

**ASSOCIATION OF ANGLICAN DEACONS IN CANADA/
ASSOCIATION ANGLICANE DES DIACRES AU CANADA**

BY-LAWS

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ASSOCIATION OF ANGLICAN DEACONS IN CANADA /
ASSOCIATION ANGLICANE DES DIACRES AU CANADA

BY-LAWS

By-laws relating generally to the conduct of the affairs of the Association of Anglican Deacons in Canada / Association Anglicane Des Diacres Au Canada.

PART 1 - INTERPRETATION

1.1 **Definitions**

In these by-laws and all other by-laws of the Society, unless the context otherwise requires:

- (a) “**Act**” means the British Columbia *Society Act* and any regulations made under the *Society Act*, as amended from time to time;
- (b) “**by-law**” or “**by-laws**” means any by-law or by-laws of the Society from time to time in force and effect;
- (c) “**Deacon**” means a person ordained as a deacon in the Anglican Church of Canada, or a person ordained deacon or commissioned as diaconal minister in other Christian denominations;
- (d) “**directors**” or “**board**” means the directors of the Society for the time being;
- (e) “**member**” or “**members**” means any person or entity that is an Individual Member, an Organizational Member, the Patron or an Other Member of the Society;
- (f) “**NAAD**” means the North American Association for the Diaconate or its successor organization; and
- (g) “**Society**” means Association of Anglican Deacons in Canada/Association Anglicane Des Diacres Au Canada.

1.2 **Society Act Definitions**

All words, which are used in these by-laws that are defined in the Act, shall have the meanings given to them in the Act unless the context or these by-laws requires otherwise.

1.3 **Other Definitions**

Any words defined elsewhere in these by-laws will have the meanings ascribed to them.

PART 2 - MEMBERSHIP CATEGORIES AND RIGHTS

2.1 Entitlement

The members of the Society shall be the applicants for the incorporation of the Society together with those persons who may from time to time be admitted to membership in accordance with these by-laws. The applicants for the incorporation shall be Individual Members of the Society until such time as their membership in the Society is terminated.

2.2 Membership Categories

The classes of membership in the Society are as follows:

- (a) **“Individual Member”** - an Individual Member shall be an individual whose application has been accepted by the board, has paid the dues from time to time due and owing by such member and is a member in good standing;
- (b) **“Organizational Member”** – an Organizational Member shall be a diocese or equivalent jurisdiction of the Anglican Church of Canada or other church of Canada in communion with the Anglican Church of Canada, an association of Deacons, a training institution, a theological college or other similar organization whose application has been accepted by the board, has paid the dues from time to time due and owing by such member and is a member in good standing;
- (c) **“Patron”** – the Patron shall be the Primate of the Anglican Church of Canada or, in his or her stead, one of the five Provincial Archbishops of the Anglican Church of Canada, whose application has been accepted by the board, has paid the dues from time to time due and owing by such member and is a member in good standing; and
- (d) **“Other Member”** - an Other Member shall be a person, organization, corporation, partnership, association or other entity that is not an Individual Member, an Organizational Member or the Patron whose application has been accepted by the board, has paid the dues and assessments from time to time due and owing by such member and is a member in good standing.

2.3 Restrictions on Number of Members

At any given time:

- (a) the number of Other Members shall not exceed the aggregate number of Individual Members, Organizational Members and the Patron; and
- (b) the Society shall have only one Patron.

2.4 Voting Rights

Each Individual Member, Organizational Member and Patron in good standing is entitled to one vote at any meeting of members. No Other Member may vote at any meeting of members.

2.5 Good Standing

A member in good standing shall be a member who has paid all dues and assessments owing by such member and who has not resigned, been suspended, or been expelled from membership in the Society.

PART 3 - ADMISSION TO MEMBERSHIP

3.1 Membership Application

Any applicant may apply to the Society for membership as an Individual Member, Organizational Member, Patron or an Other Member by completing and delivering a membership form to the Society. Any such applicant will become a member of the Society upon payment of the applicable membership dues and acceptance of the application by the board.

3.2 Membership Year

The membership year shall commence on January 1 and terminate on December 31 of each year.

3.3 Non-Transferable

The interest of a member in the Society is non-transferable.

