

SOCIETIES ACT
CONSTITUTION
OF THE
AMBLESIDE-DUNDARAVE BUSINESS IMPROVEMENT ASSOCIATION

1. The name of the Society is the **Ambleside-Dundarave Business Improvement Association**.
2. The purposes of the Society are:
 - (a) to establish, maintain and operate a business improvement association for the neighbourhood planning areas of Ambleside, Dundarave and Hollyburn in the District of West Vancouver, British Columbia;
 - (b) to revitalize and promote Ambleside, Dundarave and Hollyburn as business, entertainment and shopping destinations;
 - (c) to support and provide services for businesses that are members of the Society;
 - (d) to facilitate economic development for local businesses and the larger community;
 - (e) to receive funds and property from all sources, to develop sources of income as may from time to time be appropriate and, in either case, to hold and invest such funds and property and to administer and distribute such funds and property for the purposes of the Society;
 - (f) to do all such other things as are incidental and ancillary to the attainment of the foregoing purposes and the exercise of the powers of the Society.

**BYLAWS
OF THE**

AMBLESIDE-DUNDARAVE BUSINESS IMPROVEMENT ASSOCIATION

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**BYLAWS
OF THE**

AMBLESIDE-DUNDARAVE BUSINESS IMPROVEMENT ASSOCIATION

1. INTERPRETATION

1.1 Definitions

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

- (a) **“Address of the Society”** means the address of the Society as filed from time to time with the Registrar;
- (b) **“Ambleside Region”** means the portion of the Designated Area labelled as “Ambleside”;
- (c) **“Board”** means the Directors acting as authorized by the Constitution and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
- (d) **“Board Resolution”** means:
 - (i) a resolution passed at a duly constituted meeting of the Board by a simple majority of the votes cast by those Directors who are present and entitled to vote at such meeting; or
 - (ii) a resolution that has been submitted to all Directors and consented to in writing by 75% of the Directors who would have been entitled to vote on the resolution in person at a meeting of the Board, and a resolution so consented to is deemed to be an resolution passed at a meeting of the Board;
- (e) **“Bylaws”** means the bylaws of the Society as filed with the Registrar;
- (f) **“Chair”** means the Person elected to the office of chair of the Society in accordance with these Bylaws;
- (g) **“Commercial Business”** means a business operated on commercially zoned property, and does not include a home-based business;
- (h) **“Constitution”** means the constitution of the Society as filed with the Registrar;
- (i) **“Designated Area”** means the Ambleside, Hollyburn and Dundarave neighborhood planning areas as defined by the Corporation of the District of West Vancouver from time to time and as currently set out in Appendix A to these Bylaws;
- (j) **“Directors”** means those persons who have become directors in accordance with these Bylaws and have not ceased to be directors;
- (k) **“Dundarave and Hollyburn Region”** means those portions of the Designated Area labelled respectively as Dundarave and Hollyburn;

- (l) **“Electronic Means”** means any system or combination of systems, including telephonic, electronic, radio, computer or web-based technology or communication facility, that permits all participants to communicate with each other or otherwise participate in the proceeding adequately, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location;
- (m) **“Executive Director”** means the executive director of the Society appointed by the Board from time to time;
- (n) **“Income Tax Act”** means the *Income Tax Act*, (Canada) as amended from time to time;
- (o) **“Members”** means the applicants for incorporation of the Society and those Persons who have subsequently become members of the Society in accordance with these Bylaws and, in either case, have not ceased to be members;
- (p) **“mutatis mutandis”** means with the necessary changes having been made to ensure that the language makes sense in the context;
- (q) **“Organization”** means a corporation, partnership or society;
- (r) **“Past-Chair”** means a Person in the office described in section 12.3;
- (s) **“Person”** means a natural person and includes a sole proprietor;
- (t) **“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;
- (u) **“Society”** means the “Ambleside-Dundarave Business Improvement Association”;
- (v) **“Societies Act”** means the *Societies Act*, (British Columbia), as amended from time to time;
- (w) **“Special Resolution”** means any of the following:
 - (i) a resolution passed at a general meeting or by Electronic Means by at least 2/3 of the votes cast by the voting Members; or
 - (ii) a resolution consented to in writing by at least 2/3 of all of the voting Members
- (x) **“Treasurer”** means the Person elected to the office of treasurer of the Society in accordance with these Bylaws; and
- (y) **“Vice-Chair”** means the Person elected to the office of vice-chair of the Society in accordance with these Bylaws.

