

**SCHEDULE A
PROPOSED NEW BYLAWS**

**BYLAWS
of the
ASSOCIATION OF PROFESSIONAL RESEARCHERS FOR ADVANCEMENT (CANADA)**

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**SOCIETIES ACT
BYLAWS
of the
ASSOCIATION OF PROFESSIONAL RESEARCHERS FOR ADVANCEMENT (CANADA)**

PART 1 - INTERPRETATION

1.1 Definitions

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

- (a) **"Address of the Association"** means the address of the Association as filed from time to time with the Registrar in the Notice of Address;
- (b) **"APRA International"** means the Association of Professional Researchers for Advancement international, an international non-profit association incorporated in Minnesota, USA;
- (c) **"Association"** means the "Association of Professional Researchers for Advancement (Canada)";
- (d) **"Board"** means the Directors acting as authorized by the Constitution and these Bylaws in managing or supervising the management of the affairs of the Association and exercising the powers of the Association;
- (e) **"Board Resolution"** means;
 - (i) a resolution passed at a duly constituted meeting of the Board by a simple majority of the votes cast by those Directors who are present and entitled to vote at such meeting; or
 - (ii) a resolution that has been submitted to all Directors and consented to in writing by 75% of the Directors who would have been entitled to vote on the resolution in person at a meeting of the Board, and a resolution so consented to is deemed to be an Ordinary Resolution passed at a meeting of the Board;
- (f) **"Bylaws"** means the bylaws of the Association as filed in the Office of the Registrar;
- (g) **"Constitution"** means the constitution of the Association as filed in the Office of the Registrar;
- (h) **"Directors"** means those persons who have become directors in accordance with these Bylaws and have not ceased to be directors;
- (i) **"Income Tax Act"** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- (j) **"Members"** means the applicants for incorporation of the Association and those Persons who have subsequently become members in accordance with these Bylaws and, in either case, have not ceased to be members;
- (k) **"mutatis mutandis"** means with the necessary changes having been made to ensure that the language makes sense in the context;
- (l) **"Ordinary Resolution"** means
 - (i) a resolution passed at a general meeting by the Members by a simple majority of the votes cast, in accordance with these Bylaws; 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 Association, and a resolution so consented to is deemed to be an Ordinary Resolution passed at a general meeting of the Association;
- (m) **"Person"** means a natural person;
- (n) **"President"** means a Person elected to the office of president in accordance with these Bylaws;
- (o) **"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, as the case may be;
- (p) **"Registrar"** means the Registrar of Companies of the Province of British Columbia;
- (q) **"Societies Act"** means the *Societies Act*, S.B.C. 2015,18, as amended from time to time; and
- (r) **"Special Resolution"** means:
 - (i) a resolution passed at a general meeting by a majority of not less than 2/3 of the votes of those Members who, being entitled to do so, vote in accordance with these Bylaws;
 - (1) of which the notice that these Bylaws provide, and not being less than 14 days' notice, specifying the intention to propose the resolution as a Special Resolution has been given, or
 - (2) if every Member entitled to attend and vote at the meeting agrees, at a meeting of which less than 14 days' notice has been given, or
 - (ii) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a general meeting of the Association, and a resolution so consented to is deemed to be a Special Resolution passed at a general meeting of the Association.

1.2 Societies Act Definitions

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

1.3 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 in the Association will be restricted to the applicants for incorporation and to those Persons whose application for admission as a Member has been accepted by the Directors.

2.2 Eligibility for membership

A Person may be eligible to be accepted as a Member if he or she:

- (a) is 19 years of age or older; and

(b) is interested in supporting and advancing the purposes and activities of the Association.

2.3 Application for Membership

A Person may apply to the Board in writing to become a Member and on acceptance by the Board will be a Member.

An application for membership must include payment of applicable membership dues, if any.

The Board may, by Board Resolution, accept, postpone or refuse an application for membership.

2.4 Membership not Transferable

Membership is not transferable.