3.4 Termination of Membership

Any member will cease to be a member of the Society:

- (a) **Resignation** - by delivering a written resignation signed by the member to the registered address of the Society. If a member resigns, then the member shall remain liable for payment to the Society of any dues or assessments which became payable by the member prior to such resignation;
- (b) **Death/Dissolution** - in the case of an individual, upon his or her death, and in the case of an organization, corporation or other entity, upon its dissolution;
- (c) **Expulsion** - upon being expelled in accordance with these by-laws; or
- (d) **Not in Good Standing** - if the member has not been in good standing for 4 consecutive months.

3.5 Termination/Suspension

The membership of any member in the Society will be terminated or suspended, as the case may be, if:

- (a) **Expulsion** - the members of the Society expel the member by a resolution passed by at least two-thirds of the votes cast at a meeting of members of which notice specifying the intention to pass such resolution has been given, provided that the member who is the subject of the proposed resolution is given a reasonable opportunity to be heard at the meeting before the resolution is put to a vote;
- (b) **Suspension (Dues)** - the board suspends the membership privileges of a member whose annual dues have not been paid within 4 months from the date due, such suspension to continue until such time as the dues are paid in full; and
- (c) **Suspension (Assessments)** - the board suspends the membership privileges of a member who has failed to pay any assessment imposed pursuant to by-laws 5.2 and 5.4, such suspension to continue until the unpaid assessment is paid in full.

3.6 Return of Dues/Assessments and Restoration

Any member who has ceased to be a member, been expelled or been suspended pursuant to by-law 3.5 shall not:

- (a) **Return of Dues/Assessments** - be entitled to the return of any dues or assessments that the member has paid to the Society; or
- (b) **Restoration of Membership** - be entitled to the restoration of the member's membership privileges until all arrears of dues and assessments are paid by the member to the Society and any requirements for restoration to membership, as may be established by the board, are met by the member.

3.7 Member to be Informed

The Secretary shall promptly inform a member of the termination of the member's membership or the suspension of the member's membership privileges and, if possible, the reason for the termination or suspension.

PART 4 - ALLOWANCES TO MEMBERS

4.1 Honoraria, Travel and Maintenance

The board of directors may determine, in its discretion, what honoraria, travel and maintenance allowances the Society may pay to any of its members (or a representative of an Organizational Member or Other Member), including without limitation, any member (or representative of an Organizational Member or Other Member) who is a director or officer of the Society or serves on a committee established by the directors.

PART 5 - DUES AND ASSESSMENTS

5.1 Dues

The annual dues payable by the members shall be those fixed from time to time by the board for each class of membership.

5.2 Assessment

In addition to the dues described in by-law 5.1, the board may from time to time propose that an assessment become payable by Organizational Members and/or Other Members for any extraordinary expenditures which the board considers appropriate. To be effective, an assessment must be approved by a simple majority of the votes of those Organizational Members or Other Members, or both as the case may be, cast in respect of a resolution to approve such extraordinary expenditures.

5.3 Treasurer to Notify

The Treasurer shall notify each and every member, in writing, of the dues and assessments at any time payable by the member and to what the dues and assessments relate.

5.4 Payment

Each member shall pay the Society:

- (a) the dues fixed in accordance with by-law 5.1 by delivering the amount of the dues to the Treasurer within 30 days of the day of receipt by the member of the notice referred to in by-law 5.3;
- (b) the assessments approved in accordance with by-law 5.2 by delivering the amount of the assessment to the Treasurer within the time specified in the approved proposal, as indicated in the notice referred to in by-law 5.3;

and such dues and assessments shall constitute debts due from the members to the Society which are recoverable by action and are payable as of the due date thereof.

5.5 Waiver of Due/Assessments

The directors may, by resolution, waive the requirement for the payment of any dues or assessments due to the Society by any member because of hardship or extenuating circumstances.

PART 6 - MEETINGS OF MEMBERS

6.1 Annual Meeting

Subject to the provisions of the Act, the first annual meeting of the members shall be held not later than 15 months after the incorporation of the Society and the annual meeting shall subsequently be held:

- (a) once in every calendar year and not more than 15 months after the holding of the last preceding annual meeting; and
- (b) on such day in each year and at such time and place, within the Province of British Columbia, as the board may by resolution determine, provided that the members may by ordinary resolution, subject to the Act, authorize an annual meeting to be held outside of the Province of British Columbia.

