

**BYLAWS**

**OF THE**

**BRITISH COLUMBIA COLLEGE OF FAMILY PHYSICIANS**

**(A CHAPTER OF THE COLLEGE OF FAMILY PHYSICIANS OF CANADA)**

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**1. INTERPRETATION**

**1.1 Definitions**

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

- (a) **“Address of the College”** means the address of the College as filed from time to time with the Registrar;
- (b) **“Board”** means the Directors acting as a collective body in managing or supervising the management of the affairs of the College and exercising the powers of the College;
- (c) **“Board Resolution”** means:
  - (i) a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter:
    - (A) in person at a duly constituted meeting of the Board, or
    - (B) by Electronic Means in accordance with these Bylaws, or
    - (C) by combined total of the votes cast in person and by Electronic Means; or
  - (ii) a resolution that has been submitted to all Directors and consented to in writing by at least 2/3 of the Directors who would be entitled to vote on the resolution at a meeting of the Board,  
  
and a Board Resolution approved by any of these methods is effective as though passed at a meeting of the Board;
- (d) **“Bylaws”** means the bylaws of the College as filed with the Registrar;
- (e) **“College”** means the “British Columbia College of Family Physicians (a Chapter of the College of Family Physicians of Canada)”, a society incorporated under the *Societies Act* under incorporation number S-0025544;
- (f) **“Constitution”** means the constitution of the College as filed with the Registrar;
- (g) **“Directors”** means those Persons who have become directors in accordance with these Bylaws and have not ceased to be directors;
- (h) **“Electronic Means”** means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:

- (i) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
  - (ii) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
- (i) **“Eligible Party”** means:
- (i) a Person who is or was a Director or officer of the College, as determined in accordance with these Bylaws; or
  - (ii) such other Person described in the *Societies Act* that is or was appointed or elected by the Directors to exercise authority to manage the activities or internal affairs of the College as a whole or in respect of a principal unit of the College; or
  - (iii) a Person who holds or held a position equivalent to what is described in either sub-paragraph (i) or (ii) above in a subsidiary of the College, if any; or
  - (iv) the heir or personal or legal representative of a Person described in (i), (ii) or (iii) above;
- (j) **“Executive Committee”** means the committee established in accordance with section 15.5;
- (k) **“Executive Director”** means the chief executive officer of the College appointed by the Board from time to time;
- (l) **“Executive Officers”** means the offices of President, Vice-President, Past-President, Secretary and Treasurer;
- (m) **“General Meeting”** means any annual general meeting and any special or extraordinary general meetings of the College;
- (n) **“good standing”** refers to a Member who, not being disqualified under section 4.5, is entitled to the rights and benefits of the applicable class of membership as provided in section 4.6;
- (o) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5<sup>th</sup> Supp.), c.1 as amended from time to time;
- (p) **“Members”** means those Persons who are, or who subsequently become, members of the College in accordance with these Bylaws and, in either case, have not ceased to be members;

- (q) “**Membership Fees**” includes all annual dues, fees, assessments, special levies and other amounts payable by Members from time to time, as determined by the Board in accordance with these Bylaws;
- (r) “**Membership Year**” means the period of approximately one year which relates to the term of Members, which period shall be set by the Board from time to time;
- (s) “*mutatis mutandis*” means with the necessary changes having been made to ensure that the language makes sense in the context;
- (t) “**National College**” means the College of Family Physicians of Canada;
- (u) “**Ordinary Resolution**” means:
  - (i) a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote:
    - (A) in person at a duly constituted General Meeting, or
    - (B) by Electronic Means in accordance with these Bylaws, or
    - (C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
  - (ii) a resolution that has been submitted to the Members and consented to in writing by at least 2/3 of the voting Members,
 

and an Ordinary Resolution approved by any one or more of these methods is effective as though passed at a General Meeting;
- (v) “**Past-President**” means a Person in the office described in section 8.9;
- (w) “**Person**” means a natural person;
- (x) “**President**” means the Person elected to the office of president of the College in accordance with these Bylaws;
- (y) “**Proxy Holder**” means a Voting Member designated in accordance with these Bylaws to attend a General Meeting and to exercise voting rights on behalf of another Member;
- (z) “**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;
- (aa) “**Registrar**” means the Registrar of Companies of the Province of British Columbia;
- (bb) “**Secretary**” means the Person elected or appointed to the office of secretary of the College in accordance with these Bylaws;
- (cc) “**Society**” means the College;
- (dd) “**Societies Act**” means the *Societies Act*, S.B.C. 2015, c. 18, as amended from time to time, and includes any successor legislation thereto;

- (ee) **“Special Resolution”** means:
- (i) a resolution, of which the notice required by the *Societies Act* and these Bylaws has been provided, passed by the majority of votes required by the *Societies Act* cast in respect of the resolution by those Members entitled to vote:
    - (A) in person at a duly constituted General Meeting, or
    - (B) by Electronic Means in accordance with these Bylaws, or
    - (C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
  - (ii) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a General Meeting,
- and a Special Resolution approved by any one or more of these methods is effective as though passed at a General Meeting;
- (ff) **“Treasurer”** means the Person elected or appointed to the office of treasurer of the College in accordance with these Bylaws;
- (gg) **“Vice-President”** means the Person elected to the office of vice-president of the College in accordance with these Bylaws; and
- (hh) **“Voting Member”** means a Member in one of the following classes of membership:
- (i) Active member;
  - (ii) Affiliate specialist member;
  - (iii) Resident member;
  - (iv) Retired member;
  - (v) Senior member;
  - (vi) Sustaining member; and
  - (vii) Such other class of voting membership as may be subsequently established by the National College,
- and includes a Life member who was, immediately prior to receiving life membership, in one of the above classes.

## 1.2 **Societies Act Definitions**

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



### 1.3 **Plural and Singular Forms**

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

## 2. **RELATIONSHIP WITH NATIONAL COLLEGE**

### 2.1 **Relationship**

The College is a chapter of the National College. Except where required to comply with the *Societies Act* or applicable laws, the College will comply with the bylaws, regulations and policies of the National College.

