

BYLAWS

**REGISTERED MASSAGE THERAPISTS' ASSOCIATION
OF BRITISH COLUMBIA**

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PART 1 - INTERPRETATION

1.1 In these bylaws and the constitution of the Association, unless the context otherwise requires:

- (a) “Accounting Records” means adequate accounting records for each of the Association’s financial years, including a record of each transaction materially affecting the financial position of the Association;
- (b) “address of the Association” means the address of the Association as filed from time to time with the Registrar in accordance with the Societies Act;
- (c) “Association” means the Registered Massage Therapists’ Association of British Columbia;
- (d) “Board” means the directors of the Association from time to time, consisting of a quorum of the duly elected or appointed directors acting in a duly convened meeting of the Board or by written resolution, as provided in these bylaws;
- (e) “Board Records” means the minutes of each meeting of directors, including (i) the list of all of the directors at the meetings, and (ii) the text of each resolution voted on at the meeting, and a copy of each consent resolution of directors and copy of each of the consents to that resolution, and includes the Accounting Records, but does not include a disclosure by a director or officer of a direct or indirect conflict of interest as provided by section 24(2)(a) of the Societies Act;
- (f) “Board resolution” means:
 - (i) a resolution passed at a duly constituted meeting of the Board by a simple majority of the votes cast by those directors who are present and entitled to vote at such meeting; or
 - (ii) a resolution that has been submitted to all of the directors and consented to in writing by 75% of the directors who would have been entitled to vote on it in person at a meeting of the Board;
- (g) “bylaws” means the bylaws of the Association as filed with the Registrar;
- (h) “constitution” means the constitution of the Association as filed with the Registrar;
- (i) “directors” means those persons who have been appointed or elected as directors in accordance with these bylaws and have not ceased to be directors, and a “director” means any one of them;
- (j) “Electronic Means” means any electronic or digital system or combination of electronic or digital systems, including email, telephonic, facsimile, electronic, computer or internet-based technology or other communication facility or medium, that:

- (i) In relation to an electronic meeting or proceeding is selected by the Board, in its discretion, and permits all participants to communicate with each other or otherwise participate in the electronic meeting or proceeding adequately, simultaneously and instantaneously, in a manner comparable, but not necessarily identical, to a meeting or proceeding where all participants are 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 their intentions;
- (k) “Income Tax Act” means the *Income Tax Act*, R.S.C. 1985, c. 1, as amended from time to time;
- (l) “members” means those persons who have become members in accordance with these bylaws and have not ceased to be members, and a “member” means any one of them;
- (m) “ordinary resolution” means:
 - (i) a resolution passed at a duly constituted general meeting of the Association by a simple majority of the votes cast by the Voting Members who are present and entitled to vote at such meeting (whether participating in person or, to the extent permitted by these bylaws, by Electronic Means, or by a combination of votes cast at an in person meeting and by Electronic Means); or
 - (ii) a resolution that has been submitted to all of the Voting Members and consented to in writing by 2/3 (two-thirds) of the Voting Members who would have been entitled to vote on it at a general meeting of the Association, and includes a written resolution consented to using email, DocuSign or a similar electronic platform;
- (n) “President” means a person elected to the office of President in accordance with these bylaws, but such office holder may, with the approval of a Board resolution, use the title Chairperson, Chair, Chairwoman or Chairman in substitution for, or in addition to, the title “Chairperson”;
- (o) “registered address” of a member or director means the address or email address of that person as recorded in the register of members or the register of directors;
- (p) “Registrar” means the Registrar of Companies of the Province of British Columbia;
- (q) “Societies Act” means the *Societies Act*, S.B.C. 2015, c. 18, and the Regulations thereunder, as amended from time to time; and
- (r) “special resolution” means:

- (i) a resolution passed at a duly constituted general meeting of the Association, in respect of which notice has been given of the intention to propose the resolution as a special resolution, by a majority of not less than 2/3 of the votes cast by the Voting Members who are present and entitled to vote at such meeting (whether participating in person or, to the extent permitted by these bylaws, by Electronic Means, or by a combination of votes cast at an in person meeting and by Electronic Means); or
 - (ii) a resolution consented to in writing by every Voting Member who would have been entitled to vote at a general meeting of the Association, and includes a written resolution consented to using email, DocuSign or a similar electronic platform.
- 1.2 Except as otherwise provided in these bylaws, the definitions of the Societies Act apply to these bylaws.
- 1.3 If there is a conflict between these bylaws and the Societies Act, the Societies Act shall prevail.

