

NORTH DELTA MINOR LACROSS ASSOCIATION
SOCIETY ACT
CONSTITUTION

- 1) The name of the Society is "NORTH DELTA MINOR LACROSSE ASSOCIATION".
- 2) The purposes of the Society are:
 - a) to promote, teach and perpetuate the game of lacrosse;
 - b) to teach sportsmanship to the participants and to emphasize the necessity of fair play;
 - c) to teach the mutual respect among players, officials and spectators;
 - d) to develop community spirit among all of the aforementioned persons; and
 - e) to do all such other things as are incidental and ancillary to the attainment of the foregoing purposes.
- 3) The activities of the Society shall be carried out without purpose of gain for its members, and any profits or other accretions to the Society shall be used for promoting the purposes of the Society. The provisions in this paragraph are unalterable.
- 4) Upon the winding-up or dissolution of the Society, any funds or assets remaining after all debts and proper winding-up or dissolution expenses have been paid shall be transferred to a charitable institution recognized as such by Canada Customs and Revenue Agency under the Income Tax Act of Canada and, if possible, having purposes similar to those of the Society. The provisions in this paragraph are unalterable.

SOCIETY ACT
BYLAWS
Of
NORTH DELTA MINOR LACROSSE ASSOCIATION

PART 1 – INTERPRETATION

1.1 Definitions In these bylaws, unless the context otherwise requires:

- a) “address of the Society” means the address of the Society as filed from time to time with the Registrar;
- b) “Board” means the board of directors of the Society;
- c) “Board resolution” means:
 - i) A resolution passed at a duly constituted meeting of the Board by a simple majority of the votes cast by those directors who are present and entitled to vote in respect of such resolution; 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;
- d) “bylaws” means the bylaws of the Society as filed in the Office of the Registrar;
- e) “constitution” means the constitution of the Society as filed in the Office of the Registrar;
- f) “directors” means those persons who have become directors in accordance with these bylaws and have not ceased to be directors, and a “director” means any one of them;
- g) “Income Tax Act” means the Income Tax Act (Canada), as amended from time to time;
- h) “members” means the applicants for incorporation of the Society and those persons who subsequently become members in accordance with these bylaws and, in either case, have not ceased to be members, and a “member” means any one of them;
- i) “members in good standing” means a member who is not then a member not in good standing under these bylaws;
- j) “North Delta” means that area of Greater Vancouver, B.C., known as North Delta and more particularly bounded by the following thoroughfares:
 - i) Most northern boundary – 96th Avenue
 - ii) Most southern boundary – Number 10 Highway (Trunk)
 - iii) Most westerly boundary – 104th Street or River Road
 - iv) Most easterly boundary – Scott Road (120th Street);

- k) "ordinary resolution" means:
 - i) A resolution passed at a duly constituted general meeting of the Society by a simple majority of the votes cast by those members who are present and entitled to vote at such meeting; or
 - ii) A resolution that has been submitted to all of the members and consented to in writing by 75% of the members who would have been entitled to vote on it at a general meeting of the Society;
- l) "registered address" of a member or director means the address of that person as recorded in the Society's register of members or the register of directors, as the case may be;
- m) "Registrar" means the Registrar of Companies of the Province of British Columbia;
- n) "Society" means the North Delta Minor Lacrosse Association;
- o) "Society Act" means the Society Act, R.S.B.C. 1996, c. 433, as amended from time to time;
- p) "special resolution" means:
 - i) A resolution passed at a duly constituted general meeting of the Society by a majority of not less than 75% of the votes cast by those members who are present and entitled to vote at such meeting, provided that the notice given to members at such meeting indicated that such resolution would be on the agenda for such meeting; or
 - ii) A resolution consented to in writing by every member who would have been entitled to vote at a general meeting of the Society.

1.2 Society Act Definitions. Except where they conflict with the definitions contained in these bylaws, the definitions in the Society Act on the date these bylaws become effective apply to these bylaws and the constitution.

PART 2 – MEMBERSHIP

2.1 Members. The members of the Association shall be the subscribers to the constitution and by-laws, and those persons who subsequently have become members, in accordance with these by-laws, and, in either case, have not ceased to be members.

