

# NOTICE OF SPECIAL RESOLUTION

OF

## South Okanagan Similkameen Volunteer Centre Society

(the "Society")

The following special resolution will be proposed and considered at the annual general meeting to be held on **June 27, 2017**:

### **Adoption of New Bylaws**

RESOLVED as a special resolution that the existing Bylaws of the Society be deleted and that the form of Bylaws attached hereto be adopted as the Bylaws of the Society in substitution for, and to the exclusion of, the existing Bylaws of the Society.

Please see attached replacement bylaws.

**BYLAWS FOR ADOPTION  
BY SPECIAL RESOLUTION AT AGM**

**BYLAWS**

**OF**

**South Okanagan Similkameen Volunteer Centre**

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# Part 1. Interpretation

## 1.1 Definitions

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

**“Act”** means the Societies Act of British Columbia, S.B.C. 2015, c. 18, as amended from time to time;

**“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 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) (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, and a resolution so consented to is deemed to be an resolution 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;

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

**“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.

**“Organization”** means an Association, Corporation, 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;

**“Society”** means “South Okanagan Similkameen Volunteer Centre Society”;

**“Societies Act”** means the Societies Act, S.B.C. 2015, c. 18, as amended from time to time; and

**“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;
  - I) 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
  - II) 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.

## **1.2 Definitions in Act apply**

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

## **1.3 Conflict with 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 Plural and Singular Forms**

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

# **Part 2 – Membership**

## **2.1 Admission to Membership**

Membership is restricted to:

- (a) those Organizations and Individuals who are Members in good standing on the date these Bylaws come into force; and
- (b) those Organizations and Individuals whose subsequent application for admission as a Member has been accepted by the Directors; provided, in each case, that has not ceased to be a Member.

## **2.2 Classes of Membership**

There are two classes of membership in the Society, being voting and non-voting membership.

## **2.3 Duties of Members**

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;
- (b) take all reasonable steps to avoid conflicts of interest which are or may be to the detriment of the Society, and where such conflicts arise despite the Member's best efforts, to resolve them in favor of the Society; and
- (c) further, and not hinder the purposes, aims and objects of the Society.

## **2.4 Eligibility for Membership**

An Organization may be eligible to be accepted as a Member, with voting status, if it:

(a) is a non-profit organization or registered charity;

An Individual may be eligible to be accepted as a Member, with voting status, if they:

(a) are interested in advancing the purposes and supporting the activities of the Society.

An Organization may be eligible to be accepted as an Associate Member, with non-voting status, if it:

(a) is a for-profit organization or a for-profit event.

## **2.5 Transition of Membership**

On the date these Bylaws become effective, each Member who is eligible on that date in accordance with Part 2 will be deemed to continue as a voting Member and each Member who is not eligible as a voting Member will be deemed to continue as a non-voting Member.

## **2.6 Application for Membership**

An eligible Organization or Individual may apply to the Society in writing, in a form approved by the Board, to become a Member. An application for membership must include payment of applicable membership dues, as determined by the Board.

An Organization or Individual will become a Member on the latest of:

(a) submission of a completed and signed application form to the Society;

(b) payment of applicable membership dues; and

(c) entry on the register of members by the Society.

An Organization that is accepted as a Member must designate a Person or a position within the Organization to exercise the rights of membership on behalf of the Organization.

## **2.7 Board will Ratify Membership**

The Board will regularly review and ratify all new applications and reapplications for membership. Any Organization or Individual found to have been mistakenly admitted to membership will be removed by Board Resolution and cease to be a Member on the date of such Resolution. A pro-rated amount of membership dues previously paid may, in the Board's discretion, be refunded to the Organization.

## **2.8 Membership not Transferable**

Membership is not transferable.

## **2.9 Term of Membership**

Once entered as a Member, an Organization or Individual continues as a Member for a term of one (1) year, which term shall:

(a) commence on the date of the Board Resolution accepting the Organization or Individual as a Member or such later date as may be set out in the Board Resolution; and

(b) conclude at the close of business on the date of the Annual General Meeting which is one (1) full year from the date of commencement of the Membership.

## **2.10 Renewal and Reapplication of Membership**

A Member who continues to be eligible may apply for renewal of its membership prior to its expiry in such manner as may be determined by the Board and may reapply for membership after its expiry. A renewal of membership must include payment of applicable membership dues, if any. Reapplications for membership are subject to acceptance by the Board.

## **2.11 Dues**

The Board will, by Board Resolution, determine all dues payable by Members from time to time and in the absence of such determination by the Board, dues are deemed to be nil. The amount of annual membership dues will be determined by the Board Directors.

## **2.12 Standing of Members**

All Members are deemed to be in good standing except a Member who has failed to pay such dues as are determined by the Board, if any, when due and owing and such Member is not in good standing so long as such dues remain unpaid.