PART 2 - MEMBERSHIP

- 2.1 Membership in the Association shall be restricted to those persons whose application for admission as a member of or renewal of membership in the Association has been accepted by the Board and each person admitted as a member of the Association shall be assigned to one of the following classes of membership, in the discretion of the Board:
- (a) Regular members. To qualify as a Regular member, the person must be a currently registered massage therapist in the Province of British Columbia, whether practising or non-practising, and be in good standing with the College of Massage Therapists of British Columbia;
 - (b) Honourary members. To qualify as an Honourary member, the person must be nominated by the Board and approved by ordinary resolution as an individual who, through his or her interest and special skills, has supported the Association by meritorious service;
 - (c) New graduate members. To qualify as a New graduate member, the person must be a currently registered massage therapist in the Province of British Columbia, whether practising or non-practising, and be in good standing with the College of Massage Therapists of British Columbia who has graduated from his or her course of study to become a registered massage therapist in the Province of British Columbia in the preceding 2 years;
 - (d) Associate members. To qualify as an Associate member, the person must be a business or person, other than a person registered as active with the College of Massage Therapists of British Columbia, and who has paid the prescribed fee to join the Association.
 - (e) Student members. To qualify as a Student member, the person must be a current student enrolled in a course of study with a post-secondary institution whose goal is

to write the College of Massage Therapists of British Columbia's Board Exams and become a registered massage therapist;

- (f) Retired members. To qualify as a Retired member, the person must be permanently retired, 55 years of age or older, and have been a member of the Association for at least 20 years; and
- (g) Institutional members. To qualify as an Institutional member, the person or association must be a post-secondary institution that provides massage therapy training to prepare students to ultimately write the College of Massage Therapists of British Columbia's board examinations.

2.2 Regular members and Honourary members (collectively, the "Voting Members" and each one a "Voting Member") have the following rights and obligations:

- (a) Each Voting Member is entitled to:
 - (i) Attend all general meetings of the Association;
 - (ii) Receive notice of general meetings of the Association;
 - (iii) Receive copies of the annual financial statements of Association;
 - (iv) Be nominated to serve on the board of directors of the Association;
 - (v) Nominate persons to serve as directors of the Association;
 - (vi) Access the resources, including academic publications, workshops and professional development opportunities offered by the Association; and
 - (vii) Such other benefits of membership as may be offered by the Board in its discretion from time to time; and
- (b) Each Voting Member shall pay the fee associated with his or her class of membership as prescribed by the Board from time to time.

2.3 New graduate members, Associate members, Student members, Retired members and Institutional members (collectively, the "Non-Voting Members" and each one a "Non-Voting Member") have the following rights and obligations:

- (a) Each Non-Voting Member is entitled to:
 - (i) Access the resources, including academic publications, workshops and professional development offered by the Association, as prescribed by the Board in its discretion from time to time; and
 - (ii) Such other benefits of membership as may be offered by the Board in its discretion from time to time; and
- (b) Each Non-Voting Member shall pay the fee associated with his or her class of membership, if applicable, as prescribed by the Board from time to time.