2.2 Application for Membership

- a) Application for membership in the Association shall be open to any parent or guardian of boys or girls who are registered with the North Delta Minor Lacrosse Association. Applications for membership shall ordinarily be made at the time of player registration and a signature of each parent or guardian making such application will be required on the prescribed form and with the payment of a prescribed fee, if any, will constitute

membership in the Association. Only one parent or guardian of a registered player(s) will be considered a voting member and only one vote per family.

- b) All elected and appointed officials and adult coaches who do not qualify under Section 2.2 (a) may make application for membership and become voting members for the year registered.
- c) All registered players, on paying the fee as set by the Board of Directors, are members of the Association for the year registered, but are not voting members.
- d) Only those members who have been members for the past 30 days are eligible to vote or hold office.

2.3 Expulsion of Member. A member may be expelled by a special resolution, provided that:

- a) The notice given to members of the meeting called to consider such special resolution shall contain a brief statement of the reasons for the proposed expulsion; and
- b) The member who is the subject of the proposed resolution for expulsion shall be given the opportunity to be heard at such meeting before the special resolution is put to a vote.

2.4 Withdrawal of Member. Any member who desires to withdraw from membership in the Society may notify the Board of Directors to that effect and on receipt by the Board of Directors of such notice that member shall cease to be a member.

2.5 Death or Dissolution of Member. A person ceases to be a member of the Society upon his death or, in the case of a corporation, upon the dissolution or winding-up thereof.

2.6 Failure to Pay Dues. Annual membership dues payable by members may be prescribed from time to time by ordinary resolution. Any member who fails to pay such dues when they become payable may be designated by the Board as a member not in good standing, and any member so designated shall remain not in good standing until the outstanding dues payable by such member are paid in full.

2.7 Loss of Membership by Member Not in Good Standing. A member who remains not in good standing for a period exceeding twelve (12) consecutive months shall thereupon cease to be a member.

2.8 Adherence to Bylaws and Constitution. Every person who becomes a member thereby agrees to uphold and adhere to these bylaws and the constitution.

PART 3 – MEETING OF MEMBERS

3.1 Time and Place of General Meetings. The general meeting of the Society shall be held at such time and place, in accordance with the Society Act, as the Board shall decide.

- 3.2 Extraordinary General Meeting. Every general meeting other than an annual general meeting is an extraordinary general meeting.
- 3.3 Call of Extraordinary General Meeting. The Board may, whenever it thinks fit, convene an extraordinary general meeting.
- 3.4 Notice of General Meeting. The Society shall give not less than 14 days' written notice of a general meeting to its members entitled to receive notice; but those members may waive or reduce the notice period for a particular meeting by unanimous consent in writing.
- 3.5 Contents of Notice. Notice of a general meeting shall specify the place, the day and the hour of the meeting.
- 3.6 Omission of Notice. The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

PART 4 – PROCEEDINGS AT GENERAL MEETING

- 4.1 Special Business. Special business is:
- a) All business at an extraordinary general meeting except the adoption of the rules of order; and
 - b) All business that is transacted at an annual general meeting, except:
 - i) The adoption of the 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;
 - v) The election of directors;
 - vi) 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 Board if the report was issued with the notice of the meeting.
- 4.2 Quorum. A quorum at a general meeting shall be not less than sixteen (16) registered people of the active membership; provided that 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, shall be terminated; but in any other case, it shall 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 shall constitute a quorum.

- 4.3 Requirement of Quorum. 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 Cessation of Quorum. If at any time during a general meeting there ceases to be a quorum present, business in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.5 Chair. The President of the Society, the Vice-President or, in the absence of both, any director nominated by the Board to act as chair, shall preside as chair of a general meeting; provided that if at any general meeting:
- a) Neither the President, the Vice-President nor any alternate Board nominee is present within 15 minutes after the time appointed for holding the meeting; or
 - b) Neither the President, the Vice-President or any alternate Board nominee is willing to act of the chair of such meeting,
- then the members in good standing who are present may choose one of their number to act as chair.
- 4.6 Alternate Chair. 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 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.
- 4.7 Adjournment. 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.
- 4.8 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 shall be given as in the case of the original meeting.
- 4.9 Motions need not be Seconded. No resolutions proposed at a general meeting need be seconded.
- 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 shall be decided by an ordinary resolution.
- 4.11 Entitlement to Vote. Only members in good standing shall be entitled to vote at general meetings, and each such member shall be entitled to one vote.