6.2 Special Meeting

Special meetings of members may be convened on any day and at any time and place, within the Province of British Columbia, as is determined by the board. Subject to the provisions of the Act, the members may by ordinary resolution authorize a special meeting of members to be held outside of the Province of British Columbia.

6.3 Members May Initiate Special Meeting

A special meeting of the members shall be scheduled by the board upon receipt by the Society at its registered office of a written requisition which states the purpose of the special meeting and which is signed by at least 15 members who are entitled to vote and are in good standing. Upon receipt by the Society of the written requisition, the Secretary (or his or her nominee) shall notify the board of the written requisition and shall give written notice of the special meeting to each member at least 42 days before the date of the special meeting, such notice to be in accordance with by-law 15.1.

6.4 Notice of Annual Meeting

The Secretary (or his or her nominee) shall give written notice to each member of the annual meeting at least 30 days before the date of the annual meeting, such notice to be in accordance with by-law 15.1; provided always that a member may in any manner and at any time waive notice of a meeting of members, and attendance of a member at a meeting of members shall constitute a waiver of notice of the meeting except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

6.5 Waiver of Notice

The members may waive the Society's obligation to give notice of a meeting of members pursuant to by-law 6.4 by unanimous consent in writing.

6.6 Omission of Notice

The accidental omission to give notice of any meeting of members, any irregularity in the notice of any meeting of members or the non-receipt of any notice by any member or members or by the auditor of the Society (if any) shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

6.7 Entitlement to Attend Meetings

Only members and the auditor may attend meetings of members provided that the board of directors may invite non-members to attend meetings of members for specific business items.

PART 7 - PROCEEDINGS AT A MEMBERS' MEETINGS

7.1 Chair of the Meeting

The President of the Society shall be chair at any meeting of members. If the President is absent or unable to act as chair at a meeting of members, then the Vice-President of the Society shall be chair of the meeting of members. If the Vice-President is absent or is unable to act as chair at a meeting of members, then the members who are present and entitled to vote shall choose a director who is present and able to act as chair of the meeting and if no director is present and able to act or if all the directors present decline to take the chair then the members who are present and entitled to vote shall choose one of their number to act as chair of the meeting.

7.2 Adjournment

The chair of any meeting of members may, with the consent of a majority of the members present at the meeting of members and entitled to vote, adjourn the meeting from time to time to a fixed time and place and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting of members which might have been brought before or dealt with at the original meeting of members in accordance with the notice calling the meeting.

7.3 Quorum

A quorum at any meeting of members shall be 5 members in good standing and entitled to vote. No business shall be transacted at any meeting of members unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of members (or within 30 minutes after the time appointed for the meeting) then the members present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of by-laws 6.4 and 15.1 with regard to notice shall apply to such adjournment.

7.4 Minutes

Minutes of all meetings of members shall be kept by the Secretary (or his or her nominee) and signed by the chair of the meeting of members. The minutes may be inspected during office hours by any member of the Society at the registered office of the Society upon giving reasonable notice to the Secretary (or his or her nominee).

7.5 **Annual Meeting Agenda**

The agenda of the annual meeting shall include at least the following items:

- (a) approval of the minutes from the previous annual meeting and any special meetings held since the previous annual meeting;
- (b) report of the President;
- (c) report of the Treasurer, including presentation of the annual financial statements of the Society;
- (d) reports from committees appointed by the directors, if any;
- (e) election of directors;
- (f) appointment or waiver of auditor; and
- (g) other business, if any.

7.6 **Rules of Order**

The directors may, at any time, adopt such rules of order to govern the meetings of members as the directors may determine. Any such rules of order will be available for inspection during normal business hours at the registered office of the Society.

PART 8 - VOTING AT MEMBERS' MEETINGS

8.1 **Voting**

Unless provided otherwise in the Act or these by-laws:

- (a) every question submitted at a meeting of members shall be decided in the first instance by a show of hands by those in attendance and entitled to vote; and
- (b) in the case of an equality of votes, the chair of the meeting shall have a casting vote, but not in addition to the vote he or she may have as a member.