- 2.4 The Board may, by Board resolution, specify additional characteristics and qualifications of each class of members from time to time.
- 2.5 It is the responsibility of all members to support and promote the purposes of the Association, pay such membership dues, fees and assessments as may be determined by the Board from time to time, and to uphold the constitution and comply with these bylaws.
- 2.6 All members shall have a term of membership commencing on October 1 of the year in which he or she is accepted as a member, or renews such membership, and ending on September 30 of the following year.
- 2.7 All dues in respect of membership are payable in accordance with the fee payment schedule established by the Board from time to time, and must be paid to the Association in respect of the year in which the member applies for acceptance or renewal of such membership.
- 2.8 Members in arrears of dues after October 1 of the year in which the member applies for acceptance or renewal may be subject to late fees.
- 2.9 A member who resigns, is suspended or expelled from the Association is not entitled to a refund of any part of the dues, fees or assessments paid by that member.
- 2.10 A member of the Society may be suspended or expelled by Board resolution where, in the opinion of the Board, that member:
 - (a) is guilty of conduct that has brought or may bring the reputation of the profession of registered massage therapy or the Association into disrepute;
 - (b) is in non-compliance with these bylaws;
 - (c) ceases to be registered as a massage therapist in good standing with the College of Massage Therapists of British Columbia, if such registration is a requirement of his or her class of membership; or
 - (d) the member is in arrears in the payment of dues, fees and special assessments for more than sixty (60) days.

In reaching its opinion as to a member's conduct, the Board will provide notice of the member's impugned conduct to the member, and the member will have an opportunity to make written representations or to be heard by the Board, as determined by the Board, prior to the Board making any determination regarding his or her membership status.

- 2.11 A person shall immediately cease to be a member of the Association:
 - (a) upon the expiry of the term of membership provided at section 2.6 of these bylaws without having renewed such membership;
 - (b) upon the date, which is the later of the date of delivering his or her resignation in writing to the Secretary of the Association or to the address of the Association and the effective date of the resignation stated thereon;

- (c) upon his or her death or becoming mentally incapable; or
 - (d) upon being expelled.
- 2.12 All members are deemed to be in good standing unless otherwise notified in writing by the Board.

PART 3 - MEETINGS OF MEMBERS

- 3.1 The annual or other general meetings of the Association shall be held at such date, time and place in British Columbia as the Board shall determine in its discretion; provided that, a general meeting may be a partially electronic meeting or a fully electronic meeting, in either case held by Electronic Means, and if the meeting is a fully electronic meeting held by Electronic Means, there are no requirements concerning the location of the fully electronic meeting.
- 3.2 Every general meeting other than an annual general meeting is an extraordinary general meeting.
- 3.3 The Board may, in its discretion, convene an extraordinary general meeting.
- 3.4 The Board shall convene an extraordinary general meeting upon requisition of not less than 5% of the Voting Members of the Association.
- 3.5 The Association shall give not less than 14 days' written notice of a general meeting to the Voting Members entitled to receive notice; but the Voting Members may waive or reduce the notice period for a particular meeting by unanimous consent in writing.
- 3.6 Notice of a general meeting shall specify the place (if applicable), the day and the hour of the meeting, and, if the meeting is a partially electronic meeting or a fully electronic meeting, the notice shall also contain instructions for attending and participating in the meeting by Electronic Means, including, if applicable, instructions for voting at the meeting.
- 3.7 The accidental omission to give notice of a general meeting to, or the non receipt of notice by, any of the Voting Members entitled to receive notice does not invalidate proceedings at that meeting.
- 3.8 The first annual general meeting of the Association shall be held not more than 15 months after the date of incorporation, and thereafter an annual general meeting shall be held at least once in every calendar year.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

- 4.1 Special business is:
- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
 - (b) all business that is transacted at an annual general meeting, except:

- (i) the adoption of rules of order;
 - (ii) consideration of the financial statements;
 - (iii) consideration of the report of the directors;
 - (iv) consideration of the report of the auditor, if any;
 - (v) the election of directors;
 - (vi) the appointment or waiver of the appointment of the auditor; and
 - (vii) such other business that, under these bylaws or any governing statutes, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors if the report was issued with the notice of the meeting.
- 4.2 Resolutions to be voted on by the Voting Members must be received by the Board at least 3 weeks prior to any annual or extraordinary general meeting to be eligible to be voted on by the Voting Members.
- 4.3 No business, other than the election of a person to chair the meeting and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 4.4 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.5 A quorum at a general meeting is 20 (twenty) Voting Members of the Association.
- 4.6 If within 30 (thirty) minutes from the start time for a general meeting a quorum is not present, the meeting, if convened on the requisition of Voting Members, shall be terminated; but in any other case, it shall stand adjourned to the same day and time in the next week, and if, at the adjourned meeting, a quorum is not present within 15 (fifteen) minutes from the time appointed for the meeting, the Voting Members present shall constitute a quorum.
- 4.7 The President of the Association shall, subject to a Board resolution appointing another person, chair all general meetings; but if at any general meeting the President, or such alternate person appointed by a Board resolution, is not present within 15 (fifteen) 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.
- 4.8 If a person presiding as chair of a general meeting wants to step down as chair for all or part of that meeting, he or she may designate an alternative, to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Voting Members present at such meeting, he or she may preside as chair.