- 4.12 Casting Vote. The person chairing a general meeting 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.
- 4.13 Decisions by Show of Hands, Voice Vote or Secret Ballot. Voting at general meetings shall be by show of hands or voice vote recorded by the secretary of the meeting; except that, at the request of any two members present at the meeting, a secret vote by written ballot shall be required.
- 4.14 Voting by Proxy. Voting by proxy at general meetings is not permitted.
- 4.15 Resolutions in Writing. An ordinary or special resolution consented to in writing may be in two or more counterparts, which together shall be deemed to constitute one document. Such resolution shall be filed with minutes of the proceedings of the members 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.
- 4.16 Copy of Special Resolution to be filed with the Registrar. A copy of any special resolution passed in accordance with the bylaws shall be filed with the Registrar in the prescribed form and shall not take effect until such copy is accepted by the Registrar.

PART 5 - DIRECTORS

- 5.1 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 subject, nevertheless, to the provisions of:
- (a) all laws affecting the Society;
 - (b) these bylaws; and
 - (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general meeting.
- 5.2 Validity of Acts of Directors. No rule made by the Society in a general meeting invalidates a prior act of the Board that would have been valid if that rule had not been made.
- 5.3 Management of Property and Affairs. The property and the affairs of the Society shall be managed by the Board.
- 5.4 Number and Qualification of Directors. The number of directors shall be 5 or such greater number as may be determined from time to time at general meeting. Each director shall be a member in good standing.
- 5.5 Annual Election. The directors shall retire from office at each annual general meeting when their successors are elected; provided that until a successor is so elected, the person previously

elected or appointed shall (subject to these bylaws) continue to hold office. An election may be by acclamation, otherwise it shall be by ballot.

- 5.6 Appointment by Board. The Board may at any time and from time to time appoint a member in good standing to act as a director for the purpose of filling a vacancy on the Board. A director so appointed shall hold office only until the conclusion of the next annual general meeting of the Society, but is eligible for re-election at such meeting.
- 5.7 Removal by Members. The members may, by special resolution, remove a director before the expiration of his or her term of office, and may elect a successor to complete such term of office.
- 5.8 Invalidation of Acts. No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of directors in office.
- 5.9 Cessation of Directors. A person shall automatically cease to be a director of the Society:
- (a) upon the later of the date his or her resignation in writing is delivered to the Secretary of the Society or to the address of the Society, and the effective date of the resignation stated therein; or
 - (b) upon his or her death; or
 - (c) upon being removed by a special resolution; or
 - (d) upon the election of such person's successor at the next annual general meeting (unless such director is re-appointed at such meeting).
- 5.10 Remuneration of Directors. A director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society.
- 5.11 Directors May Hold Office or Place of Profit. A director may hold any office or place of profit in the Society (other than auditor) in conjunction with his or her office of director, for the period and on such terms as the Board determines. Subject to the *Society Act*, no director shall be disqualified by such office from contracting with the Society.
- 5.12 Powers of the Board. The Board shall have the power to make expenditures and loans, whether or not secured or interest-bearing, for the purposes of furthering the purposes of the Society including its investment purposes. The Board shall also have the power to enter into trust arrangements or contracts on behalf of the Society for the purpose of discharging obligations or conditions either imposed by a person donating, bequeathing, advancing or lending funds or property to the Society, or assumed by the Society in expectation of such donations, bequests, advances or loans. Such arrangements or contracts shall be in accordance with the terms and conditions that the Board may prescribe.
- 5.13 Board Enabled to Receive Donations. The Board may take such steps as it deems necessary to enable the Society to receive donations, bequests, funds, property, trusts, contracts, agreements and benefits for the purpose of furthering the purposes of the Society. The Board its

sole and absolute discretion may refuse to accept any donation, bequest, trust, loan, contract or property.

