaws, or

by combined total of the votes cast in person at a general meeting and the votes cast by Electronic Means; 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 Special Resolution approved by any one or more of these methods is effective as though passed at a general meeting of the Society; and

“Treasurer” means a Person elected to the office of treasurer in accordance with these Bylaws.

***Society Act* Definitions**

Except as otherwise provided, the definitions in the *Society Act* on the date these Bylaws become effective apply to these Bylaws and the Constitution.

Plural and Singular Forms

In these Bylaws, a word defined in the plural form includes the singular and vice-versa.

MEMBERSHIP

Admission to Membership

Membership in the Society is restricted to the applicants for incorporation and to those Persons and Organizations whose are eligible for admission as a Member in accordance with these Bylaws and whose application has been accepted by the Members by Ordinary Resolution.

An Organization that is a Member must designate a Person to exercise the rights of membership on behalf of the Organization by notice in writing delivered to the Address of the Society.

Classes of Membership

There will be two (2) classes of voting membership in the Society:

Municipal Members; and

Non-Municipal Members.

There is a maximum of 22 Members permitted in each class.

Eligibility for Municipal Membership

To be eligible to be a Municipal Member, an applicant must be a Municipality or a First Nation.

Eligibility for Non-Municipal Membership

A Person or Organization may apply to be a Non-Municipal Member if he, she or it:

in the case of a Person, is 19 years of age or older; and

is interested in advancing the purposes and supporting the activities of the Society.

Application for Membership

An application for membership or renewal of membership must include the payment of applicable membership dues.

Membership not Transferable

Membership is not transferable.

Term of Membership

The term of membership is five (5) years, which term will commence on the date of admission of the Member and which will expire at the close of the annual general meeting held in the final year of the Member's term.

Renewal of Membership

A Member may apply for renewal of his, her or its membership prior to its expiry in such manner as may be determined by the Board. A Member who does not renew prior to expiry must re-apply pursuant to Bylaw 2.1.

Dues

The Board will, by Board Resolution, determine the dues payable by Members in each membership class from time to time.

Compliance with Constitution, Bylaws and Policies

Every Member will, at all times:

uphold the Constitution and comply with these Bylaws and the policies of the Society adopted by the Board from time to time; and

further and not hinder the purposes, aims and objects of the Society.

Suspension of Membership

A Member who is not in good standing is suspended and is not entitled to receive notice of general meetings of the Society nor vote on any matter.

Expulsion of Member

A Member may be expelled by a Special Resolution.

Notice of a Special Resolution to expel a Member will be provided to all Members and will be accompanied by a brief statement of the reasons for the proposed expulsion.

The Member who is the subject of the proposed expulsion will be provided an opportunity to respond to the statement of reasons at or before the time the Special Resolution for expulsion is considered by the Members.

Cessation of Membership

A Person or an Organization will immediately cease to be a Member:

upon the expiry of his, her or its term;

upon his, her or its expulsion; or

upon his or her death or, in the case of an Organization, dissolution.

MEETINGS OF MEMBERS

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.

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 in accordance with the requirements of the *Society Act*.

Extraordinary General Meeting

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

Calling of Extraordinary General Meeting

The Society will convene an extraordinary general meeting by providing notice in accordance with the *Society Act* and these Bylaws in any of the following circumstances:

at the call of the Chair;

when resolved by Board Resolution; or

when such a meeting is requisitioned by the Members in accordance with the *Society Act*.

Notice of General Meeting

The Society will provide not less than 14 days' notice in writing of a general meeting to all Members in good standing on the date notice is provided.

Contents of Notice

Notice of a general meeting will specify the place, the day and the hour of the meeting and will include a copy of any Special Resolution to be considered at that meeting.

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.

PROCEEDINGS AT GENERAL MEETINGS

Business Required at Annual General Meeting

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

- (a) the adoption of an agenda;
- (b) the approval of the minutes of the previous general meeting;
- (c) consideration of the report of the Directors;
- (d) consideration of the financial statements and the report of the auditor thereon; and
- (e) the election of Directors.