## **2.13 Expulsion of Member**

A Member may be expelled by a Special Resolution for failure to comply with the provisions of Part 2, or for any other conduct which is detrimental to the Society.

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

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.

## **2.14 Cessation of Membership**

An Organization or Individual will immediately cease to be a Member:

- (a) upon the date which is the later of the date of delivering its resignation in writing to the Address of the Society and the effective date of the resignation stated thereon; or
- (b) upon ceasing to be eligible;
- (c) upon the expiry of its term, unless renewed;
- (d) upon the date which is 12 consecutive months from the date on which such Member ceased to be in good standing; or;
- (e) upon its expulsion; or
- (f) on his or her death or, in the case of a corporation, on dissolution,

## **Part 3 – GENERAL Meetings of Members**

### **3.1 Time and Place of General Meetings**

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

### **3.2 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.

### **3.3 Business required at Annual General Meetings**

The following business is normally 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;
- (e) consideration of the report of the auditor, if any;
- (f) the election of Directors; and
- (g) 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.

### **3.4 Extraordinary General Meeting**

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

### **3.5 Calling of Extraordinary General Meeting**

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

### **3.6 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.

### **3.7 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.

### **3.8 Notice of special business**

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

## **Part 4 — Proceedings at General Meetings**

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

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

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
  - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
  - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,

- (iii) elect or appoint directors, and
- (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

#### **4.2 Requirement of Quorum**

Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.

#### **4.3 Quorum**

A quorum is 10% members present or a greater number that the members may determine at a general meeting.

#### **4.4 Lack of Quorum**

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

#### **4.5 Loss 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, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, 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 constitute a quorum.

#### **4.6 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 may choose one of their number to chair that meeting.

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

#### **4.8 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.

#### **4.9 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.

#### **4.10 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.

#### **4.11 Entitlement to Vote**

Each Member with voting status, in good standing, is entitled to one (1) vote. No other Person or Organization is entitled to a vote.

A non-profit Member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.

#### **4.12 Methods of Voting**

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

#### **4.13 Announcement of Result**

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

#### **4.14 Proxy Voting not Permitted**

Voting by proxy is not permitted.

#### **4.15 Voting on Resolutions**

A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution. In the case of a tie vote, the chair does 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 proposed resolution does not pass.

#### **4.16 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.

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

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

### **Part 5 – Directors of the Board**

#### **5.1 Composition of the Board**

The number of directors must be 5 or a greater number determined from time to time at a general meeting. An act or proceeding of the directors is not invalid merely because there are less than the prescribed numbers of directors in office.

## **5.2 Election or appointment of directors**

At each Annual General Meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

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

The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

## **5.4 Powers of Directors**

The Board may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to

- a) all laws affecting the society,
- b) these bylaws, and the constitution

## **5.5 Invalidation of Acts**

A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

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

## **5.6 Management of Property and Affairs**

The property and affairs of the Society will be governed by the Directors.

## **5.7 Directors Subscribe to and Support Purposes**

The president, vice president, secretary, treasurer and one or more other persons are the directors of the society.

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

## **5.8 Eligibility of Directors**

A Person may not be elected nor serve as a Director if the Person:

- (a) is less than 19 years of age;
- (b) is not ordinarily resident in British Columbia;
- (c) is an employee of, or a contractor providing services to, the Society;
- (d) has been declared by a court in Canada or elsewhere incapable of managing his or her own affairs or person or both;
- (e) is an undischarged bankrupt; or
- (f) has been convicted in the previous five (5) years of an offence involving fraud for which no pardon has been granted.

A Person is not ineligible as a Director for reason that they are a member, director, officer or employee of, or contractor providing services to, an Organization that is a Member

## **5.9 Election of the Board**

Elections for Directors will normally be held at the annual general meeting. An election may be by acclamation; otherwise it must be by ballot. A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.

### **5.10 Terms of Office**

The term of office of Directors will normally be one year. 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 and end at the close of the annual general meeting held in the final year of the Director's term. 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.

### **5.11 Consecutive Terms**

Directors may be elected for consecutive terms, without limit.

### **5.12 Extension of Term to Maintain Minimum Number of Directors**

Every Director serving a term of office will retire from office at the close of the annual general meeting in the year in which his or her term expires; but if no successor is elected and the result is that the number of Directors would fall below three (3), the Person or Persons previously elected as Directors will continue to hold office until such time as successor Directors are elected.

### **5.13 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.

### **5.14 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 the expiry of his or her term, unless re-elected;
- (c) upon the date such Person is no longer eligible;
- (c) upon his or her removal; or
- (d) upon his or her death.