1.2 Societies Act Definitions

Except as otherwise provided, the definitions in the *Societies Act* apply to these Bylaws.

1.3 Plural and Singular Forms

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

1.4 Appendices

The appendices attached to these Bylaws do not form part of the Bylaws and may be updated or altered by the District of West Vancouver from time to time, and so long as any changes are provided to the Society, such changes will take effect without further action by the Society.

2. MEMBERSHIP

2.1 Admission to Membership

Membership in the Society will be restricted to the applicants for incorporation and to those Persons and Organizations who subsequently become Members in accordance with these Bylaws.

2.2 Eligibility for membership

A Person or Organization is eligible to be accepted as a Member if he, she or it:

- (a) operates a Commercial Business under a valid business licence issued by the District of West Vancouver or owns commercial property, which Commercial Business or property is located in the Designated Area; and
- (b) is interested in advancing the purposes and supporting the activities of the Society.

2.3 Registration for Membership

An eligible Person or Organization may notify the Society of its registration for membership by completing and submitting to the Address of the Society the registration form prescribed by the Society from time to time, along with payment for the registration fee, if any.

An eligible Organization that registers for membership must designate a Person to exercise the rights of membership on behalf of the Organization.

The Society shall confirm that:

- (a) the Person or Organization is eligible for membership; and
- (b) all required membership information has been provided,

following which, the Society will enter the eligible Person or Organization on the rolls of the Society and the Person or Organization will become a Member as of that date.

2.4 Membership not Transferable

Membership is not transferable by a Member.

2.5 Term of Membership

Once accepted by the Board, a Person or Organization continues as a Member until the conclusion of the next annual general meeting, unless membership is renewed in accordance with section 2.6.

2.6 Renewal and Reapplication of Membership

A Member may apply for renewal of his, her or its membership prior to its expiry in such manner as may be determined by the Board.

A Person or Organization whose membership has expired may reapply for membership after its expiry in accordance with Bylaw 2.3. A renewal of membership must include payment of applicable fees, if any. Reapplications for membership are subject to acceptance by the Board.

2.7 Dues and Fees

The Board will, by Board Resolution, determine all dues, fees or assessments payable by Members from time to time and in the absence of such determination by the Board, dues and fees are deemed to be nil.

Once determined by Board Resolution dues and fees are deemed to continue until altered by Board Resolution.

2.8 Standing of Members

All Members are deemed to be in good standing except a Member who:

- (a) has been suspended pursuant to section 2.10; or
- (b) has failed to pay such fees, dues or assessments as have been determined by the Board, if any, when such debt is due and owing and such Member is not in good standing so long as such debt remains unpaid.

2.9 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 Society adopted by the Directors from time to time; and
- (b) further and not hinder the purposes, aims and objects of the Society.

2.10 Suspension and Expulsion of Member

A Member may have their rights as a Member suspended or be expelled from membership in the Society for conduct which is contrary to section 2.9 or which otherwise is harmful to the interests or reputation of the Society.

Suspension of, or expulsion from, membership will be determined by Board Resolution following an appropriate investigation into the conduct of the Member. In investigating alleged

misconduct, the Board must provide notice to the Member(s) in question and permit the Member(s) to respond to the allegations by written submission provided to the Board.

Following investigation, the Board may determine the appropriate disciplinary action, if any. Notice of a Board Resolution to suspend or expel a Member will be provided to all Directors and to the Member(s) in question, accompanied by a brief statement of the reasons for the proposed suspension or expulsion, as the case may be.

A Board Resolution for suspension will specify the term of suspension, up to a maximum of one (1) year. A Board Resolution for expulsion will specify the period, if any, after which the Person(s) or Organization(s) may re-apply for membership in the Society.