- 4.9 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.10 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 (fourteen) days, in which case notice of the adjourned meeting shall be given as in the case of the original meeting.
- 4.11 Any issue at a general meeting which is not required by these bylaws or the Societies Act to be decided by a special resolution shall be decided by an ordinary resolution.
- 4.12 Only Voting Members in good standing are entitled to vote.
- 4.13 The person chairing a general meeting, if he or she is a Voting Member, may vote, but if he or she does so and the result is a tie, shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.
- 4.14 Voting shall be by show of hands, secret ballot, mail-in ballot, online ballot, or voice vote, or a combination thereof, as determined by the Board, and recorded by the Secretary of the general meeting, and any Voting Member who is entitled to vote and casts their vote by mail-in or online ballot shall be deemed present at the meeting.
- 4.15 Voting by proxy is permitted where the appointed proxy is a Voting Members and where the absent Voting Member's authorization in writing is presented to the Secretary at a date set by the Board, and in any case no later than one week prior to the meeting.

PART 5 - DIRECTORS

- 5.1 The Board may exercise all such powers and do all such acts and things as the Association 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 Voting Members in general meeting, but subject, nevertheless, to the provisions of:
 - (a) all laws affecting the Association;
 - (b) these bylaws; and
 - (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Association in general meeting.
- 5.2 No rule made by the Association in general meeting invalidates a prior act of the Board that would have been valid if that rule had not been made.
- 5.3 The property and the affairs of the Association shall be managed by the Board.
- 5.4 The number of directors shall be not less than 3 (three) and no more than 9 (nine), including the past-President, as may be determined from time to time by ordinary resolution.
- 5.5 Directors shall be acclaimed or elected by ordinary resolution of the Voting Members.

- 5.6 The term of directors shall normally be two (2) years. For purposes of calculating the duration of a director's term of office, the term shall be deemed to commence at the close of the last annual general meeting held prior to the director's term of office commencing.
- 5.7 In elections where there are more candidates than vacant positions for directors, the election shall be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates shall be deemed to be elected in order of those candidates receiving the most votes.
- 5.8 Nominations for directors must be received by the Board at a date set by the Board, but no later than one week prior to the date and time set for an annual general meeting.
- 5.9 No Voting Member shall vote for more elected directors than the number of vacant positions for elected directors. Any ballot on which more names are voted for than there are vacant positions shall be deemed to be void.
- 5.10 A person must be a Voting Member in good standing to be eligible to be a director of the Association.
- 5.11 Every director serving a term of office shall 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 or appointed and the result is that the number of directors would fall below three, the person previously elected or appointed as director shall continue to hold office until such time as a successor director is elected or appointed to fill the retiring director's role.
- 5.12 Every director shall unreservedly subscribe to and support the purposes of the Association.
- 5.13 The Voting Members may by ordinary resolution remove any director at any time and may elect or appoint a person as a replacement director and determine the term of such replacement director by ordinary resolution.
- 5.14 A director may be removed on the grounds that the director has or continues to act in a manner that may bring the reputation of the Association into disrepute or for being in contravention of these bylaws.
- 5.15 Notwithstanding the foregoing bylaws, if a director ceases to hold office during his or her term for any reason other than removal by ordinary resolution or the number of directors is then less than three, the Board may appoint by resolution a person as a replacement director to take the place of such director until the next annual general meeting.
- 5.16 No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of directors in office.
- 5.17 A person shall automatically cease to be a director of the Association:
 - (a) upon the date, which is the later of the date of delivering his or her resignation in writing to the Secretary of the Association or to the address of the Association and the effective date of the resignation stated therein;
 - (b) upon his or her death or becoming mentally incapable; or