### 2.2 **Code of Ethics**

The code of ethics of the Canadian Medical Association shall be adopted as the code of ethics for the College.

### 2.3 **Equity and Diversity**

The College, the Board, its committees, and employees shall act in accordance with the National College's policies on equity and diversity.

### 2.4 **Paramountcy of National College Bylaws**

Except where required to comply with the *Societies Act* or applicable laws, no provision of these Bylaws shall be contrary to the articles or bylaws of the National College. In the event of an inconsistency, discrepancy, ambiguity or conflict between these Bylaws and the bylaws of the National College, then the bylaws of the National College shall be paramount and take precedence over these Bylaws to the extent of the inconsistency, discrepancy, ambiguity or conflict, except as may be required or permitted by the *Societies Act* or applicable laws.

### 2.5 **Conflict with College of Physicians and Surgeons**

Except where required to comply with the *Societies Act* or applicable laws, any application of these Bylaws which would conflict with the statutes, regulations or rules of the College of Physicians and Surgeons of British Columbia shall be deemed to be void and of no effect to the extent of the conflict.

## 3. **MEMBERSHIP**

### 3.1 **Admission to Membership**

Membership in the College is voluntary. Membership in the College will be restricted to those Persons who are Members in good standing on the date these Bylaws come into force and those eligible Persons who subsequently become Members in accordance with these Bylaws.

### 3.2 **Classes and Special Designations of Membership**

The College shall have the same classes of voting and non-voting membership as are established by the National College from time to time, namely:

- (a) Active;
- (b) Affiliate specialist;
- (c) Associate;
- (d) Honorary;
- (e) Life;
- (f) Public;
- (g) Resident;
- (h) Retired;
- (i) Senior;
- (j) Student;
- (k) Sustaining; and
- (l) such other classes of membership as may be subsequently established by the National College from time to time.

The eligibility criteria for all classes of membership within the College shall be as set out in the bylaws of the National College from time to time.

The College shall recognize and uphold the special designations of membership established by the National College from time to time.

### 3.3 **Determination of Membership**

A Person who:

- (a) is a member in good standing of the National College; and
- (b) is resident or licensed to practice medicine in British Columbia during a Membership Year,

is a Member, and such Member shall hold the same class of membership and special designations, if any, within the College as is conferred by the National College from time to time.

Notwithstanding the foregoing, a member of the National College who is an Affiliate Specialist Member, an Associate Member, an Honorary Member or a Public Member may choose whether he or she wishes to be a Member (in the same class) of the College.

### 3.4 **Becoming a Member**

An eligible Person shall become a Member when all of the following have been completed:

- (a) the candidate has applied to and has been granted membership in good standing in the National College in accordance with its bylaws;
- (b) the candidate has provided all required information and paid applicable Membership Dues to the College; and

- (c) The College has registered the Person as a Member on its registry of Members.

### **3.5 Membership not Transferable**

Membership in the College is not transferable by a Member to any other Person or entity.

### **3.6 Re-Designation of Class of Membership**

If the class of membership or special designation of a Member changes within the National College, the College will, on receiving notification from the National College, revise its registry of Members accordingly.

### **3.7 Term of Membership**

Once accepted as a Member, a Person continues as a Member until:

- (a) the conclusion of the current Membership Year, unless membership is renewed in accordance with these Bylaws; or
- (b) membership otherwise ceases in accordance with these Bylaws.

### **3.8 Renewal of Membership**

A Member may apply for renewal of his or her membership in such form and manner as may be determined by the National College from time to time.

A renewal of membership must be accompanied with applicable Membership Dues.

### **3.9 Reapplication for Membership**

A Member whose membership has expired or otherwise ceased other than by expulsion may re-apply for membership after its expiry in accordance with section 3.4.

A Person who was expelled from membership may, unless prohibited by the terms of the expulsion, re-apply for membership in accordance with the terms of the expulsion resolution, provided that if the expulsion resolution provided no restrictions related to reapplication, the Person may reapply for membership after one (1) year from the date of expulsion.

Re-applications are subject to the approval by Board Resolution.

### **3.10 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 Executive Director or to the Address of the College and the effective date of the resignation stated thereon; or
- (b) upon ceasing to be a member of the National College, as determined in accordance with its bylaws;
- (c) upon the revocation of his or her membership; or

(d) upon his or her death.

#### **4. RIGHTS AND OBLIGATIONS OF MEMBERSHIP**

##### **4.1 Rights and Obligations Generally**

A Member in good standing of a particular class of membership will have all the rights and obligations of that class, as set out in this part.

##### **4.2 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 College adopted by the Board from time to time;
- (b) uphold the purposes and comply with the bylaws and policies of the National College;
- (c) abide by the College's code of ethics for Members; and
- (d) further and not hinder the purposes, aims and objects of the College and the National College.

##### **4.3 Annual Membership Dues**

The Board will, by Board Resolution from time to time, determine the annual membership dues payable by Active Members to the College and in the absence of such determination by the Board, annual membership dues payable to the College will be deemed to continue from the previous year unchanged.

Annual membership dues for all other classes of membership within the College shall be calculated with reference to the annual membership dues for Active Members, in the manner established by the National College.

##### **4.4 Other Membership Fees**

The Board may, by Board Resolution, determine such other Membership Fees from time to time as may be necessary to support the purposes and activities of the College. The Board may, by Board Resolution, determine that any Membership Fees may be pro-rated in certain circumstances.

##### **4.5 Standing of Members**

All Members are deemed to be in good standing except:

- (a) a Member who has failed to pay applicable Membership Dues payable to the College when due and owing and such Member is not in good standing so long as such amount remains unpaid;
- (b) a Member who is not in good standing with the National College; and
- (c) a Member who has been suspended by the College or by the National College.