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

2.11 Cessation of Membership

A Person or Organization will immediately cease to be a Member:

- (a) upon the date which is the later of the date of delivering his, her or its resignation in writing to the Address of the Society and the effective date of the resignation stated thereon; or
- (b) upon ceasing to be eligible in accordance with section 2.2; or
- (c) upon the expiry of his, her or its term; or
- (d) upon the date which is 60 days from the date on which such Member ceased to be in good standing; or
- (e) upon his, her or its expulsion; or
- (f) upon his or her death or, in the case of an Organization, dissolution.

2.12 Designated Representatives

A Member may appoint an individual as his, her or its designated representative by using the form prescribed by the Board. A Member may not appoint as designated representative:

- (a) another Member; or
- (b) an individual who is already a designated representative for more than four Members.

Any appointment that does not meet these conditions is invalid.

3. MEETINGS OF MEMBERS

3.1 Time and Place of General Meetings

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

3.2 Annual General Meetings

The first annual general meeting of the Society will be held not more than 15 months after the date of incorporation, and thereafter an annual general meeting will be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

3.3 Extraordinary General Meeting

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

3.4 Calling of Extraordinary General Meeting

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

3.5 Notice of General Meeting

The Society will give not less than 14 days' written notice of a General Meeting to those Members entitled to receive notice; but those Members may waive or reduce the period for a particular meeting by unanimous consent in writing.

3.6 Contents of Notice

Notice of a General Meeting will specify the place, the day and the hour of the meeting and the business to be transacted at the meeting.

3.7 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 meeting.

4. PROCEEDINGS AT GENERAL MEETINGS

4.1 Business required at AGM

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

- (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;
- (f) consideration of the report of the auditor, if any;
- (g) the election of Directors; and

- (h) such other business that, under these Bylaws or any governing statutes, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors if the report was issued with the notice of the meeting.

4.2 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.

4.3 Attendance at General Meetings

The following are entitled to attend a General Meeting:

- (a) Members (including designated representatives of Members);
- (b) Directors;
- (c) the Society's auditor, if any; and
- (d) a representative of the District of West Vancouver.

No other Person or Organization is entitled to attend a General Meeting. However, the Board may invite any other Persons or Organizations 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.

4.4 Requirement of Quorum

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

4.5 Quorum

A quorum at a General Meeting is eleven (11) Members in good standing on the date of the meeting, represented in person, by a designated representative, or by approved Electronic Means.

4.6 Lack of Quorum

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

meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present will constitute a quorum.

4.7 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.

4.8 Chair

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

If at any General Meeting the Chair, or such alternate Person appointed by a Board Resolution, is not present within 15 minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Members present may choose one of their number to chair that meeting.

4.9 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.

4.10 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.

4.11 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.

4.12 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.

5. VOTING BY MEMBERS

5.1 Ordinary Resolution Sufficient

Any issue at a General Meeting which is not required by these Bylaws or the *Societies Act* to be decided by a Special Resolution will be decided by an Ordinary Resolution.

5.2 Entitlement to Vote

Each Member in good standing is entitled to one (1) vote. No other Person or Organization is entitled a vote at a General Meeting or otherwise.

5.3 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.

5.4 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.

5.5 Voting by Proxy

Voting by proxy is not permitted.

5.6 Members Resolutions in Writing

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

stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

6. DIRECTORS

6.1 Management of Property and Affairs

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

6.2 First Directors

The first Directors will be those individuals listed on the notice of directors filed with the Registrar, and these Directors will hold office until the first annual general meeting of the Society, unless sooner ceasing.

6.3 Composition of Board

The Board will be composed of not less than seven (7) and not more than eleven (11) Directors, which number will be determined by the Board from time to time. The composition of the Board will include:

- (a) not less than five (5) and a maximum of eleven (11) Directors who are Members (or designated representatives of Members), of which:
 - (i) at least three (3) must operate (or participate in the operation of) a Commercial Business, or own commercial property, within the Ambleside Region; and
 - (ii) at least two (2) must operate (or participate in the operation of) a Commercial Business, or own commercial property, within the Dunderave and Hollyburn Region; and
- (b) up to four (4) Directors who are non-Members possessing skills or experience beneficial to the Board or to the Society.

6.4 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, or for the composition of the Board not being in compliance with section 6.3 of these Bylaws.