- (c) upon being removed by an ordinary resolution.
- 5.18 A director may be remunerated for services rendered in his or her capacity as a director as determined by a Board resolution and a director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Association.
- 5.19 A director may hold any office or place of profit in the Association (other than auditor) in conjunction with his or her office as director, for the period and on such terms as the Board determines. Subject to the obligation to disclose conflicts under the Societies Act, no director shall be disqualified by such office from contracting with the Association.
- 5.20 The Board shall have the power to make expenditures for the purpose of furthering the purposes of the Association. The Board shall also have the power to enter into trust arrangements or contracts on behalf of the Association for the purpose of discharging obligations or conditions whether imposed by a person donating, bequeathing funds or property to the Association, or assumed by the Association in expectation of such donation or bequests. Such arrangements or contracts shall be in accordance with the terms and conditions that the Board may prescribe. The Board in its sole and absolute discretion may refuse to accept any donation, bequest, trust, loan, contract or property.
- 5.21 In investing the funds of the Association, the Board shall not be limited to securities and investments in which trustees are authorized by law to invest but may make any investments which in its opinion are prudent. Subject to the provisions of the Societies Act, a director shall not be liable for any loss which may result from any such investment.

PART 6 - PROCEEDINGS OF THE BOARD

- 6.1 A meeting of the Board may be held at any time and place determined by the Board, provided that five days notice of such meeting shall be sent in writing to each director; however, no formal notice shall 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 Association.
- 6.2 The Board shall hold such meetings no less than four (4) times per calendar year.
- 6.3 The Board may from time to time fix the quorum necessary to transact business, and unless so fixed, the quorum shall be $\frac{2}{3}$ (two-thirds) of the directors in office at the time when the meeting convenes.
- 6.4 The President of the Association shall, subject to a Board resolution appointing another person, chair all meetings of the Board; but if at any Board meeting the President or such alternate person appointed by a Board resolution is not present within 15 (fifteen) minutes after the start time 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.
- 6.5 If the person presiding as chair of a meeting of the Board wants 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.

- 6.6 A director may at any time, and the Secretary at the request of a director shall, convene a meeting of the Board.
- 6.7 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.
- 6.8 No resolutions proposed at a meeting of the Board need be seconded.
- 6.9 Any issue at a meeting of the Board which is not required by these bylaws or the Societies Act to be decided by a resolution requiring more than a simple majority shall be decided by a Board resolution.
- 6.10 The person chairing a meeting may vote but, if he or she does so and the result is a tie, he or she shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.
- 6.11 Voting shall be by show of hands or voice vote recorded by the Secretary of the meeting except that, at the request of any two directors, a secret vote by written ballot shall be required.
- 6.12 A Board resolution in writing which has been deposited with the Secretary is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such Board resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with the minutes of the proceedings of the Board and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

PART 7 - ADVISORY COUNCIL

- 7.1 The Board may constitute an Advisory Council to provide advice and counsel to the Board on broad issues of policy and profile and may appoint worthy persons to it and determine the terms of each appointment.
- 7.2 The Board shall determine the size and composition and specific functions of the Advisory Council.
- 7.3 The Advisory Council shall not have the legal powers to direct the acts and operations of the Association.
- 7.4 The Advisory Council may hold meetings at such time and place as is determined by the Board and shall conform to any rules that may from time to time be imposed on it by the Board.

PART 8 - COMMITTEES

- 8.1 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 the Board determines.
- 8.2 A committee, in the exercise of the powers delegated to it, shall conform to any rules that may from time to time be imposed by the Board, and shall report the substance of the exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.
- 8.3 The members of a committee may meet and adjourn as they think proper and meetings of the committees shall be governed by the rules set out in these bylaws governing proceedings of the Board.
- 8.4 There may be an Executive Committee consisting of directors of which there must be at least two.
- 8.5 Subject to the control of the Board, the Executive Committee shall have power to transact all business of the Association in the interim between meetings of the Board. The Executive Committee shall meet at the call of the chair of the Executive Committee.
- 8.6 The Board may create such standing and special committees as may from time to time be required. Any such committee shall limit its activities to the purpose or purposes for which it is appointed, and shall have no powers except those specifically conferred by a Board resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee shall automatically be dissolved.