#### 4.6 Specific Rights of Membership Classes

A Member in good standing of a particular class of membership will have the rights of membership set out below:

(a) Active Member

- (i) receive notice of and attend all General Meetings;
- (ii) make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (iii) exercise a vote on matters for determination at General Meetings;
- (iv) nominate for election as a Director;
- (v) be nominated to stand for election as a Director or elected officer of the College;
- (vi) serve on committees as a member or chair;
- (vii) use and append the special designation "MCFP" to his or her name; and
- (viii) participate in such programs and receive such services of the College in accordance with such criteria as may be determined by the Board.

(b) Affiliate Specialist Member

- (i) receive notice of and attend all General Meetings;
- (ii) make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (iii) exercise a vote on matters for determination at General Meetings;
- (iv) nominate for election as a Director;
- (v) serve on committees as a member or chair;
- (vi) use and append the special designation "MCFP" to his or her name; and
- (vii) participate in such programs and receive such services of the College in accordance with such criteria as may be determined by the Board.

(c) Associate Member

- (i) is exempt from fulfilling the continuing professional development requirements established by the National College;
- (ii) receive notice of and attend all General Meetings;
- (iii) speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (iv) serve on committees as a member or chair; and

- (v) participate in such programs and receive such services of the College in accordance with such criteria as may be determined by the Board.
- (d) Honorary Member
- (i) is exempt from the payment of Membership Dues payable to the College and from annual membership fees payable to the National College;
  - (ii) is exempt from fulfilling the continuing professional development requirements established by the National College;
  - (iii) receive notice of and attend all General Meetings;
  - (iv) speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
  - (v) serve on committees as a member or chair; and
  - (vi) participate in such programs and receive such services of the College in accordance with such criteria as may be determined by the Board.
- (e) Life Member
- (i) is exempt from the payment of Membership Dues payable to the College and from annual membership fees payable to the National College;
  - (ii) use and append the special designation “LM” to his or her name;
  - (iii) such other membership rights as he or she enjoyed in the class of membership immediately prior to becoming a life member; and
  - (iv) participate in such programs and receive such services of the College in accordance with such criteria as may be determined by the Board.
- (f) Public Member
- (i) is exempt from the payment of Membership Dues payable to the College and from annual membership fees payable to the National College;
  - (ii) is exempt from fulfilling the continuing professional development requirements established by the National College;
  - (iii) receive notice of and attend all General Meetings;
  - (iv) speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
  - (v) serve on committees as a member or chair; and
  - (vi) participate in such programs and receive such services of the College in accordance with such criteria as may be determined by the Board.
- (g) Resident Member
- (i) is exempt from fulfilling the continuing professional development requirements established by the National College;

- (ii) receive notice of and attend all General Meetings;
  - (iii) make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
  - (iv) exercise a vote on matters for determination at General Meetings;
  - (v) serve on committees as a member or chair; and
  - (vi) participate in such programs and receive such services of the College in accordance with such criteria as may be determined by the Board.
- (h) Retired Member
- (i) is exempt from the payment of Membership Dues payable to the College and from annual membership fees payable to the National College;
  - (ii) is exempt from fulfilling the continuing professional development requirements established by the National College;
  - (iii) receive notice of and attend all General Meetings;
  - (iv) make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
  - (v) exercise a vote on matters for determination at General Meetings;
  - (vi) continue to use and append such designatory letters to his or her name as he or she held prior to becoming a retired member; and
  - (vii) serve on committees as a member or chair; and
  - (viii) participate in such programs and receive such services of the College in accordance with such criteria as may be determined by the Board.
- (i) Senior Member
- (i) receive notice of and attend all General Meetings;
  - (ii) make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
  - (iii) exercise a vote on matters for determination at General Meetings;
  - (iv) nominate for election as a Director;
  - (v) be nominated to stand for election as a Director or elected officer of the College;
  - (vi) serve on committees as a member or chair;
  - (vii) use and append the special designation "MCFP" to his or her name; and

(viii) participate in such programs and receive such services of the College in accordance with such criteria as may be determined by the Board.

(j) Student Member

- (i) is exempt from fulfilling the continuing professional development requirements established by the National College;
- (ii) receive notice of and attend all General Meetings;
- (iii) speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (iv) serve on committees as a member or chair; and
- (v) participate in such programs and receive such services of the College in accordance with such criteria as may be determined by the Board.

(k) Sustaining Member

- (i) receive notice of and attend all General Meetings;
- (ii) make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (iii) exercise a vote on matters for determination at General Meetings;
- (iv) serve on committees as member or chair; and
- (v) participate in such programs and receive such services of the College in accordance with such criteria as may be determined by the Board.

#### 4.7 **Suspension or Expulsion of Member**

Following an appropriate investigation into, or review of, a Member's conduct or actions, the Board may, by Board Resolution, suspend, expel or otherwise discipline a Member for conduct which, in the reasonable opinion of the Board:

- (a) is improper or unbecoming for a Member;
- (b) is contrary to section 4.2; or
- (c) is likely to endanger the reputation or hinder the interests of the College.

Notice of a Board Resolution to expel, suspend or discipline a Member will be accompanied by a brief statement of the reasons for the disciplinary action and a copy of the notice will be provided to the Member who is the subject of discipline.

The Member who is the subject of the proposed expulsion, suspension or discipline will be provided an opportunity to respond to the statement of reasons at or before the time the Board Resolution is considered.

Following investigation and consideration, the Board may determine the appropriate discipline in the circumstances, which may include, but is not limited to, suspension or expulsion. If



suspension is determined, the Board will specify the length of the suspension. If expulsion is determined, the Board may specify what restrictions, if any, exist in relation to re-application for membership.

The Board may establish additional policies and procedures in relation to disciplinary matters and investigations.

## **5. MEETINGS OF MEMBERS**

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

The General Meetings of the College will be held at such time and place, in accordance with the *Societies Act*, as the Board decides.