6.5 Directors Subscribe to and Support Purposes

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

6.6 Qualifications of Directors

A Person is not qualified to be elected, appointed or otherwise serve as a Director if he or she:

- (a) for those Directors set out in section 6.3(a) of these Bylaws, is not a Member or the designated representative of an Organization that is a Member;

- (b) is less than 19 years of age;
- (c) has been declared by a court in Canada or elsewhere incapable of managing his or her own affairs or person or both;
- (d) is an undischarged bankrupt; or
- (e) has been convicted in the previous five (5) years of an offence involving fraud for which no pardon has been granted.

6.7 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 Society.
- (b) A nomination must be signed by four (4) or more voting 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) For those Directors set out in section 6.3(a) of these Bylaws, a nominee must be in good standing to accept nomination and must remain in good standing throughout the period in order to stand for election.
- (e) 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.

6.8 Election of Directors

Directors will normally be elected by the Members at a General Meeting and will take office commencing at the close of such meeting.

6.9 Term of Office

Elections for Directors will normally be held at the annual general meeting and the term of office of Directors will normally be two (2) years. However the Board may by Board Resolution determine that some or all vacant Directors' positions will have a term of less than two (2) years, the length of such term to be determined by the Directors in their discretion.

For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the 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.

6.10 Consecutive Terms and Term Limits

Directors may serve as a Director for up to six (6) consecutive years, by any combination of terms. A Person who has served six (6) consecutive years as a Director may not be re-elected or otherwise serve as a Director for at least one (1) year following the expiry of his or her latest term.

6.11 Election by Acclamation

In elections where the number of candidates is equal to or less than the number of vacant positions for Directors, the nominated candidates are deemed to be elected by acclamation and no vote will be necessary.

6.12 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 voting 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 following the counting of the ballots. Results of an election may be disclosed to candidates prior to general announcement.

6.13 Past-Chair

The Person who was the Chair immediately prior to the current Chair shall, if he or she consents to continue as a Director, be the Past-Chair and the term of office as Director for a Past-Chair is

deemed to be extended until a new Past-Chair arises, to a maximum of two (2) years, after which there will be no Past-Chair until a new Past-Chair arises.

6.14 Extension of Term to Maintain Minimum Number of Directors

Every Director serving a term of office will retire from office at the close of the 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 five (5), the Person or Persons previously elected as Directors may, if they consent, continue to hold office until such time as successor Directors are elected.

6.15 Appointment to fill Vacancy

If a Director ceases to hold office, the Board may appoint a qualified Member as a replacement Director to take the place of such Director until the next annual general meeting.

6.16 Removal of Director

The Members may remove a Director before the expiration of such Director's term of office by Special Resolution and may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term.

6.17 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 Society and the effective date of the resignation stated therein; or
- (b) upon the expiry of his or her term; or
- (c) upon his or her removal; or
- (d) upon his or her death.

7. POWERS OF THE BOARD

7.1 Powers of Board

The Board may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the voting Members in general meeting, but nevertheless subject to the provisions of:

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

7.2 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 Society. The Board will

also have the power to enter into trust arrangements or contracts on behalf of the Society in furtherance of the purposes of the Society.

7.3 Policies and Procedures

The Board may establish such rules, regulations, policies or procedures relating to the affairs of the Society 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 or these Bylaws.

7.4 Executive Director

The Board may engage a Person to be the Executive Director of the Society and, if engaged, will be responsible to supervise and evaluate the Executive Director's performance from time to time.

7.5 Remuneration of Directors

Directors will not receive any remuneration for acting as a Director, provided however that this section does not prohibit a Director receiving reasonable compensation for services rendered in another capacity to the Society.

7.6 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 Society, provided that all claims for reimbursement are in accordance with established policies.

7.7 Investment of Property and Standard of Care

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

7.8 Investment Advice

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

7.9 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 Society's property that a prudent investor might delegate in accordance with ordinary business practice.

8. PROCEEDINGS OF THE BOARD

8.1 Procedure of Meetings

After issuance of the certificate of incorporation, a meeting of the Board will be held at which the Directors may:

- (a) appoint officers;
- (b) make banking arrangements;
- (c) appoint an auditor to hold office until the first annual general meeting; and
- (d) transact any other business.