PART 9 - DUTIES OF OFFICERS

- 9.1 At the first meeting of the Board held after an annual general meeting, the Board shall elect from among the directors a President and Vice-President who shall hold office until the first meeting of the Board held after the next following annual general meeting.
- 9.2 The Board shall appoint a Secretary and Treasurer and may appoint and remove such other officers of the Association as it deems necessary and determine the duties, responsibilities, term and remuneration, if any, of all officers.
- 9.3 A person may be removed as an officer by a resolution passed at a meeting of the Board by a majority of not less than $\frac{2}{3}$ (two-thirds) of the directors present.
- 9.4 Should the President or any other officer for any reason not be able to complete his or her term, the Board shall elect a replacement without delay.
- 9.5 The Secretary shall be responsible for making the necessary arrangements for:
 - (a) the issuance of notices of meetings of the Association and Board and Advisory Council;

- (b) the keeping of minutes of all meetings of the Association and Board and Advisory Council;
- (c) the custody of all records and documents of the Association except those required to be kept by the Treasurer;
- (d) the custody of the common seal of the Association, if any;
- (e) the maintenance of the register of members; and
- (f) the conduct of the correspondence of the Association.

9.6 The Treasurer shall be responsible for making the necessary arrangements for:

- (a) the keeping of such Accounting Records, reports and returns including books of account, as are necessary to comply with the Societies Act and the Income Tax Act; and
- (b) the rendering of financial statements to the directors, members and others when required.

9.7 If the President has failed to attend any meeting of the Association or the Board after 15 minutes has elapsed from the time set for the commencement of that meeting, the directors present shall appoint another director to act as President at that meeting.

9.8 If the Secretary has failed to attend any meeting of the Association or the Board after 15 minutes has elapsed from the time set for the commencement of that meeting, the directors present shall appoint another person to act as Secretary at that meeting.

9.9 The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary Treasurer.

PART 10 - SEAL

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

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

PART 11 - BORROWING

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

11.2 No debenture shall be issued without the authorization of a special resolution.

- 11.3 The Voting Members may by ordinary resolution restrict the borrowing powers of the Board.

PART 12 - AUDITOR

- 12.1 This part applies only where the Association is required or has resolved to have an auditor.
- 12.2 The first auditor shall be appointed by the Board which shall also fill any vacancy occurring in the office of auditor.
- 12.3 At each annual general meeting, the Association shall appoint an auditor to hold office until he or she is reappointed or his or her successor is appointed at the next following annual general meeting in accordance with the procedures set out in the Societies Act.
- 12.4 An auditor may be removed by ordinary resolution in accordance with the procedures set out in the Societies Act.
- 12.5 An auditor shall be promptly informed in writing of his appointment or removal.
- 12.6 No director or employee of the Association shall be auditor.
- 12.7 The auditor may attend general meetings.

PART 13 - NOTICES

- 13.1 Notices of a general meeting shall be given to:
- (a) every person shown on the register of members as a Voting Member on the day the notice is given; and
 - (b) the auditor.
- 13.2 No other person is entitled to be given notice of a general meeting.
- 13.3 A notice of any general meeting or directors' meeting may be given to a Voting Member or a director, as the case may be, either personally (by hand-delivery, facsimile or email) or by first class mail posted to the registered address of that person.
- 13.4 A notice sent by mail shall be deemed to have been given on the second 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 there shall be, 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 mail, then such notice shall only be effective when actually received. Any notice delivered by hand or sent by facsimile or email shall be deemed to have been given on the day it was sent.
- 13.5 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 shall not, but the day on which the event for which notice is given shall, be counted in the number of days required.