### **5.2 Annual General Meetings**

An annual general meeting of the College will be held at least once in every calendar year and in accordance with the *Societies Act*.

### **5.3 Extraordinary General Meeting**

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

### **5.4 Calling of Extraordinary General Meeting**

The Board may, whenever it thinks fit, convene an extraordinary general meeting. The Board will convene an extraordinary general meeting on receiving a requisition signed by not less than 10% of the total number of Voting Members in accordance with the *Societies Act*.

### **5.5 Notice of General Meeting**

The College shall provide notice of a General Meeting:

- (a) by sending notice in writing by one of the means set out in section 19.2 to all Members not less than fourteen (14) days and not more than sixty (60) days prior to the date of the General Meeting; or
- (b) provided that the College has more than two-hundred and fifty (250) Members on the date notice is sent:
  - (i) by sending notice of the meeting to every member of the College who has provided an e-mail address to the College, by e-mail to that e-mail address; and
  - (ii) by posting notice of the meeting on the College's website for Members throughout the period commencing at least twenty-one (21) days before the date of the General Meeting and ending on the date the General Meeting is held.

## 5.6 Contents of Notice

Notice of a General Meeting will specify the place, the day and the time of the meeting and the business to be transacted at the meeting. Notice will include the text of any special resolutions to be considered at the General Meeting to which it relates.

If the Board has determined to hold a General Meeting to include participation by Electronic Means, the notice of that meeting must inform Members that they may participate by Electronic Means and provide instructions on how this may be done.

## 5.7 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 General Meeting.

# 6. PROCEEDINGS AT GENERAL MEETINGS

## 6.1 Business required at AGM

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

- (a) the adoption of an agenda;
- (b) the adoption of rules of order;
- (c) the approval of the minutes of the previous General Meeting;
- (d) consideration of the report of the Directors;
- (e) consideration of the financial statements and the report of the auditor thereon, if any;
- (f) the appointment of the auditor, or waiver of such appointment;
- (g) the election of Directors;
- (h) such other business that, under these Bylaws, the bylaws of the National College, 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.

## 6.2 Participation in General Meetings

The Board may determine, in its discretion, to hold any General Meeting in whole or in part by Electronic Means, so as to allow some or all Members to participate in the meeting remotely.

Where a General Meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

Persons participating by permitted Electronic Means are deemed to be present at the General Meeting.

### **6.3 Attendance at General Meetings**

In addition to Members, Directors and the College's auditor, a representative of the National College, is entitled to attend a General Meeting as an observer. The Board may also invite any other Person or Persons to attend a General Meeting as observers and guests. All observers and guests may only address the assembly at the invitation of the Person presiding as chair, or by Ordinary Resolution.

### **6.4 Requirement of Quorum**

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

### **6.5 Quorum**

A quorum at a General Meeting is twenty (20) Voting Members in good standing on the date of the meeting.

### **6.6 Lack of Quorum**

If within two (2) hours 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 following week, on the same day of the week, to be held commencing at 5:00 p.m. at the Address of the College, 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.

### **6.7 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.

### **6.8 Chair**

The President (or, in the absence or inability of the President, the Vice-President, and in the absence or inability of the President and Vice-President, the Past-President) will, subject to a Board Resolution appointing another Person, preside as chair at all General Meetings.

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

## 6.9 **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.

## 6.10 **Chair to Determine Procedure**

In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a General Meeting, the person presiding as chair will have the authority to interpret and apply such rules of order as the meeting has adopted and determine matters in accordance with those rules, as well as the *Societies Act* and these Bylaws.

## 6.11 **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.

## 6.12 **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.

# 7. **VOTING BY MEMBERS**

## 7.1 **Ordinary Resolution Sufficient**

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

## 7.2 **Entitlement to Vote**

Each Voting Member in good standing is entitled to one (1) vote on matters arising for decision at a General Meeting or otherwise by vote of the Members.

No other Person, including an associate Member, honorary Member, public Member or student Member, or entity, is entitled to a vote at a General Meeting or otherwise.

## 7.3 **Registration of Voting Members**

Every Member attending a General Meeting must register their attendance, as well as any proxies provided to him or her as Proxy Holder, prior to the call to order for the meeting in such manner as may be established by the Board from time to time.

#### **7.4 Voting Mechanisms**

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

- (a) by show of hands or voting cards;
- (b) by written ballot; or
- (c) by vote conducted by Electronic Means.

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

#### **7.5 Voting by Chair**

If the person presiding as chair of a General Meeting is a Voting Member, then he or she may, in his or her sole discretion, cast a vote on any motion or resolution under consideration at the same time as voting occurs by all Voting Members. A person presiding as chair who is not a voting Member has no vote.

The person presiding as chair of a General Meeting does not have a second or a casting vote in the event of a tie and a motion or resolution that is tied is defeated.

#### **7.6 Announcement of Results of Vote**

Votes cast at or shortly prior to a General Meeting by any of the permitted mechanisms will be counted by scrutineers appointed by the Board and the result of the vote will be announced to Members at the General Meeting to which the vote relates.

Upon a vote by show of hands or voting cards, a declaration by the person presiding as chair that a motion or resolution has been carried or defeated will be sufficient evidence of that fact, provided that, on request of any three (3) voting Members, a counted vote will be conducted.

Votes cast by Members at other times, including a vote for the election of Directors other than at the annual general meeting, will be announced to Members by communication or notice sent from the Board. In the case of an election vote, the College may inform the candidates after voting has closed, but before notice to membership generally.