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

Participation in General Meetings

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

Where a general meeting is conducted using Electronic Means, the Board will ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

Persons participating by permitted Electronic Means are deemed to be present at the general meeting.

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.

Quorum

A quorum at a general meeting is twelve (12) Members in good standing on the date of the meeting, at least six (6) of which must be Municipal Members.

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 will constitute a quorum.

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.

Chair

The Chair will, subject to a Board Resolution appointing another Person, preside as chair at all general meetings.

If at any general meeting the Chair and such alternate Person appointed by a Board Resolution, if any, are not present within 15 minutes after the time appointed for the meeting, the Directors present may choose one of their number to preside as chair at that meeting.

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 at such meeting, he or she may preside as chair.

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.

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.

VOTING BY MEMBERS

Ordinary Resolution Sufficient

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

Entitlement to Vote

Each Member in good standing is entitled to one (1) vote on matters for determination by the Members.

Voting Methods

Voting by Members may occur by any one or more of the following methods, in the discretion of the Board:

- by show of hands or voting cards;
- by written ballot; or
- by vote conducted by Electronic Means.

Where a vote is to be conducted by show of hands or voting cards, and prior to the question being put to a vote, a number of Members equal to not less than 10% of the votes present may request a secret ballot, and where so requested the vote in question will then be conducted by written ballot or other means whereby the tallied votes can be presented anonymously in such a way that it is impossible for the assembly to discern how a given Member voted.

Voting by Proxy

Voting by proxy is not permitted.

Special Resolutions to be filed with the Registrar

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 Special Resolution is accepted for filing by the Registrar.

DIRECTORS

Management of Property and Affairs

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

Directors Subscribe to and Support Purposes

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

Composition of Board

The Board will be composed of a minimum of three (3) and a maximum of nine (9) Directors.

Invalidation of Acts

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

Qualifications of Directors

A Person may not be nominated or elected to serve as a Director if he or she:

- is less than 18 years of age;
- has been found by any court, in Canada or elsewhere, to be incapable of managing his or her own affairs;
- is an undischarged bankrupt; or
- has been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, in accordance with the *Society Act*.

Election of Directors

Directors will be elected by the Members at a general meeting and will take office commencing at the close of such meeting.

Term of Office

The term of office of Directors will normally be three (3) years. The Board may by Board Resolution determine that some or all vacant Directors' positions will have a term of less than three (3) years, the length of such term to be determined by the Directors in their discretion.

For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the annual general meeting at which such Director was elected. If, however, the Director was elected at an extraordinary general meeting his or her term of office will be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting. Every Director serving a term of office will retire from office at the close of the annual general meeting in the year in which his or her term expires.

Consecutive Terms and Term Limits

Directors may be elected for up to six (6) consecutive years, by any combination of terms. A Person who has served as a Director for six (6) consecutive years may not be re-elected for at least one (1) year following the expiry of his or her latest term.

Appointment to fill Vacancy

If a Director ceases to hold office before the expiry of his or her term, the Board, by Board Resolution, may appoint a Person qualified in accordance with Bylaw 0 to fill the resulting vacancy.

The position occupied by a replacement Director will become available for election at the next annual general meeting and each such replacement Director will continue in office until the conclusion of the next annual general meeting unless sooner ceasing to be a Director.

The period during which a Person serves as a replacement Director does not count toward the term limits set out above.

Removal of Director

The Members may remove a Director before the expiration of such Director's term of office by Special Resolution and may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term.

Ceasing to be a Director

A Person will automatically cease to be a Director:

upon the date which is the later of the date of delivering his or her resignation in writing to the Chair or to the Address of the Society and the effective date of the resignation stated therein;

upon the expiry of his or her term;

upon the date such Person is no longer qualified pursuant to Bylaw 0;

upon his or her removal; or

upon his or her death.

POWERS AND RESPONSIBILITIES OF THE BOARD

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:

- all laws affecting the Society; and
- these Bylaws and the Constitution.

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

Remuneration of Directors and Officers and Reimbursement of Expenses

A Director is not entitled to any remuneration for acting as a Director. However, a Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society, provided that all claims for reimbursement are in accordance with established policies.