2.5 Renewal and Reapplication of Membership

A Member may renew his or her membership prior to its expiry in such manner as may be determined by the Board and may reapply for membership after its expiry in accordance with Bylaw 2.3.

A renewal of membership or reapplication for membership must include payment of applicable membership dues, if any.

Reapplications for membership are subject to acceptance by the Board.

2.6 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.

2.7 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 the dues remain unpaid.

2.8 Compliance with Constitution, Bylaws and Policies

Every Member will, at all times:

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

2.9 Expulsion of Member

A Member may be expelled by a Special Resolution.

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.

2.10 Cessation of Membership

A Person will immediately cease to be a Member:

- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the secretary of the Association or to the Address of the Association and the effective date of the resignation stated thereon; or
- (b) upon the date which is 30 days from the date on which such Member ceased to be in good standing; or
- (c) upon his or her expulsion; or
- (d) upon his or her death.

PART 3 - MEETINGS OF MEMBERS

3.1 Time and Place of General Meetings

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

3.2 Extraordinary General Meeting

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

3.3 Calling of Extraordinary General Meeting

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

3.4 Notice of General Meeting

The Association 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.

If the Association has at the time of giving notice of a general meeting more than two hundred and fifty (250) Members, then notice of such general meeting will be deemed to have been sent to those Members entitled to receive notice if the notice containing the contents required under section 3.5 of these Bylaws has been:

- (a) sent, to every Member of the Association who has provided an email address to the Association, by email to that email address, and
- (b) is posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Association and is accessible to all of the Members.

3.5 Contents of Notice

Notice of a general meeting will specify the place, the day and the hour of the meeting and the special business to be transacted at 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 Member entitled to receive notice does not invalidate proceedings at that meeting.

3.7 Annual General Meetings

An annual general meeting will be held at least once in every calendar year.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

4.1 Special Business

Special business is:

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

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

4.3 Quorum

A quorum at a general meeting is ten percent (10%) of the Members.

4.4 Lack of Quorum

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

4.5 Loss of Quorum

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

4.6 Chair

The President of the Association will, 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 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 *Societies Act* to be decided by a Special Resolution will be decided by an Ordinary Resolution.

4.11 Entitlement to Vote

Each Member in good standing is entitled to one (1) vote.

4.12 Decisions by Show of Hands, or Voice Vote

Voting will be by show of hands or voice vote recorded by the secretary of the meeting.

4.13 Voting by Proxy

Voting by proxy is not permitted.

4.14 Members Resolutions in Writing

An Ordinary Resolution or a Special Resolution may be in two or more counterparts which together and signed by the required number of Members will be deemed to constitute an Ordinary Resolution or Special Resolution, as the case may be. Such resolution will be filed with minutes of the proceedings of the Members and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

PART 5 - DIRECTORS

5.1 Powers of Directors

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 Members in general meeting, but nevertheless subject to the provisions of:

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

5.2 Management of Property and Affairs

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

5.3 Directors Subscribe to and Support Purposes

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

5.4 Composition of Board

The Board will be composed of a minimum of seven (7) and a maximum of fifteen (15) Directors.

5.5 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.

5.6 Eligibility of Directors

In order to be elected as a Director, a Person must be eligible to act as a Director under the *Societies Act* and must:

- (a) have been a Member in good standing for at least (6) six months prior to the election; and
- (b) have worked for a period of at least (6) six months in advancement research.

5.7 Election of Directors

Directors may be elected by the Members by email or other electronic means in each calendar year as follows (the "**Election of Directors**"):

- (a) Members will be invited by the Board to submit nominations for election as Director by a date and time to be determined by the Board. Nominations will be submitted to the Board by email or other electronic means;
- (b) The Board will determine an appropriate means of email or electronic voting;
- (c) Once the time for nominations for election as Director has closed, the Board will distribute the following to all members by email:
 - (i) a list of nominees for election as Director;
 - (ii) the number of positions that are open for election;

- (iii) a description of the email or electronic means to be used for the election of Directors and directions for voting using this email or electronic means; and
- (iv) the date and time that voting by email or electronic means will close.
- (d) The results of the election of Directors by email or electronic means will be communicated to the Members by email before the end of the calendar year in which the election took place;
- (e) Directors will take office commencing at the close of such voting by email or electronic means.