### **5.15 Powers of 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.

### **5.16 Policies and Procedures**

The Board may establish such rules, regulations, policies or procedures relating to the affairs of the Society as it deems expedient, including, without limitation, policies and procedures related to elections and nominations, provided that no rule, regulation, policy or procedure is valid to the extent that it is inconsistent with the Society Act, the Constitution or these Bylaws.

### **5.17 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.

## **PART 6 – DIRECTORS’ MEETINGS**

### **6.1 Calling Directors’ Meeting**

A directors’ meeting may be called by the president or by any 2 other directors.

### **6.2 Notice of Directors’ Meeting**

At least 2 days’ notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period.

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

The accidental omission to give notice of a directors’ meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

### **6.4 Conduct of Directors’ Meetings**

The directors may regulate their meetings and proceedings as they think fit.

### **6.5 Quorum of Directors**

The quorum for the transaction of business at a directors’ meeting is a majority of the directors.

## **PART 7 – BOARD POSITIONS**

### **7.1 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.

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.

### **7.2 Election of Officers**

At each meeting of the Board immediately following an annual general meeting, the Board will elect the officers. All officers must be Directors. Officers will hold office until the first meeting of the Board held after the next following annual general meeting.

### **7.3 Removal of Officers**

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

## **7.4 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.

## **7.5 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.

## **7.6 Role of Vice-Chair**

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

## **7.7 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.

## **7.8 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.

## **7.9 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.

## **7.10 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 8 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

## **8.1 Remuneration of directors**

These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

## **8.2 Signing authority**

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

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

## **Part 9 – Proceedings of the Board**

### **9.1 Procedure of Meetings**

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.

### **9.2 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.

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 and will absent themselves from the meeting or portion thereof at which the proposed contract or transaction is discussed, unless requested by the Board to remain to provide relevant information.

### **9.3 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.

### **9.4 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.

### **9.5 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.

## **9.6 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.

## **9.7 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. A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution. A resolution in writing, signed by 75% of the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

## **9.8 Procedure for Voting**

Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes. 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. In the case of a tie vote, the chair does not have a second or casting vote.

## **9.9 Temporary Absence of Directors**

A director who may be absent temporarily from the South Okanagan Similkameen Region may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,

- a) a notice of meeting of directors is not required to be sent to that director, and
- b) any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.

# **Part 10- COMMITTEES**

## **10.1 Creation and Delegation to Committees**

The Board may create, manage and dissolve 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.

## **10.2 Standing and Special Committees**

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

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

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

### **10.3 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.

### **10.4 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 11- Execution of Instruments**

### **11.1 No Seal**

The Society will not have a seal.

### **11.2 Execution of Instruments**

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

- (a) by the Chair, together with one other director, or
- (b) in the event that the Chair is unable 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.

## **Part 12-Borrowing**

### **12.1 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.

### **12.2 Issuance of Debentures**

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

### **12.3 Restrictions on Borrowing Powers**

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

## **Part 13- Auditor**

### **13.1 Not Required**

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 and will comply with the relevant provisions of the Society Act and this Part.

### **13.2 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.

### **13.3 Vacancy in Auditor**

The Board will fill any vacancy occurring in the office of auditor and an auditor so appointed will hold office until the next annual general meeting.

### **13.4 Removal of Auditor**

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

### **13.5 Notice of Appointment**

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

### **13.6 Restrictions on Appointment**

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

### **13.7 Attendance at Annual General Meetings**

The auditor may attend general meetings.

## **Part 14-Notices**

### **14.1 Entitlement to Notice**

Notices of a general meeting will be given to:

- (a) every Person shown on the register of Members as a Member on the day the notice is given; and
- (b) the auditor, if any is appointed.

No other Person is entitled to be given notice of an Annual General Meeting.

### **14.2 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.

### **14.3 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 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.

### **14.4 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 15- Miscellaneous**

### **15.1 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.

### **15.2 Participation in Meetings**

The Board may, in their 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 in whole or in part, by telephone, video conference call or similar communication equipment that allows all the Members, Directors, or Persons participating in the meeting to hear and respond to one another contemporaneously.

All such Members, Directors, or Persons so participating by approved electronic means 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 may from time to time be used for passing resolutions.

### **15.3 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.

### **15.4 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".

## **Part 16-Indemnification**

### **16.1 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, except in relation to matters as to which he or she will be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duty as an officer or director. "Derelict" will mean grossly negligent, criminally negligent or intentionally engaged in tortious conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Society.

### **16.2 Indemnification of Past Directors and Officers**

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

### **16.3 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.

### **16.4 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.

### **16.5 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.

### **16.6 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 17- Bylaws**

### **17.1 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.

## **17.2 Special Resolution required to Alter or Add to Bylaws**

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