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. The Board may establish further policies related to the investment of the Society's funds and property, provided that such policies are not contrary to the *Society Act* or these Bylaws.

Investment Advice

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

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.

PROCEEDINGS OF THE BOARD

Procedure of Meetings

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.

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.

Participation by Electronic Means

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

Quorum

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

Director Conflict of Interest

A Director who has a direct or indirect material interest in a contract or transaction of the Society (whether existing or proposed), or in a matter which is the subject of consideration by the Directors:

will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;

will disclose fully and promptly to the other directors the nature and extent of his or her interest in the contract, transaction or matter;

is not entitled to vote on the contract, transaction or matter;

will absent himself or herself from the meeting or portion thereof:

- (i) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and

- (ii) in any case, during the vote on the contract, transaction or matter; and

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

Chair of Meetings

The Chair will, subject to a Board Resolution appointing another Person, preside as chair at all meetings of the Board.

If at any meeting of the Board the Chair and such alternate Person appointed by a Board Resolution, if any, are 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.

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.

Calling of Meetings

The Chair may at any time call a meeting of the Board.

The Secretary will, at the request of any two (2) Directors, call a meeting of the Board.

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.

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.

Procedure for Voting

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.

Resolution in Writing

A 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.

OFFICERS

Officers

The officers of the Society are the Chair, Secretary and Treasurer, together with such other offices, if any, as the Board, in its discretion, may create. All officers must be directors.

The Board may, by Board Resolution, create and remove such other offices of the Society as it deems necessary and determine the duties and responsibilities of all officers.

Election of Officers

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

Term of Officer

The term of office for each officer will be one (1) year, commencing on the date the Director is elected as an officer in accordance with Bylaw 0 and continuing until the first meeting of the Board held after the next following annual general meeting. A Director may be elected as an officer for consecutive terms.

Removal of Officers

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

Replacement

Should the Chair or any other officer for any reason be unable to complete his or her term, the Board will remove such officer from his or her office and will elect a replacement without delay.

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.

Duties of Secretary

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

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

Duties of Treasurer

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

- 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
- the rendering of financial statements to the Directors, Members and others, when required.

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.

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.

COMMITTEES

Creation and Delegation to Committees

The Board may create such standing and special committees as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by a Board Resolution. The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors as it thinks fit.

Standing and Special Committees

Unless specifically designated as a standing committee, a committee is deemed to be a special committee and any special committee so created must be created for a specified time period only.

A special committee will automatically be dissolved upon the earlier of the following:

- the completion of the specified time period; or
- the completion of the task for which it was created.

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.

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.

EXECUTION OF INSTRUMENTS

No Seal

The Society will not have a seal.

Execution of Instruments

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

- by the Chair, together with one other director, or
- in the event that the Chair is unavailable to provide a signature, by any two 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.

BORROWING

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.

Issuance of Debentures

To the extent required by the *Society Act*, no debenture will be issued without the authorization of a Special Resolution.

Restrictions on Borrowing Powers

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

AUDITOR

Audit Required

The Society is required to be audited and the Society will appoint an external auditor with the qualifications described in section 42 of the *Society Act*.

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.

Appointment of Auditor at Annual General Meeting

An auditor will be appointed at an annual general meeting to hold office until such auditor is reappointed at a subsequent annual general meeting or a successor is appointed in accordance with the procedures set out in the *Society Act*.

Removal of Auditor

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

Notice of Appointment

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

Restrictions on Appointment

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

Attendance at Annual General Meetings

The auditor may attend general meetings.

NOTICES**Entitlement to Notice**

Notices of a general meeting will be given to:

every Person shown on the register of Members as a Member on the day the notice is given; and

the auditor, if any is appointed.

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

Method of Giving Notice

A notice may be given to a Member or a Director either personally, by delivery, courier or by mail posted to such Person's Registered Address, or, where the member has provided a fax number or electronic mail address, by fax or electronic mail, respectively.

When Notice Deemed to have been Received

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

Any notice delivered personally, by delivery or courier, facsimile, or electronic mail will be deemed to have been given on the day it was so delivered or sent.

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.