- 5.14 Power to Invest. If the Board is required to invest funds on behalf of the Society, the Board shall not be limited to investments authorized for trustees found in Section 15 of the *Trustee Act* of British Columbia, but instead may make any investment available to a natural person of full capacity acting on his or her own behalf.

PART 6 - PROCEEDINGS OF THE BOARD

- 6.1 Procedure of Meetings. 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 Society.
- 6.2 Quorum. The Board may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors in office at the time when the meeting convenes.
- 6.3 Chair of Meetings. The President of the Society, or in his absence, the Vice-President, shall chair all meetings of the Board; but if at any Board meeting neither the President nor the Vice-President is present and willing to act as chair of such meeting within 15 minutes after the time appointed for such meeting, the directors present may choose one of their number to chair that meeting.
- 6.4 Alternate Chair. 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.
- 6.5 Calling of Meetings. A director may at any time, and the Secretary shall at the request of a director, convene a meeting of the Board.
- 6.6 Notice. For the purposes of the first meeting of the Board held immediately following the 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.
- 6.7 Motions need not be Seconded. No resolutions proposed at a meeting of the Board need be seconded.
- 6.8 Simple Majority Sufficient. Any issue at a meeting of the Board shall be decided by a Board resolution.

- 6.9 Casting Vote. 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.
- 6.10 Procedure for Voting. Voting at Board meetings shall 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 shall be required.
- 6.11 Resolution in Writing. A Board resolution consented to 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 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.
- 6.12 Waiver of Notice by Absent Director. A director who contemplates being or is absent from British Columbia may, by letter, facsimile, or electronic mail, send or deliver to the address of the Society a waiver of notice of any meeting of the Board for a period not longer than one year and may, at any time, withdraw the waiver in like manner. Until the waiver is withdrawn:
- (a) no notice of meetings of the Board need be sent to that director; and
 - (b) any and all meetings of the Board, notice of which has not been given to that director shall, if a quorum is present, be valid and effective.

PART 7 - ADVISORY COUNCIL

- 7.1 Constitution of Advisory Council. The Board may constitute an Advisory Council to provide advice and counsel to the Board on any issue or issues, and may appoint worthy persons to it and determine the terms of each appointment.
- 7.2 Size and Composition. The Board shall determine the size and composition and specific functions of the Advisory Council.
- 7.3 Powers. The Advisory Council shall not have the legal powers to direct the acts and operations of the Society.
- 7.4 Meetings. 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 Delegation of Committees. 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.

- 8.2 Rules. 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 every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.
- 8.3 Meetings. The members of a committee may meet and adjourn as they think proper and meetings of the committees shall be governed *mutatis mutandis* by the rules set out in these bylaws governing proceedings of the Board.
- 8.4 Executive Committee. There may be an Executive Committee consisting of at least two directors.
- 8.5 Power to Transact Business. Subject to the control of the Board, the Executive Committee shall have power to transact all business of the Society between meetings of the Board. The Executive Committee shall meet as directed by the chair of the Executive Committee.
- 8.6 Standing and Special Committees. 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 First Appointment of Officers. At the first meeting of the Board held after incorporation of the Society, the Board shall appoint from among the directors a President, Vice-President, Secretary and Treasurer, each of whom shall hold office until the first annual general meeting.
- 9.2 Election of Officers. The officers shall include a President, First Vice-President, Second Vice-President, Third Vice-President, Secretary and Treasurer and such other officers as may be approved from time to time by special resolution. The President, First Vice-President, and Treasurer shall be elected for a two-year term on the odd numbered years. The Second Vice-President, Third Vice-President, and Secretary shall be elected for a two-year term on even numbered years. The officers shall be elected from among the members of the Board elected at such annual general meeting. Any such election may be by acclamation, otherwise it shall be by ballot.
- 9.3 Cessation and Removal of Officers. A person shall automatically cease to be an officer of the Society upon ceasing to be a director. In addition, a person may be removed as an officer before the expiration of his or her term of office either by:
- a) resolution of the Board passed by a majority of not less than two-thirds of the Board present; or
 - b) special resolution of the members.