5.8 Term of Office

The term of office of Directors will normally be two (2) years. However the Directors may by resolution determine that some or all vacant Directors' positions will have a term of more or less than two (2) years, the length of such term to be determined by the Directors in their discretion.

For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the date of the close of the voting process in section 5.7.

5.9 Consecutive Terms and Term Limits

Directors may be elected for up to three (3) consecutive terms. A Person who has served three (3) consecutive terms as a Director may not be re-elected for at least one (1) year following the expiry of his or her term.

5.10 Election by Acclamation

In elections where the number of candidates is equal to or less than the number of vacant positions for Directors, the nominated candidates are deemed to be elected by acclamation.

5.11 Election not by Acclamation

In elections where there are more candidates than vacant positions for Directors, candidates will be deemed to be elected in order of those candidates receiving the most votes.

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 Election of Directors 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), sufficient Persons previously elected as Directors will continue to hold office until such time as successor Directors are elected.

5.13 Appointment to fill Vacancy

If a Director ceases to hold office during his or her term, the Board may appoint a Member as a replacement Director to take the place of such Director until the next Election of Directors.

5.14 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.

5.15 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 Association or to the Address of the Association and the effective date of the resignation stated therein; or
- (b) upon the expiry of his or her term;
- (c) upon the date such Person is no longer eligible in accordance with section 5.6;
- (d) upon his or her removal; or
- (e) upon his or her death.

5.16 Remuneration of Directors and Reimbursement of Expenses

A Director is not entitled to any remuneration for acting as a Director but a Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Association.

5.17 Powers of the Board

The Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Association. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Association in furtherance of the purposes of the Association

5.18 Policies and Procedures

The Board may establish such rules, regulations, policies or procedures relating to the affairs of the Association as it deems expedient, provided that no rule, regulation, policy or procedure is valid to the extent that it is inconsistent with the *Societies Act*, the Constitution or these Bylaws.

5.19 Investment of Property and Standard of Care

If the Board is required to invest funds on behalf of the Association, the Board may invest the property of the Association 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 Association.

5.20 Investment in Mutual or Pooled Funds

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

5.21 Investment Advice

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

5.22 Delegation of Investment Authority to Agent

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

PART 6 - PROCEEDINGS OF THE BOARD

6.1 Procedure of Meetings

Meetings of the Board may be held at any time and place determined by the Board. Board Meetings may be held in any manner determined by the Board including but not limited to in person or by any electronic means including teleconference.

6.2 Quorum

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 Association 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.

6.3 Chair of Meetings

The President of the Association will, 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 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.

6.4 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.

6.5 Calling of Meetings

The President 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.

6.6 Notice

Two (2) days' notice of a meeting of the Board 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 Association.

For the purposes of the first meeting of the Board held immediately following the appointment or election of a Director or Directors, 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 Passing Resolutions

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 will be decided by a majority of the Board.

6.8 Procedure for Voting

Voting will be by show of hands or voice vote recorded by the secretary of the meeting or by any other means determined by the Directors.

6.9 Resolution in Writing

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

PART 7 - COMMITTEES

7.1 Creation and Delegation to Committees

The Board may create such standing and special committees as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by a Board Resolution.

The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors as it thinks fit.

7.2 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.

7.3 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.

7.4 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 8 - OFFICERS

8.1 Officers

The officers of the Association are the President, vice-president, should such office be established, 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 Association as it deems necessary and determine the duties, responsibilities and term, if any, of all officers.

8.2 Eligibility of Officers

All officers must be Directors. A minimum of three officers must be members in good standing of APRA International.

8.3 Election of Officers

At the first meeting of the Board and at each subsequent meeting of the Board immediately following an annual general meeting, the Board will elect the officers. Officers will hold office until the first meeting of the Board held after the next following annual general meeting.