MISCELLANEOUS**Inspection of Records**

The documents, including the financial and accounting records, of the Society and the minutes of general meetings, committee meetings and meetings of the Board will be open to the inspection of any Director at reasonable times and on reasonable notice to the Secretary.

A Member in good standing is entitled, upon providing not less than fourteen (14) days' notice to the Society, to examine any of the following documents and records of the Society at the Address of the Society during the Society's normal business hours:

the Constitution and these Bylaws, and any amendments thereto;

the minutes of any general meeting;

resolutions of the Members in writing, if any;

annual financial statements relating to a past fiscal year that have been received by the Members in a general meeting;

register of Directors; and

register of Members, subject, in the Board's discretion, to redaction to protect personal information, as required by law.

Except as expressly provided by statute or at law, a Member will not be entitled or have the right to examine or inspect any other document or record of the Society. However, subject to such policies as the Board may establish, a Member in good standing may request, in writing delivered to the Address of the Society, to examine any other document or record of the Society and the Board may allow the Member to examine the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

Copies of documents to which a Member is entitled or otherwise allowed to examine may be provided on request by the Member for a reasonable production fee to be determined by the Board.

Participation in Meetings

The Board may, in its discretion, determine to hold any general meeting or meeting of the Board, and a committee may, in its discretion, determine to hold any meeting of that committee, to allow for participation, whether wholly or in part, by Electronic Means.

All Members, Directors, or Persons participating by Electronic Means in any such meeting will be deemed to be present in person at the stated location of such meeting.

INDEMNIFICATION

Indemnification of an Eligible Party

Subject to Bylaw 0 and the provisions of the *Society Act*, an Eligible Party will be indemnified by the Society against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Eligible Party, by reason of his or her holding or having held authority within the Society:

is or may be joined as a party to such legal proceeding or investigative action; or

is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

Indemnification of an Eligible Party in a Subsidiary

Notwithstanding Bylaw 0, the Society may, in its discretion, determine whether or not to indemnify an Eligible Party to the extent he or she is liable for or in respect of expenses by reason of holding or having held a position in a subsidiary, if any, of the Society, which position is equivalent to the position of an Eligible Party in the Society itself.

Advancement of Expenses

To the extent permitted by the *Society Act* and subject to Bylaw 0, all costs, charges and expenses incurred by an Eligible Party with respect to any legal proceeding or investigative action 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 Eligible Party to repay such amount unless it is ultimately determined that the Eligible Party is entitled to indemnification hereunder.

Indemnification Prohibited

Notwithstanding Bylaws 0 and 0, the Society must not indemnify an Eligible Party against any costs, charges and expenses, including legal and other fees, incurred in connection with any legal proceeding or investigative action, if such Eligible Party:

has already been reimbursed for such expenses;

has been judged by a court, in Canada or elsewhere, or by another competent authority to have committed any fault or to have omitted to do anything that he or she ought to have done;

in relation to the subject matter of the legal proceeding or investigative action, did not act honestly and in good faith with a view to the best interests of the Society or any subsidiary of the Society; or

in the case of a legal proceeding other than a civil proceeding, did not have reasonable grounds for believing that his or her conduct, in respect of which the legal proceeding or investigative action was brought, was lawful.

Indemnification not Invalidated by Non-Compliance

The failure of an Eligible Party 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.

Approval of Court

The Society will apply to the court for any approval of the court to the extent such approval is required by the *Society Act* or otherwise to ensure that the indemnities herein are effective and enforceable.

Indemnification Deemed Term

Each Eligible Party of the Society on being elected or appointed will be deemed to have contracted with the Society upon the terms of the foregoing indemnities.

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.

BYLAWS

Entitlement of Members to copy of Constitution and Bylaws

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

Special Resolution required to Alter or Add to Bylaws

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

DATED _____, 2016.

Witness(es)

Applicants for Incorporation

(Signature)

(Full Name)

(Resident Address)

(Signature)

(Full Name)

(Resident Address)

(Signature)

(Full Name)

(Resident Address)

Witness(es)

Applicants for Incorporation

(Signature)

(Full Name)

(Resident Address)

(Signature)

(Full Name)

(Resident Address)