8.2 **Secret Ballot**

A secret ballot may be demanded by any member who is entitled to vote at the meeting of members either before or after any vote by show of hands. If at any meeting of members a secret ballot is demanded on the election of a chair or on the question of an adjournment, the secret ballot shall be taken forthwith without adjournment. If at any meeting of members a secret ballot is demanded on any other question or as to the election of directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or at an adjournment of that meeting as the chair of the meeting directs. The result of a secret ballot shall be deemed to be the resolution of the meeting at which the secret ballot was demanded. A demand for a secret ballot may be withdrawn.

8.3 Entitlement to Vote

No member shall be entitled to vote at any meeting of members unless the member is entitled to vote pursuant to the provisions of by-law 2.4.

8.4 Simple Majority

At all meetings of members every resolution put to the vote at a meeting of members shall, unless otherwise required by these by-laws or under the Act, be decided by a simple majority of the votes duly cast on the resolution.

8.5 Evidence that Resolution Carried

At any meeting of members, unless a secret ballot is demanded in accordance with by-law 8.2, a declaration by the chair of the meeting following a show of hands that a resolution has been carried unanimously, carried by a particular majority or not carried by a particular majority shall be conclusive evidence of the fact.

8.6 Entitlement to Vote by Proxy

All members of the Society shall be entitled to appoint a proxyholder to attend and vote at any annual or other meeting of the members of the Society or any adjournment of that meeting. A proxy shall be in writing, shall be deposited at the registered address of the Society prior to the meeting or deposited with the Secretary (or his or her nominee) at the meeting at which the person named in the proxy proposes to vote and shall be in the following form, or any other form that is approved by the directors:

ASSOCIATION OF ANGLICAN DEACONS IN CANADA / ASSOCIATION ANGLICANE DES DIACRES AU CANADA

The undersigned hereby appoints _____ of _____ or failing him or her _____ of _____ as proxyholder for the undersigned to attend at and vote for and on behalf of the undersigned at the meeting of the Association of Anglican Deacons in Canada / Association Anglicane des Diacres au Canada being held on the ____ day of _____, _____ and at any adjournment of that meeting.

Name of Member

Authorized Signatory

Any individual person 19 years of age or older may act as proxyholder of a member whether or not that person is entitled on his or her own behalf to be present and to vote at the meeting at which that person acts as proxyholder.

PART 9 - BOARD OF DIRECTORS

9.1 Number of Directors on the Board

The affairs and property of the Society shall be managed by a board of directors consisting of 11 members, composed of:

- (a) two members from each of the four Ecclesiastical Provinces in Canada, each of whom must be a Deacon and elected by the members (the “**Deacon Directors**”);
- (b) two members at large, elected by the members (the “**At-Large Directors**”); and
- (c) the president of NAAD, or his or her nominee, who has submitted to the Society a notice of consent to act as a director to the Society, and who shall hold such position in an ex-officio capacity (the “**NAAD Director**”).

9.2 Powers and Duties of Board

The board of directors shall be responsible for conducting all business of the Society and may exercise all such powers and do all such acts and things as may be exercised or done by the Society that are not by these by-laws or the Act expressly directed or required to be done in some other manner, and may from time to time by majority vote pass resolutions relating in any way to the Society or to the conduct of its affairs. The board of directors shall report all work done by it or by any committees of the board to the members at the annual meeting of members. No act or proceeding of the board is invalid by reason only of there being vacancies among the directors.

9.3 Election/Appointment of Directors

- (a) The Deacon Directors and the At-Large Directors (each, an “**Elected Director**”) shall have a term of three years or such other term as may be agreed upon by the members at any time of election or appointment.
- (b) Each Elected Director shall retire from office at the annual meeting of the members when his or her successor has been elected, such elections to take place in accordance with the applicable terms of office of directors provided in this by-law 9.3. An election of an Elected Director may be by acclamation; otherwise it shall be by ballot. If no successor Elected Director is elected, then the person previously elected or appointed as an Elected Director shall continue to hold office as a director, unless that person resigns or is otherwise removed from office. Any Elected Director shall be eligible for re-election for one additional term. An Elected Director who has been re-elected shall not be eligible for election as a director until a period of 3 years has passed from the last day of their last term as director.
- (c) Notwithstanding anything to the contrary in this by-law 9.3, any Elected Director who misses two consecutive meetings of the board for reasons other than medical reasons and who has not given notice of his or her absence to the President prior to the applicable board of directors meeting shall be considered to have resigned from the board.