Upon removal of an officer by special resolution as aforesaid, the members may elect a successor from the Board to complete such term of office. Failing such election, or if the officer was removed by resolution of the Board, the Board may appoint a successor from the Board to complete such term of office.

- 9.4 Appointment by Board. If any officer should resign as an officer or be unable to complete his term of office, the Board shall use its best efforts to promptly appoint a replacement from the Board to fill the vacancy thereby arising. An officer so appointed shall hold office only until the election of a successor by the members.
- 9.5 Duties of President and Vice-President. The President is the chief executive officer of the Society and shall oversee the other officers in the performance of their duties. The Vice-President shall carry out the President's duties during his absence.
- 9.6 Duties of Secretary. The Secretary shall be responsible for making all necessary arrangements for:
- a) the issuance of notices of meetings of the Society, the Board and any Advisory Council;
 - b) the keeping of minutes of all meetings of the Society, the Board and any Advisory Council (except as otherwise provided in these bylaws);
 - c) the custody of all records and documents of the Society, except those required to be kept by the Treasurer;
 - d) the custody of the common seal of the Society;
 - e) the maintenance of the register of members; and
 - f) the conduct of the correspondence of the Society.
- 9.7 Duties of Treasurer. The Treasurer shall be responsible for making all 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 (Canada)*; and
 - b) the rendering of financial statements to the directors, members and others when required.
- 9.8 Absence of Secretary at Meeting. If the Secretary is absent from any meeting of the Society or the Board, the directors present shall appoint another person to act as secretary at that meeting.
- 9.9 Combination of Offices of Secretary and Treasurer. The offices of Secretary and Treasurer may be held by one person, who shall be known as the Secretary-Treasurer.
- 9.10 Appointment of Secretary to be Responsible for Minutes and Correspondence. The Board may appoint a secretary of the Board to be responsible for the preparation and custody of minutes of

meetings of the Board and the correspondence of the Board, in which event those duties shall, during the term of such appointment, cease to be the responsibility of the Secretary.

PART 10 - SEAL

- 10.1 Provision for Seal. The Board may provide a common seal for the Society and it shall have power from time to time to destroy a seal and substitute a new seal in its place.
- 10.2 Affixation of Seal to Documents. The common seal shall be affixed only when authorized by a resolution of the Board, and then only in the presence of the persons prescribed in the resolution or, if no persons are so prescribed, in the presence of any two directors.

PART 11 - BORROWING

- 11.1 Powers of Directors. In order to carry out the purposes of the Society the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in any manner it decides including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of mortgages or debentures.
- 11.2 Issuance of Debentures. No mortgage or debenture shall be issued by the Society without the authorization of a special resolution.
- 11.3 Restriction of Borrowing Powers. The members may by ordinary resolution restrict the borrowing powers of the Board.

PART 12- AUDITOR

- 12.1 Requirement. This part applies only where the Society is required or has resolved to have an auditor.
- 12.2 First Auditor. The first auditor shall be appointed by the Board, which shall also fill any vacancy occurring in the office of auditor.
- 12.3 Appointment of Auditor at Annual General Meeting. At each annual general meeting, the Society 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 Society Act.
- 12.4 Removal of Auditor. An auditor may be removed by ordinary resolution in accordance with the procedures set out in the Society Act.
- 12.5 Notice of Appointment. An auditor shall be promptly informed in writing of his appointment or removal.
- 12.6 Restrictions on Appointment. No director or employee of the Society shall be auditor.

- 12.7 Attendance at Annual General Meeting. The auditor may attend general meetings.

PART 13 - NOTICES

- 13.1 Entitlement to Notice. Notices of a general meeting shall 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).

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

- 13.2 Method of Giving Notice. A notice may be given to a member either by hand delivery or by first class mail posted to such person's registered address. A notice of any meeting of the board, the Advisory Council or any committee may be given to a director or other member thereof either by hand delivery, facsimile transmission, electronic mail or by first class mail posted to such person's registered address.
- 13.3 When Notice Deemed to Have Been Received. A notice sent by mail shall be deemed to have been given on the third business day following the day upon 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 such 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, then such notice shall only be effective when actually received. Any notice delivered by hand or sent by facsimile or electronic mail shall be deemed to have been given on the day it was so delivered or sent, if delivered or sent during normal business hours, and otherwise shall be deemed to have been given on the next business day following the day it was so delivered or sent.
- 13.4 Days to be Counted in Notice. If a number of days notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given shall be excluded, and the day on which the event for which notice is given shall be included, when calculating number of days of notice given.