8.4 Removal of Officers

Subject to the provisions of paragraph 8.2, a Person may be removed as an officer by Board Resolution.

8.5 Replacement

Subject to the provisions of paragraph 8.2, should the President or any other officer for any reason not be able to complete his or her term, the Board will remove such officer from his or her office and will elect a replacement without delay.

8.6 Duties of President

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

8.7 Duties of Vice-President

A Vice-President, should such office be established, will carry out the duties of the President in the absence of the Vice-President.

8.8 Duties of Secretary

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

- (a) the issuance of notices of meetings of the Association and the Board;
- (b) the keeping of minutes of all meetings of the Association and the Board;
- (c) the custody of all records and documents of the Association, 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 Association.

8.9 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 *Societies Act and the Income Tax Act*; and

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

8.10 Absence of Secretary at Meeting

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

8.11 Combination of Offices of Secretary and Treasurer

Subject to the provisions of paragraph 8.2, the offices of secretary and treasurer may be held by one Person who will be known as the secretary-treasurer.

PART 9 - EXECUTION OF INSTRUMENTS

9.1 No Seal

The Association will not have a seal.

9.2 Execution of Instruments

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

- (a) by the President, together with one other director; or
- (b) in the event that the President 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 Association 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 Association either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

PART 10 - BORROWING

10.1 Powers of Directors

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.

10.2 Issuance of Debentures

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

10.3 Restrictions on Borrowing Powers

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

PART 11 - AUDITOR

11.1 Requirement

The Association 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 112 of the *Societies Act*.

11.2 First Auditor

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

11.3 Appointment of Auditor at Annual General Meeting

If the Association 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 *Societies Act* or until the Association no longer wishes to appoint an auditor.

11.4 Removal of Auditor

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

11.5 Notice of Appointment

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

11.6 Restrictions on Appointment

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

11.7 Attendance at Annual General Meetings

The auditor may attend general meetings.

PART 12 - NOTICES

12.1 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.

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

12.2 Method of Giving Notice

Subject to these Bylaws and the *Societies Act*, 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.

12.3 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.

12.4 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 13 - MISCELLANEOUS

13.1 Inspection of Records

The documents, including the books of account, of the Association and the minutes of meetings of the Association and the Board will be open to the inspection of the Directors. The minutes of any meeting of the Association will be open to the inspection of Members in good standing upon reasonable notice to the keeper of such documents.

13.2 Participation in Meetings

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

13.3 Rules Governing Notice, Board Resolutions and Ordinary Resolutions

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

13.4 Right to Become Member of other Society or Association

The Association 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 Association's purposes.

13.5 Dissolution

Upon winding-up or dissolution of the Association, the funds and property remaining after the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution, including the remuneration of the liquidator, and after payment to employees of the Association of any arrears of salaries or wages, and after payment of any debts of the Association, will be distributed to such organizations or associations, as are

designated by the Board. Any of such funds or property remaining which had originally been received for specific purposes will, wherever possible, be distributed to organizations or associations carrying on work of a similar nature to such specific purposes.

13.6 Not for the Purpose of Gain

The activities of the Association will be carried on without purpose of gain for its members and any income, profits or other accretions to the Association will be used in promoting the purposes of the Association.

PART 14 - INDEMNIFICATION

14.1 Indemnification of Directors and Officers

Subject to the provisions of the *Societies Act*, each Director and each officer of the Association will be indemnified by the Association 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 Association, 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 Association.

14.2 Indemnification of Past Directors and Officers

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

14.3 Advancement of Expenses

To the extent permitted by the *Societies 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 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 the recipient is entitled to indemnification hereunder.

14.4 Approval of Court and Term of Indemnification

The Association 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 Association on being elected or appointed will be deemed to have contracted with the Association upon the terms of the foregoing indemnities,

14.5 Purchase of Insurance

The Association 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 15 - BYLAWS

15.1 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 Association.

15.2 Special Resolution required to Alter or Add to Bylaws

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