Subsequently, 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.

8.2 Regular Meetings

The Board may determine to hold one or more regularly scheduled meetings to take place at various times in a given year. 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.

8.3 Ad Hoc Meetings

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

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

8.4 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 on 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.

8.5 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, except where the Chair requires the Executive Director be absent 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.

8.6 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 Society must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting.

8.7 Quorum

Quorum for a meeting of the Board will be a majority of the Directors in office on the date of the meeting.

8.8 Director Conflict of Interest

A Director who has, or may have, an interest in a proposed contract or transaction with the Society will be counted in the quorum at a meeting of the Board at which the proposed contract or transaction is considered but is not entitled to vote on the proposed contract or transaction. Furthermore, such Director will absent themselves from the meeting or portion thereof at which the proposed contract or transaction is discussed, unless requested by the Board to remain to provide relevant information.

8.9 Chair of Meetings

The Chair of the Society will, subject to a Board Resolution appointing another Person, chair all meetings of the Board; but if at any Board meeting the Chair or such alternate Person appointed by a Board Resolution is not present within 15 minutes after the time appointed for the meeting, or requests that he or she not chair that meeting, the Directors present may choose one of their number to chair that meeting.

8.10 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.

8.11 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 the *Societies Act* and these Bylaws.

8.12 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 Chair and Executive Director two (2) weeks prior to the date of the meeting.

8.13 Minutes of Board Meetings

The Executive Director shall ensure that minutes are taken for all meetings of the Board and shall be responsible for the care and custody of such minutes.

8.14 Passing Resolutions

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

8.15 Procedure for Voting

Voting will be by show of hands or voice vote recorded by the secretary of the meeting except that, at the request of any one Director, a secret vote by written ballot will be required.

8.16 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.

9. DECISION MAKING AT BOARD MEETINGS

9.1 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.

9.2 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.

9.3 Entitlement to Vote

Subject to section 8.8, 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.

9.4 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 Chair:

- (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) of 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 Member voted.

10. COMMITTEES

10.1 Creation and Delegation to Committees

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

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

10.2 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.

10.3 Terms of Reference and Rules

In the event the Board decides to create a committee, it must establish terms of reference for such committee. Terms of reference for a committee will set out the mandate and authority of the committee and the membership of the committee or the means of appointing or determining membership of that committee and such other matters as are necessary for the administration of the 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.

10.4 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.

10.5 Dissolution of Committee

The Board may dissolve a committee by Board Resolution.

10.6 Regional Standing Committees

The Board may annually establish two regional standing committees, the purpose of which is for the Members within the each of the Ambleside Region and Dunderave and Hollyburn Region, respectively, to bring issues specific to the region to the Board for consideration. The composition of each regional committee must include Members owning commercial property, or operating a Commercial Business, within either the Ambleside Region or Dunderave and Hollyburn Region, respectively, and at least one Director whose term is not expiring at the next following annual general meeting.

10.7 Board may Create Policies and Procedures

The Board may, by Board Resolution, create policies and procedures relating to the conduct of the regional committees referred to in section 10.5, provided that no such policy or procedure is valid to the extent that it is inconsistent with the *Societies Act*, the Constitution or these Bylaws.

11. OFFICERS

11.1 Composition of Officers

The officers of the Society are the Chair, Vice-Chair, Past-Chair (if any), Treasurer, Secretary and Executive Director, together with such other offices, if any, as the Board, in its discretion, may create.

All officers must be Directors, save and except the Executive Director who shall not be a Director.

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

11.2 Election of Officers

At the first meeting of the Board held following the commencement of newly elected Directors' terms, the Board will elect the Chair, Vice-Chair and Treasurer.

Election of officers will be by secret written ballot.

Officers will hold office until the first meeting of the Board held after the commencement of newly elected Directors' terms following the next election cycle.

11.3 Removal of Officers

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

11.4 Replacement

Should the Chair 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.

12. DUTIES OF OFFICERS

12.1 Duties of Chair

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

The Chair is, ex officio, a member of every committee and task force of the Society.