9.4 **Vacancy**

- (a) If the position of the NAAD Director is vacated, and the president of NAAD, or his or her nominee, has not submitted to the Society a notice of consent to act as the NAAD Director within two months of the vacation of such position, the President shall send a written notice to NAAD requesting that the president of NAAD, or his or her nominee, submit to the Society a notice of consent to act as the NAAD Director. Until such time as the president of NAAD, or his or her nominee, submits to the Society a notice of consent to act as the NAAD Director, the position of the NAAD Director shall remain vacant.

- (b) If a vacancy on the board of directors among the Elected Directors occurs more than two months before an annual meeting of the Society, the President shall appoint, with the written consent of a majority of the board, a substitute to serve until the next annual meeting, at which time the vacancy shall be filled for the unexpired portion of the term as part of the regular election of Elected Directors. If a vacancy on the board of directors among the Elected Directors occurs two months or less prior to a meeting of the board, the directors may appoint a qualified person to act as a director to fill the vacancy on the board. If an Elected Director is not appointed in this circumstance, the vacancy shall be filled at the annual meeting as part of the general election of directors. An Elected Director so appointed holds office only until the conclusion of the next annual meeting of the Society but is eligible for re-election at the annual meeting.

9.5 **Power of Board if a Vacancy**

Where there is a vacancy or vacancies on the board, the remaining directors may exercise all the powers of the board as long as a quorum of the board remains in office.

9.6 **Termination of Office**

The office of a director shall automatically be terminated if any of the following events occur:

- (a) the director's term of office expires in accordance with by-law 9.3;
- (b) the director is removed from office in accordance with by-law 9.7;
- (c) the director becomes bankrupt, suspends payment of his or her debts generally or compounds with his or her creditors;
- (d) the director is found to be a mentally incompetent person; For the purposes of this by-law 9.6(d), a person shall be deemed to be mentally incompetent if two medical practitioners set forth their opinion in writing that the person in question is incapable of managing his or her affairs.
- (e) the director is convicted of an indictable offence;

- (f) the director resigns from his or her office by notice in writing to the Society. Any such resignation shall be effective at the time it is received by the Society or at the time specified in the notice, whichever is later.

9.7 **Removal of Directors**

The members may, by resolution passed by at least 75% of the votes cast at a meeting of members of which notice specifying the intention to pass such resolution has been given in accordance with these by-laws, remove any director before the expiration of his or her term of office and may, where the removed director was an Elected Director, by the majority of votes cast by the members present and entitled to vote at that meeting of members, elect any person to serve in the place of the removed Elected Director until the next annual meeting of the members.

9.8 **Remuneration**

Except as provided in by-law 4.1, no director shall be paid for serving as a director but may be reimbursed for reasonable expenses incurred by him or her in the performance of his or her duties as a director of the Society.

PART 10 - MEETINGS OF THE BOARD

10.1 **Holding of Meeting**

The board shall meet together at the times and place for the dispatch of business and adjourn and otherwise regulate their meetings and proceedings as they see fit.

10.2 **Special Meetings**

The President or any simple majority of directors may at any time, and the Secretary (or his or her nominee) shall, at the request of the President or such simple majority of directors, convene a meeting of the board.

10.3 **Notice**

The Secretary (or his or her nominee) shall give written notice to each director at least 30 days before the date of a the directors' meeting or a special meeting of directors (collectively, "**Director Meetings**"), such notice to be in accordance with by-law 15.1; provided always that a director may in any manner and at any time waive notice of any Director Meetings, and attendance of a director at a Director Meeting shall constitute a waiver of notice of the meeting except where a director attends a Director Meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. The directors may waive the Society's obligation to give notice of a Director Meeting pursuant to this by-law 10.3 by unanimous consent in writing. The accidental omission to give notice of any Director Meeting, any irregularity in the notice of any Director Meeting or the non-receipt of any notice by any director or directors or by the auditor of the Society (if any) shall not invalidate any resolution passed or any proceedings taken at any Director Meeting.