#### **7.7 Voting by Proxy**

Proxy voting is permitted at General Meetings, subject to these Bylaws and in accordance with the following rules:

- (a) a Voting Member may, by form of proxy, appoint another Voting Member to be his or her Proxy Holder and to attend and act at a General Meeting of the College on his or her behalf;
- (b) a form of proxy appointing a Proxy Holder must:
  - (i) be in a form approved by the Board; and
  - (ii) be signed and dated by the Member granting the proxy,
 or it is void and of no effect;
- (c) a form of proxy must state the specific General Meeting at which the Proxy Holder is authorized to act on behalf of the Member, provided that if a form of proxy does not state the General Meeting at which it is to have effect, the authority of the Proxy Holder is deemed to be for the next General Meeting held on or after the date indicated on the form of proxy; and
- (d) a Voting Member may not be Proxy Holder for more than two (2) other Voting Members at any given General Meeting. In the event that a situation arises where a Person is appointed as Proxy Holder for more than two (2) other Voting Members, all forms of proxy held by that Proxy Holder are deemed to be void and of no effect.

## **8. DIRECTORS**

### **8.1 Management of Property and Affairs**

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

### **8.2 Composition of Board**

The Board will be composed of between nine (9) and thirteen (13) Directors, which specific number may be determined by Board Resolution from time to time, each of whom will be elected by the Voting Members in good standing or appointed in accordance with these Bylaws.

To the extent possible, the Board will strive to be composed of Directors that reflect the diversity of its membership.

### **8.3 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.

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

Every Director will:

- (a) act honestly and in good faith with a view to the best interests of the College;
- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;

- (c) act in accordance with the *Societies Act* and the regulations thereunder; and
- (d) subject to sections 8.4(a) to 8.4(c) , act in accordance with these Bylaws.

Without limiting sections 8.4(a) to 8.4(d), a Director, when exercising the powers and performing the functions of a Director, must act with a view to the purposes of the College.

### 8.5 **Qualifications of Directors**

A Person must be an active Member or a senior Member in order to be nominated, elected or appointed to serve as a Director.

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

- (a) is less than 19 years of age;
- (b) has been found by any court, in Canada or elsewhere, to be incapable of managing his or her own affairs;
- (c) is an undischarged bankrupt; or
- (d) has been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, all in accordance with the *Societies Act*.

### 8.6 **Transition of Directors' Terms**

Each Person who is a Director on the date these Bylaws become effective will continue as a Director for a term, not to exceed three (3) years, to be subsequently determined by Board Resolution, unless sooner ceasing in accordance with these Bylaws.

Any previous terms served by Directors prior to these Bylaws being approved are not counted towards the term limits set out below.

At the next annual general meeting, the College will elect a number of Directors equal to the number of any vacated positions plus any additional positions established by the Board prior to the election in accordance with these Bylaws.

### 8.7 **Term of Office**

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

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

### **8.8 Consecutive Terms and Term Limits**

Directors may be elected for up to nine (9) consecutive years, by any combination of terms. A Person who has served as a Director for nine (9) consecutive years may not be re-elected for at least one (1) year following the expiry of his or her latest term, provided that the Board may, by Board Resolution, extend the term of a Director for an additional one (1) year where that Director will serve as one of the Executive Officers in the coming year.

### **8.9 Past-President**

The Person who was the President immediately prior to the current President shall, if he or she consents to continue as a Director, be the Past-President and the term of office as Director for a Past-President is deemed to be extended until a new Past-President arises, to a maximum of two (2) years.

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

Notwithstanding the foregoing, every Director serving a term of office will retire from office at the close of the annual general meeting in the year in which his or her term expires; but if no successor is elected and the result is that the number of Directors would fall below nine (9), the Person or Persons previously elected as Directors may, if they consent, continue to hold office until such time as successor Directors are elected.

### **8.11 Appointment to fill Vacancy**

If a Director ceases to hold office before the expiry of his or her term, or if the number of Directors determined by the Board in accordance with these Bylaws is not elected, the Board, by Board Resolution, may appoint an active Member or senior Member in good standing and qualified in accordance with section 8.4 to fill the resulting vacancy.

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

The period of time served by an appointed replacement Director does not count toward the term limits set out in section 8.8.

### **8.12 Removal of Director**

A Director may be removed before the expiration of his or her term of office by either of the following methods:

- (a) Special Resolution; or
- (b) Board Resolution.

If by Special Resolution, the Members may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term of office.



If by Board Resolution, the director proposed for removal has a conflict of interest and may not vote on the Board Resolution, but is entitled to not less than seven (7) days' advance notice in writing of the proposed Board Resolution and to address the Board prior to the vote on the resolution."

### **8.13 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 Address of the College 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 qualified pursuant to section 8.4; or
- (d) upon his or her removal; or
- (e) upon his or her death.

## **9. NOMINATION AND ELECTION OF DIRECTORS**

### **9.1 Nominations of Directors**

Nominations for election as a Director must be made in accordance with the applicable provisions of these Bylaws, including this section, and such policies and procedures as are established by the Board from time to time, provided that such policies or procedures do not conflict with these Bylaws.

All nominations are subject to the following rules:

- (a) A nomination must be made in writing, in a form established by the College.
- (b) A nomination must be signed by two (2) or more active, affiliate specialist, or senior Members, each of whom is in good standing at the time the nomination is submitted.
- (c) A Member may not nominate him or herself.
- (d) Active, affiliate specialist and senior Members may nominate for any available Director position.
- (e) A nominee must be in good standing to accept nomination and must remain in good standing in order to stand for election.
- (f) Nominations must be submitted in advance of an election, in accordance with such deadlines as may be established by policy. Nominations will not be permitted from the floor at a General Meeting.

## 9.2 Election Generally

Directors, other than the Past President, will be elected once annually, by acclamation or by vote of the Voting Members, in accordance with the applicable provisions of these Bylaws and such election policies and procedures as are established by the Board from time to time.

To the extent possible, approximately one-third of Director positions will become vacant for election in each year.

## 9.3 Election at Annual General Meeting

Election of Directors will normally take place at, or prior to, the annual general meeting and Directors so elected will take office commencing at the close of such meeting.

## 9.4 Election by Acclamation

In elections where the number of eligible candidates at the close of the nomination period is equal to or less than the number of positions for Directors that will become vacant at the close of the next annual general meeting, then the nominated candidates are deemed to be elected by acclamation and no vote will be required. Results of an election by acclamation will be announced to all Members at the annual general meeting.