PART 14 - MISCELLANEOUS

- 14.1 The Board may from time to time determine, whether and to what extent and at what times and places and under what conditions or regulations the documents, including the books of account and other Board Records of the Association shall be open to inspection by any person not being directors of the Association. The financial statements (as defined at section 28 of the Societies Act) of the Association shall not be open to inspection, other than by members of the Society.
- 14.2 The Association may, in the discretion of the Board, charge a reasonable amount for administrative costs associated with the provision of any services provided by the Association, including but not limited to the time to collect, sort and search through any documents, and the costs to reproduce such documents.
- 14.3 Any meeting of the Association, the Board, the Advisory Council or any committee may be held by Electronic Means so long as all the participants in the meeting can hear and respond to one another. The participants in any such meeting held by Electronic Means who are entitled to vote at that meeting shall be entitled to vote by a voice vote recorded by the Secretary of such meeting, or by such other means as the Board may prescribe.
- 14.4 The rules governing when notice is deemed to have been given set out at bylaw 13.4 shall apply to determine when a Board resolution shall be deemed to have been submitted to all of the directors and when an ordinary resolution shall be deemed to have been submitted to all of the members.
- 14.5 The Association shall 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 Association's purposes.
- 14.6 The Association may establish and maintain one or more branch societies with the powers, not exceeding the powers of the Association, that the Association confers.
- 14.7 The Association shall be deemed not to be a subsidiary of any other society or corporation.

PART 15 - INDEMNIFICATION

- 15.1 Subject to the provisions of the Societies Act, each director or officer or employee of the Association shall be indemnified by the Association against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been an officer or director or employee of the Association, except in relation to matters as to which he or she shall 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 or employee. "Derelict" shall mean grossly negligent, criminally negligent or intentionally engaged in tortuous conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Association.
- 15.2 Subject to the provisions of the Societies Act, the Board is authorized from time to time to give indemnities to any director or other person who has undertaken or is about to undertake any liability on behalf of the Association or any association or corporation

controlled by it, and to secure such director or other person against loss by mortgage and charge on the whole or any part of the real and personal property of the Association by way of security, and any action from time to time taken by the directors under this paragraph shall not require approval or confirmation by the Voting Members.

- 15.3 The Board in its discretion may submit any contract, act or transaction for approval, ratification or confirmation at any annual general meeting or at any extraordinary general meeting of the Voting Members called for the purpose of considering the same and any contract, act or transaction that may be approved, ratified or confirmed by an ordinary resolution (unless any different or additional requirement is imposed by the Societies Act or these bylaws) shall be as valid and as binding upon the Association and upon all the members as though it has been approved, ratified and confirmed by every Voting Member of the Association.
- 15.4 Subject to the provisions of the Societies Act, no director or officer for the time being of the Association shall be liable for the acts, neglects or defaults of any other director or officer of the Association or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the directors for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Association shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any funds or property of the Association shall be lodged or deposited, or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto, unless all or any of the same shall happen by or through the wilful act, default or neglect of such director or officer.
- 15.5 The Association shall, to the full extent permitted by the Societies Act, indemnify and hold harmless, every person heretofore, now or hereafter serving as a director or officer of the Association and his or her heirs and legal representatives.
- 15.6 Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by the Association 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 he or she is entitled to indemnification hereunder.
- 15.7 The Association shall apply to the Court for any approval of the Court which may be required to make the indemnities herein effective and enforceable. Each director and officer of the Association, on being elected or appointed, shall be deemed to have contracted with the Association upon the terms of the foregoing indemnities. Such indemnities shall continue in effect with regard to actions arising out of the term each director or officer held such office notwithstanding that he or she no longer continues to hold such office.
- 15.8 The failure of a director or officer of the Association to comply with the provisions of the Societies Act or of the constitution or these bylaws shall not invalidate any indemnity to which he or she is entitled under this part.

- 15.9 The Association shall purchase and maintain insurance for the benefit of any or all directors or officers against personal liability incurred by any such person as a director or officer.

PART 16 - BYLAWS

- 16.1 On being admitted to membership, each member is entitled to and upon request the Association shall provide him or her with a copy of the constitution and bylaws of the Association.
- 16.2 These bylaws shall not be altered or added to except by special resolution.

PART 17 - DISSOLUTION

- 17.1 Upon the winding-up or dissolution of the Association, the assets of the Association remaining after the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution, including the remuneration of a liquidator, and after payment of any debts of the Association, shall be distributed to such person or persons specified in an ordinary resolution of the Association, or if passing such ordinary resolution is not feasible, as specified by Board resolution.