PART 14 - MISCELLANEOUS

- 14.1 Inspection of Records. The members shall 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, of the Society and minutes of meetings of the Board shall be open to the inspection of members of the Society not being directors. In the absence of such determination by the members, the documents, including the books of account, of the Society shall not be open to inspection by any member of the Society not being a director.
- 14.2 Participation in Meetings. Any meeting of the Board, the Advisory Council or any committee may also be held, or any director or member of the Advisory Council or the committee may

participate in any meeting of the Board, the Advisory Council or any committee, by conference call, or similar communication equipment or device so long as all the directors, members of the Advisory Council or persons participating in the meeting can hear and respond to one another. All such directors, members of the Advisory Council or persons so participating in any such meeting shall be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing bylaws, shall be entitled to vote by a voice vote recorded by the Secretary of such meeting.

- 14.3 Rules Governing Notice, Board Resolutions and Ordinary Resolutions. The rules governing when notice is deemed to have been given set out in these bylaws shall apply mutatis mutandis 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.
- 14.4 Right to Become Member of other Society. The Society shall have the right to subscribe to, become a member of and cooperate with any other foundation, society, corporation or association whose purposes or objectives are in whole or in part similar to the Society's purposes.
- 14.5 Not a Reporting Society. Subject to an order of the Registrar pursuant to the Society Act stating that the Society is a "reporting society" as defined under the Society Act, the Society shall be deemed not to be a "reporting society".
- 14.6 Branch Societies. The Society may establish and maintain one or more branch societies with such powers (not exceeding the powers of the Society) that the Society may confer.
- 14.7 Not a Subsidiary. The Society shall be deemed not to be a subsidiary of any other society or corporation.

PART 15 - INDEMNIFICATION

- 15.1 Indemnification of Directors and Officers. Subject to the provisions of the Society Act, each director or officer of the Society shall be indemnified by the Society 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 of the Society, 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. 'Derelict' shall mean grossly negligent, criminally negligent or intentionally negligent in tortious conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Society.
- 15.2 Indemnification of Directors and Agents. Subject to the provisions of the Society 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 Society or any Society 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 Society 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 members.

- 15.3 Submission to Members for Approval. The Board in its discretion may submit any contract, act or transaction for approval, ratification or confirmation by The members at any annual general meeting or extraordinary general meeting 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 Society Act or those bylaws) shall be as valid and as binding upon the Society and upon all the members as though it has been approved, ratified and confirmed by every member of the Society.
- 15.4 Default or Neglect by Directors or Officers. Subject to the provisions of the Society Act, no director or officer for the time being of the Society shall be liable for the acts, neglects or defaults of any other director or officer of the Society or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the directors for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Society shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any funds or property of the Society 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 Advancement of Expenses. Expenses incurred by any director or officer with respect to any claim, action, suit or proceeding may be reimbursed by the Society prior to the final disposition thereof, subject to such director or officer providing his or her undertaking, satisfactory in form and amount to the Board, to repay such amount if it is ultimately determined that he or she is not entitled to indemnification hereunder.
- 15.6 Approval of Court and Term of Indemnification. The Society 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 Society, on being elected or appointed, shall be deemed to have contracted with the Society 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.
- 15.7 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 shall not invalidate any indemnity to which he or she is entitled under this part.
- 15.8 Liability Insurance. The Society may 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 Entitlement of Members to copy of Constitution and Bylaws. On being admitted to membership, each member shall be entitled to receive from the Society upon request a copy of the constitution and bylaws of the Society.

16.2 Special Resolution Required to Alter or Add to Bylaws. These by laws shall not be altered or added to except by special resolution.

DATED the 3rd day of April, 2001

AMENDED: November 19, 2007