## 9.5 Election by Secret Ballot

In elections where there are more candidates than vacant positions for Directors at the close of the nomination period, election will be by secret ballot and the following rules shall apply:

- (a) The secret ballot may be conducted by written ballot or Electronic Means, either at or prior to the annual general meeting, all at the discretion of the Board.
- (b) Ballots shall be sent or otherwise made accessible to all Voting Members in good standing, and only to those Persons.
- (c) Each ballot shall include the name of each eligible candidate for election and the number of vacancies to be filled.
- (d) No Member will vote for more Directors than the number of vacant positions. Any ballot on which more names are voted for than there are vacant positions will be deemed to be void.
- (e) Ballots will be counted following the close of the election period by scrutineers appointed by the Board.
- (f) Candidates will be deemed to be elected in order of those candidates receiving the most votes.
- (g) In the event of a tie between two or more eligible candidates for the final vacant position, the scrutineers will place one ballot marked for each tied candidate into a suitable container and the Executive Director shall draw one ballot from the container at random, which candidate selected will be elected to the final vacant position.

- (h) The results of an election by secret ballot will be announced to all Members following the counting of the ballots. Results of an election may be disclosed to candidates prior to general announcement.

## 9.6 Nomination and Election Policies

The Board may establish, by Board Resolution from time to time, such additional policies and procedures related to the nomination and election of Directors as it determines are necessary or prudent for the College, provided that no such policy and procedure is valid to the extent that it is contrary to the *Societies Act* or these Bylaws.

## 10. POWERS AND RESPONSIBILITIES OF THE BOARD

### 10.1 Powers of Board

The Board may exercise all such powers and do all such acts and things as the College 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 College; and
- (b) these Bylaws and the Constitution.

### 10.2 Head Office

The head office of the College shall be located within the province of British Columbia as decided by the Board and approved by the Members. **[▼NTD: We recommend that after the required moving of this provision from the constitution to the bylaws on transition, it be subsequently deleted in its entirety as unnecessary.]**

### 10.3 Financial Powers

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 College. The Board will also have the power to enter into trust arrangements or contracts on behalf of the College in furtherance of the purposes of the College.

### 10.4 Policies and Procedures

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

### 10.5 Executive Director

The Board will engage the Executive Director and will be responsible to evaluate the Executive Director's performance from time to time.

## 10.6 Remuneration of Directors

Directors may receive remuneration for acting as a Director in accordance with policies established by the Board.

## 10.7 Reimbursement of Expenses

A Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the College, provided that all claims for reimbursement are in accordance with established policies.

## 10.8 Investment of Property and Standard of Care

If the Board is required to invest funds on behalf of the College, the Board may invest the property of the College 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 College. The Board may establish further policies related to the investment of the College's funds and property, provided that such policies are not contrary to the *Societies Act* or these Bylaws.

## 10.9 Investment Advice

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

## 10.10 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 College's property that a prudent investor might delegate in accordance with ordinary business practice.

# 11. PROCEEDINGS OF THE BOARD

## 11.1 Board Meetings

The Board shall hold a meeting not less than four (4) times per calendar year.

Meetings of the Board may be held at any time and place determined by the Board, and may include regularly scheduled meetings or ad hoc meetings, as may be necessary.

## 11.2 Regular Meetings

The Board may determine to hold one or more regularly scheduled meetings to take place at dates and times pre-determined by the Board. Once the schedule for regular meetings is determined and notice given to all Directors, no further notice of those meetings is required to be provided to a Director unless:

- (a) that Director was not in office at the time notice of regular meetings was provided; or
- (b) the date, time or place of a regular meeting has been altered.

### **11.3 Ad Hoc Meetings**

The Board will hold an ad hoc meeting in any of the following circumstances:

- (a) at the call of the President;
- (b) by request of the Executive Director; or
- (c) by request of any two (2) or more Directors.

### **11.4 Notice of Board Meetings**

At least two (2) days' notice will be sent to each Director of:

- (a) an ad hoc board meeting; or
- (b) a change in a regular board for which previous notice was provided.

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 Executive Director.

For the purposes of the first meeting of the Board held immediately following the election of a Director or Directors conducted at a 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. However if an election is conducted separate from a General Meeting, notice of the first meeting of the Board will be provided to all Persons who will be Directors in office on the date of such meeting.

### **11.5 Attendance at Board Meetings**

Every Director is entitled to attend each meeting of the Board. The Executive Director is also entitled to attend meetings of the Board as a non-voting advisor, provided that the President may require that the Executive Director absent themselves from a meeting of the Board or portion thereof.

No other Person is entitled to attend meetings of the Board, but the Board may invite any Person to attend one or more meetings of the Board as non-voting advisors, observers or guests.

### **11.6 Participation by Electronic Means**

The Board may determine, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means, so as to allow some or all parties to participate in the meeting remotely.

Where a meeting of the Board is conducted by Electronic Means, the College must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting.

### 11.7 Quorum

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

### 11.8 Director Conflict of Interest

A Director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the College, or a matter for consideration by the Directors:

- (a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
- (b) will disclose fully and promptly the nature and extent of his or her interest in the contract, transaction or matter;
- (c) is not entitled to vote on the contract, transaction or matter;
- (d) will absent him or herself from the meeting or portion thereof:
  - (i) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information;
  - and
  - (ii) in any case, during the vote on the contract, transaction or matter;
  - and
- (e) refrain from any action intended to influence the discussion or vote.

The Board may establish further policies governing conflicts of interest of Directors and others, provided that such policies must not contradict the *Societies Act* or these Bylaws.”

### 11.9 Chair of Meetings

The President (or, in the absence or inability of the President, the Vice-President, and in the absence or inability of the President and Vice-President, the Past-President, if any) will, subject to a Board Resolution appointing another Person, preside as chair at all meetings of the Board.