10.4 Telephone Meetings

The board of directors (or members of a committee) may hold meetings by means of conference telephone or any other communication facility whereby all directors (or committee members) participating in the meeting can hear each other and make themselves heard (a “**Telephone Meeting**”), provided that all the directors (or committee members) consent to the holding of a Telephone Meeting. Such consent may be made generally or in respect of a particular meeting. A director (or committee member) participating in a meeting in accordance with this by-law 10.4 shall be deemed to be present at the meeting and to have so agreed and shall be counted in the quorum for the meeting and shall be entitled to speak and vote at the meeting.

10.5 Quorum

A majority of the directors shall form a quorum for the transaction of business at any Director Meeting provided that a majority of those present are Deacons and, notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of the board.

10.6 Voting

Each director shall have one vote. Questions arising at any Director Meeting shall be decided by a majority of votes. In case of an equality of votes, the chair of the meeting shall have a deciding or casting vote.

10.7 Written Resolutions

A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a Director Meeting duly convened and held. Such resolution may be in one or more counterparts, all of which together shall be deemed to constitute one instrument.

10.8 Acts Valid

All acts done at any Director Meeting or by any persons acting as directors shall, notwithstanding that it may afterwards be discovered that there was some defect in the election or appointment of any such directors or persons acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to act as a director.

10.9 Regulations

The directors may by resolution make such rules and regulations for the conduct of their affairs and of the affairs of the Society as they deem necessary or desirable, provided that such rules and regulations are not inconsistent with these by-laws or the Act.

PART 11 - OFFICERS AND COMMITTEES

11.1 Officers and Assistants

The officers of the Society shall consist of a President, a Vice-President, a Secretary, a Treasurer and any other officers as the board may from time to time determine, including one or

more assistants to any of the officers so appointed. One person may hold more than one office. Subject to the last sentence of section 11.2, an officer must be a director of the Society.

11.2 Election/Appointment of Officers

From time to time the board shall appoint or elect the officers of the Society, who shall have a term of three years. Officers shall retire from office at the expiration of their term of office when their successors have been elected or appointed at the first meeting of the directors held following the annual general meeting of the members of the Society. If no successor is elected or appointed, then the person previously elected or appointed as an officer of the Society shall continue to hold office, unless that person resigns or is otherwise removed from office.

11.3 Termination of Office

An officer shall automatically be terminated if any of the following events occur:

- (a) the officer's term of office expires in accordance with section 11.2;
- (b) the officer is removed from office in accordance with section 11.4;
- (c) the officer becomes bankrupt, suspends payment of his or her debts generally or compounds with his or her creditors;
- (d) the officer is mentally incompetent. For the purposes of this section 11.3(d) a person shall be deemed to be mentally incompetent if two medical practitioners set forth their opinion in writing that the person in question is incapable of managing his or her affairs;
- (e) the officer is convicted of an indictable offence involving fraud or in connection with the promotion, formation or management of a society or corporation or such other offence as the directors in their sole discretion may determine from time to time;
- (f) the officer resigns from his or her office by notice in writing to the Society. Any such resignation shall be effective at the time it is received by the Society or at the time specified in the notice, whichever is later.

11.4 Removal of Officers

In the absence of a written agreement to the contrary, the board may, by resolution, remove any officer of the Society.

11.5 Terms of Employment

The terms of employment or remuneration, if any, of the officers appointed by the board shall be settled from time to time by the board.

11.6 President

The President shall be chair of all meetings of members and of all meetings of the board. Subject to the by-laws, during the absence or disability of the President, the President's duties shall be exercised as may be directed by the board. The President shall, subject to the authority of the board, have the responsibility for the general management and direction of the Society's affairs.

11.7 **Vice - President**

The Vice-President shall assist the President at all times in any or all of his or her duties of office. In the absence of the President, the Vice-President shall be chair of all meetings of members and of all meetings of the board. During the absence or disability of the President, the Vice-President shall exercise the duties of the President unless otherwise directed by the board. The Vice-President shall, subject to the authority of the board and the President, have the responsibility for the general management and direction of the Society's affairs.