If at any meeting of the Board the President, Vice-President, Past-President, if any, and such alternate Person appointed by a Board Resolution, if any, are not present within 15 minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Directors present may choose one of their number to chair that meeting.

### 11.10 **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.

### 11.11 **Chair to Determine Procedure**

In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a meeting of the Board, the person presiding as chair will have the authority to interpret and apply such rules of order as the meeting has adopted and determine matters in accordance with those rules, as well as the *Societies Act* and these Bylaws.

### 11.12 **Motions by Directors**

A Director may propose a motion for consideration at a meeting of the Board. Where possible, motions should be provided in writing to the President and Executive Director prior to notice of that meeting.

### 11.13 **Minutes of Board Meetings**

The Secretary or such other Person designated shall ensure that minutes are taken for all meetings of the Board.

## 12. **DECISION MAKING AT BOARD MEETINGS**

### 12.1 **Passing Resolutions and Motions**

Any issue at a meeting of the Board which is not required by the *Societies Act*, these Bylaws or such rules of order as may apply to be decided by a resolution requiring more than a simple majority will be decided by Board Resolution.

### 12.2 **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.

### 12.3 **Entitlement to Vote**

Subject to section 11.8, each Director is entitled to one (1) vote on all matters at a meeting of Board. No other Person is entitled to a vote on a matter for consideration at a meeting of the Board.

## 12.4 Procedure for Voting

Except where expressly provided for in these Bylaws, voting on matters at a meeting of the Board may occur by any one or more of the following mechanisms, in the discretion of the President:

- (a) by show of hands;
- (b) by written ballot;
- (c) by roll call vote; or
- (d) by Electronic Means.

On the request of any one (1) or more Directors, a vote will be conducted by written ballot or other means whereby the tallied votes can be presented anonymously, in such a way as to be impossible for the assembly to identify how a given Director voted.

## 13. EXECUTIVE OFFICERS

### 13.1 Officers

The officers of the College are the Executive Officers, being the President, Vice-President, Past-President, Secretary and Treasurer, together with such other offices, if any, as the Board, in its discretion, may create.

The President, Vice-President and Past-President must be Directors.

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

### 13.2 Election of Officers

At the first meeting of the Board held following an annual general meeting, the Board will elect or otherwise appoint the officers. Officers will hold office until the first meeting of the Board held after the next following annual general meeting.

### 13.3 Term of Officer

The term of office for each officer will be one (1) year, commencing on the date the Director is elected as an officer in accordance with section 13.2 and continuing until the first meeting of the Board held after the next following annual general meeting. A Director may be elected as an officer for consecutive terms.

### 13.4 Removal of Officers

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



### **13.5 Replacement**

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

### **13.6 Remuneration of Officers**

Officers (with the exception of the Executive Director) may receive remuneration for fulfilling their offices in accordance with policies established by the Board, provided that all policies outlining the remuneration of officers, and any changes to such policies, must be approved by Ordinary Resolution before coming into effect.

## **14. DUTIES OF OFFICERS AND POSITIONS**

### **14.1 Duties of President**

The President shall be the principal officer of the College and shall supervise the other officers and the Board in the execution of their duties. The President shall normally preside at all General Meetings and meetings of the Board. The President may speak as authorized by the Board on behalf of the Board or the College.

The President is, ex officio, a member of every committee and task force of the College, but is not required to attend every meeting of those committees and taskforces.

### **14.2 Duties of Vice-President**

The Vice-President shall assist the President in the performance of his or her duties and shall, in the absence of the President, perform those duties. The Vice-President shall also perform such additional duties as may be assigned by the Board or the President.

Where expressly authorized by the President or the Board, the Vice-President may appear, speak and act on behalf of the President, the Board or the College.

### **14.3 Duties of Past-President**

The Past-President shall assist the President in the performance of his or her duties and shall, in the absence of the President and Vice-President, perform those duties. The Past-President shall also perform such additional duties as may be assigned by the Board or the President.

### **14.4 Duties of Secretary**

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

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

#### **14.5 Duties of Treasurer**

The Treasurer shall 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.

#### **14.6 Duties of Executive Director**

The Executive Director, subject to the authority of the Board, shall have general supervision of the administration and the activities of the College.

Without limiting the generality of the foregoing, and subject at all times to the discretion of the Board, the Executive Director shall:

- (a) be a designated spokesperson for the College;
- (b) attend meetings of the Executive Officers and of the Board, and regularly report to the Executive Officers and to the Board on all matters relevant to the administration of the College;
- (c) represent the College in its dealings with other organizations;
- (d) be responsible for the employment, supervision and management of all personnel of the College;
- (e) carry out such other duties as may be assigned by the Board.

#### **14.7 Absence of Secretary at Meeting**

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

#### **14.8 Combination of Offices of Secretary and Treasurer**

The offices of Secretary and Treasurer may be held by one Person who will be known as the Secretary-Treasurer.

### **15. COMMITTEES**

#### **15.1 Creation and Delegation to Committees**

The Board may create such standing and special committees (or taskforces) 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.

## 15.2 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.

## 15.3 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.

## 15.4 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.

## 15.5 Executive Committee

The College will have an executive committee, composed of the President, Vice-President, Past-President, Secretary and Treasurer. The Executive Director will be a non-voting member of the executive committee. The duties and powers of the executive committee will be set out in terms of reference to be adopted by Board Resolution.

## 16. EXECUTION OF INSTRUMENTS

### 16.1 No Seal

The College may have a seal, however the seal shall not be required for the execution of documents on behalf of the College.

### 16.2 Execution of Instruments

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

- (a) by any two of the President, Vice-President and Executive Director;

- (b) by one of the President, Vice-President or Executive Director, together with one other director, or
- (c) in the event that the President, Vice-President and Executive Director are unable to provide a signature, by any two Executive Officers

and all contracts, documents and instruments in writing so signed will be binding upon the College 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 College either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

### **16.3 Signing Officers**

The Board will, from time to time by Board Resolution, appoint signing officers who shall be authorized to sign cheques and banking documents on behalf of the College.

## **17. FINANCIAL MATTERS AND BORROWING**

### **17.1 Use of Property and Income**

The income and property of the College shall be applied solely towards the promotion of its purposes.

### **17.2 Fiscal Year**

The fiscal year of the College may be determined by the Board from time to time.

### **17.3 Banking Arrangements.**

The banking business of the College shall be transacted with such banks; trust companies; or other financial institutions, as may from time to time be designated by the Executive Committee. Such banking business or any part thereof may be transacted under such agreements, instructions, and delegations of powers as the Board may from time to time determine.

### **17.4 Accounting Records**

The College shall maintain such financial and accounting records and books of account as are required by the *Societies Act* and applicable laws.

### **17.5 Borrowing Powers**

In order to carry out the purposes of the College, the Board may, on behalf of and in the name of the College, 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.

## 17.6 Restrictions on Borrowing Powers

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

## 18. AUDIT

### 18.1 When Audit Required

The College is not required to be audited. However, the College will conduct an audit or review of its annual financial statements if:

- (a) the Directors determine to conduct an audit or review engagement by Board Resolution; or
- (b) the voting Members require the appointment of an auditor by Ordinary Resolution,

in which case the College will appoint an external auditor with the qualifications described in section 42 of the *Societies Act* and will comply with the relevant provisions of the *Societies Act* and this Part.

### 18.2 Appointment of Auditor at Annual General Meeting

If the College determines to conduct an audit or review engagement, an 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 College no longer wishes to appoint an auditor.

### 18.3 Vacancy in Auditor

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

### 18.4 Removal of Auditor

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

### 18.5 Notice of Appointment

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

### 18.6 Restrictions on Appointment

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

### 18.7 Attendance at Annual General Meetings

The auditor, if any is appointed, may attend General Meetings.

## **19. NOTICES**

### **19.1 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;
- (b) the National College; and
- (c) the auditor, if any is appointed.

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

### **19.2 Method of Giving Notice**

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

### **19.3 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.

### **19.4 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.

## **20. MISCELLANEOUS**

### **20.1 Inspection of Records**

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

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

- (a) the Constitution and these Bylaws, and any amendments thereto;
- (b) the statement of directors and registered office of the Society;
- (c) minutes of any General Meeting, including the text of each resolution passed at the meeting;
- (d) resolutions of the Members in writing, if any;
- (e) annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;
- (f) the register of Directors;
- (g) the register of Members;
- (h) the Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;
- (i) copies of orders made by a court, tribunal or government body in respect of the Society;
- (j) the written consents of Directors to act as such; and
- (k) the disclosure of a Director or of the Executive Director regarding a conflict of interest.

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

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

## **20.2 Participation in Meetings**

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

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

## **20.3 Right to become Member of other Society**

The College 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 College's purposes.

## 20.4 Not a Reporting Society

Subject to an order of the Registrar pursuant to the *Societies Act* stating that the College is a “reporting society” as defined under the *Societies Act*, the College is not a “reporting society”.

## 21. INDEMNIFICATION

### 21.1 Indemnification of an Eligible Party

Subject to section 21.4 and the provisions of the *Societies Act*, an Eligible Party will be indemnified by the College against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Eligible Party, by reason of his or her holding or having held authority within the College:

- (a) is or may be joined as a party to such legal proceeding or investigative action; or
- (b) is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

### 21.2 Indemnification of an Eligible Party in a Subsidiary

Notwithstanding section 21.1, the College may, in its discretion, determine whether or not to indemnify an Eligible Party to the extent he or she is liable for or in respect of expenses by reason of holding or having held a position in a subsidiary, if any, of the College, which position is equivalent to the position of an Eligible Party in the College itself.

### 21.3 Advancement of Expenses

To the extent permitted by the *Societies Act* and subject to section 21.4, all costs, charges and expenses incurred by an Eligible Party with respect to any legal proceeding or investigative action may be advanced by the College prior to the final disposition thereof, in the discretion of the Board, and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the Eligible Party to repay such amount unless it is ultimately determined that the Eligible Party is entitled to indemnification hereunder.

### 21.4 Indemnification Prohibited

Notwithstanding sections 21.1 and 21.2, the College must not indemnify an Eligible Party against any costs, charges and expenses, including legal and other fees, incurred in connection with any legal proceeding or investigative action, if such Eligible Party:

- (a) has already been reimbursed for such expenses;
- (b) has been judged by a court, in Canada or elsewhere, or by another competent authority to have committed any fault or to have omitted to do anything that he or she ought to have done;



- (c) in relation to the subject matter of the legal proceeding or investigative action, did not act honestly and in good faith with a view to the best interests of the College or any subsidiary of the College; or
- (d) in the case of a legal proceeding other than a civil proceeding, did not have reasonable grounds for believing that his or her conduct, in respect of which the legal proceeding or investigative action was brought, was lawful.

#### **21.5 Indemnification not Invalidated by Non-Compliance**

The failure of an Eligible Party of the College to comply with the provisions of the *Societies Act*, or of the Constitution or these Bylaws, will not invalidate any indemnity to which he or she is entitled under this part.

#### **21.6 Approval of Court**

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

#### **21.7 Indemnification Deemed Term**

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

#### **21.8 Purchase of Insurance**

The College 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.

### **22. BYLAWS**

#### **22.1 Entitlement of Members to copy of Constitution and Bylaws**

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

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

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

#### **22.3 Prior Notice to National College**

The College shall provide any proposed changes or amendments to the Constitution or these Bylaws to the National College for its review and comment prior to being considered by the Members of the College.

#### **22.4 Effective Date of Alteration**

Any alteration to the Bylaws or Constitution will be take effect on the date notice of the alteration is filed with the Registrar in accordance with the Societies Act.