11.8 **Secretary**

The Secretary (or his or her nominee) shall:

- (a) make or cause to be made all required filings for the Society with the registrar;
- (b) give all notices required to be given to members and directors;
- (c) attend all Director Meetings and meetings of the members and prepare and enter (or cause to be prepared and entered) in books kept for that purpose, accurate minutes of all proceedings of the Director Meetings and meetings of the members (such books to be kept at the registered office of the Society);
- (d) be the custodian of the corporate seal, if applicable, and of all books, papers, records and other instruments belonging to the Society;
- (e) keep or cause to be kept the corporate seal and the records and other instruments of the Society;
- (f) maintain or cause to be maintained the register of members and register of directors; and
- (g) perform any other duties prescribed from time to time by the board.

11.9 **Treasurer**

The Treasurer shall:

- (a) keep (or cause to be kept) full and accurate books of account which record all receipts, disbursements, assets and liabilities of the Society and, under the direction of the board, control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Society;
- (b) provide to the board, members and others when required an accounting of all transactions of the Society and the financial position of the Society and report on the financial position of the Society to the members at the general meeting of the members; and
- (c) perform any other duties prescribed from time to time by the board.

11.10 Duty of Other Officers

The duties of all other officers of the Society shall be set out in the terms of their engagement or as the board requires. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by that assistant, unless the board otherwise directs.

11.11 Variation of Duties

From time to time the board may vary, add to or limit the powers and duties of any officer or officers.

11.12 Delegation of Duties

In case of the absence or inability to act of any officer of the Society or for any other reason that the board of directors may deem sufficient, the board of directors may delegate all or any of the powers of any officers to any other director for the time being.

11.13 Committees of Directors

The board may appoint committees of directors from among their number and may delegate to such committees any of the powers of the board. Any committee so appointed may, subject to a resolution of the board and these by-laws, meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit.

11.14 Powers of Committees

Every committee constituted by the board shall have the authorities, powers and discretion which may be delegated to it by the board and shall act in accordance with any requirements, including reporting, which the board may impose upon the committee.

11.15 Meetings of Committees

The members of a committee may meet and adjourn as they think fit.

PART 12 - REGISTERS

12.1 Register of Members

The Secretary shall keep, or cause to be kept, a register on which the names of the Society's members are listed together with the following particulars:

- (a) the full name and address of each such member;
- (b) the date on which the member is admitted as a member and the class of membership;
- (c) the date on which any member ceases to be a member;
- (d) the dates on which any member is suspended or reinstated to full membership privileges following a suspension; and

- (e) any other information required by the Act.

12.2 Register of Directors

The Secretary shall keep, or cause to be kept, a register in which the names of the directors are listed, together with the following particulars:

- (a) the full name and resident address of each director;
- (b) the date upon which each director was last elected or appointed as a director;
- (c) the date on which that director ceases to be a director; and
- (d) any other information required from time to time by the directors or the Act.

PART 13 - BORROWING POWERS AND USE OF SEAL

13.1 Borrowing Powers

Subject to the Act, the directors may, by resolution, cause the Society to borrow such sums of money on such terms and on such security as the directors may determine and as specified in the resolution of the directors.

13.2 Charge on Property

To raise or secure the payment of any sum of money borrowed by the Society in accordance with by-law 13.1, the board may mortgage, pledge, hypothecate and charge all or any part of the property of the Society.

13.3 Common Seal

The board may adopt a common seal which shall be the seal of the Society and, when required, may destroy the seal and substitute a new seal in its place.

13.4 Custody

The seal of the Society shall be kept in the custody of the Secretary or at the registered office of the Society.

13.5 Use of Seal

The seal of the Society shall not be affixed to any instrument except as authorized by a resolution of the board and then only in the presence of the persons prescribed in the resolution. If no persons are prescribed in a resolution of the board, then the seal of the Society shall be affixed in the presence of any two directors or officers of the Society.

PART 14 - INDEMNIFICATION AND LIABILITY OF DIRECTORS

14.1 Director's and Officer's Liability

Subject to the Act, no director or officer of the Society shall be liable for:

- (a) the acts, omissions or defaults of any other director or officer;
- (b) any loss or expense incurred by the Society by reason of the insufficiency or deficiency of title of any property acquired for or on behalf of the Society;
- (c) the insufficiency or deficiency of any security in or upon which any of the money of the Society shall be invested;
- (d) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the money, securities or other property of the Society shall be deposited;
- (e) any loss occasioned by any error of judgment or oversight on the director's or officer's part; or
- (f) any other loss, damage or misfortune which occurs in the execution of the duties of the office of director or officer or in relation thereto unless such loss, damage or misfortune happened through the director's own dishonesty or willful misconduct.

14.2 Indemnification

Subject to the requirements of the Act, the Society shall indemnify each director or former director or officer (or former officer) of the Society and his or her heirs and personal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by such director or officer in a civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a director or officer of the Society, including an action brought by the Society, if:

- (a) the director or officer acted honestly and in good faith with a view to the best interests of the Society; and
- (b) in the case of a criminal or administrative action or proceeding, the director had reasonable grounds for believing that his or her conduct was lawful.

14.3 Insurance

Subject to the Act, the Society may purchase and maintain insurance for the benefit of a director or officer against personal liability incurred by him or her as a director or officer of the Society.

PART 15 - NOTICES

15.1 Notice

Any notice required to be given to a member or a director pursuant to the Act or these by-laws shall be sent by prepaid mail or may be delivered, as the Secretary (or his or her nominee) deems appropriate, to a member or other person either personally, or by facsimile, email or other electronic means or by leaving it at the usual business or, if a member, at the usual business or residential address of the member as shown on the register of members, and if no address is shown on the records of the Society, then to the last known address of such member or director. Any notice shall be deemed to have been given when the notice has been deposited in the mail or when delivered, provided that the cost of such notice is prepaid by the Society. A notice of any meeting shall state the day, time and place of the meeting and the general nature of the business to be transacted at the meeting and, where any business will be transacted at a special meeting of members or directors, the notice shall state a sufficient amount of information regarding the special business to allow the members or directors, as the case may be, to make a reasoned decision regarding the special business. Any business not specified on notice of a special meeting of members or directors shall not be considered at such meetings.

PART 16 - AUDITORS AND ACCOUNTING RECORDS

16.1 Auditors

At each annual meeting the members may (but are not required to unless otherwise specified in the Act) appoint auditors to audit the accounts of the Society and the auditors so appointed shall hold office until the close of the next annual meeting. Subject to the Act, the board of directors may fill any casual vacancy in the office of the auditors.

16.2 Remuneration of Auditors

Subject to the Act, the members at an annual meeting (or the directors if authorized to do so by the members), shall fix the remuneration of the auditors.

16.3 Financial Year

The financial year of the Society shall terminate on a day in each year to be fixed by the board and the financial statements of the Society's affairs for presentation to the members at the annual meeting shall be made up to that date.

16.4 Accounting Records

The accounting records of the Society shall be kept at the head office of the Society.

16.5 Inspection of Books and Records

The books and records of the Society may be inspected by any member at the offices of the Society upon giving reasonable notice to the Secretary.

PART 17 – BRANCHES AND AFFILIATIONS

17.1 Branches in British Columbia

Subject to the provisions of the Act, the Society may establish and maintain one or more branches of the Society in British Columbia having the powers, but not exceeding the powers of the Society, that the Society may, in its discretion, confer on such branch or branches.

17.2 Branches Across Canada

Subject to the provisions of any government act or regulation, the Society may establish and maintain one or more branches of the Society in any of the Provinces or Territories of Canada having the powers, but not exceeding the powers of the Society, that the Society may, in its discretion, confer on such branch or branches.

17.3 Affiliations

To promote the purposes of the Society, the board may, in its discretion, approve the affiliation by the Society with any individuals or other organizations having purposes similar to those of the Society.

PART 18 – DISTRIBUTION AND DISSOLUTION

18.1 No Distribution

The Society shall not distribute to its members or to any other persons any of its gain, profit or dividend, or otherwise dispose of its assets without receiving full and valuable consideration, and any profits or accretions to the assets of the Society shall be used in promoting its purposes.

DATED the ____ day of _____, 2008.

APPLICANTS FOR INCORPORATION

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