12.2 Duties of Vice-Chair

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

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

12.3 Duties of Past-Chair

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

12.4 Duties of Treasurer

The Treasurer will, as directed by the Board and in cooperation with the Executive Director, supervise the financial affairs of the Society. The Treasurer will be responsible for making the necessary arrangements for:

- (a) the keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the *Societies Act* and the *Income Tax Act*;
- (b) the rendering of financial statements to the Directors, Members and others, when required; and
- (c) the presentation of the Treasurer's report at each annual general meeting.

12.5 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 Society, 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 Society.

12.6 Duties of Executive Director

The Executive Director shall direct and manage the Society's administrative office and shall be responsible for the administration of the Society.

Without limiting the generality of the foregoing, the Executive Director will be responsible for:

- (a) being a designated spokesperson for the Society;
- (b) attending meetings of the Board, and regularly report to the officers and to the Board on all matters relevant to the administration and affairs of the Society;
- (c) representing the Society in its dealings with other organizations;
- (d) being responsible for the employment, supervision and management of all personnel of the Society; and
- (e) carrying out such other duties as may be assigned by the Board.

12.7 Absence of Executive Director at Meeting

If the Executive Director, or his or her designate, is not present at any General Meeting or meeting of the Board, the Directors present will appoint another person to take minutes at that meeting.

13. EXECUTION OF INSTRUMENTS

13.1 No Seal

The Society will not have a seal.

13.2 Execution of Instruments

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

- (a) by the Chair, together with one other Director, or
- (b) in the event that the Chair is unable to provide a signature, by any two Directors,

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

14. FINANCIAL MATTERS AND BORROWING

14.1 Fiscal Year

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

14.2 Accounting Records

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

14.3 Borrowing Powers

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

14.4 Issuance of Debentures

To the extent required by the *Societies Act*, a debenture will be issued only with the authorization of a Special Resolution.

14.5 Restrictions on Borrowing Powers

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

14.6 When Audit Required

The Society is not required to be audited. However, the Society 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.

14.7 Appointment of Auditor at Annual General Meeting

If the Society 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 Society no longer wishes to appoint an auditor.

14.8 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.

14.9 Removal of Auditor

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

14.10 Notice of Appointment

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

14.11 Restrictions on Appointment

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

14.12 Attendance at Annual General Meetings

The auditor, if any is appointed, may attend general meetings.

15. NOTICES

15.1 Entitlement to Notice

Notices of a general meeting will be given to:

- (a) every Person shown on the register of Members as a Member on the day the notice is given; and
- (b) the auditor, if any is appointed.

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

15.2 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.

15.3 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.

15.4 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.

16. MISCELLANEOUS

16.1 Inspection of Records

The documents, including the financial and accounting records, of the Society 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 to the Executive Director.

A Member in good standing is entitled, upon providing not less than fourteen (14) days' notice 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 minutes of any general meeting;
- (c) resolutions of the Members in writing, if any;
- (d) annual financial statements relating to a past fiscal year that have been received by the Members in a general meeting;
- (e) register of Directors; and
- (f) register of Members, subject, in the Board's discretion, to redaction to protect personal information, as required by law.

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 to 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 entitled or otherwise allowed to examine may be provided on request by the Member for a reasonable production fee to be determined by the Board.

16.2 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 and, notwithstanding the foregoing Bylaws, will be entitled to vote as determined by the Board in accordance with these Bylaws. This method of voting may from time to time be used for passing resolutions.

16.3 Right to become Member of other Society

The Society 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 Society's purposes.

17. INDEMNIFICATION

17.1 Indemnification of Directors and Officers

Subject to the provisions of the *Societies Act*, each Director and each officer of the Society will be indemnified by the Society against all costs, charges and expenses reasonably incurred in connection with any claim, action, suit or proceeding to which that Person may be made a party by reason of being or having been a Director or officer of the Society, except in relation to matters as to which he or she will be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duty as an officer or director. "Derelict" will mean grossly negligent, criminally negligent or intentionally engaged in tortious conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Society.

17.2 Indemnification of Past Directors and Officers

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

17.3 Advancement of Expenses

To the extent permitted by the *Societies Act*, all costs, charges and expenses incurred by a Director or officer with respect to any claim, action, suit or proceeding may be advanced by the Society prior to the final disposition thereof, in the discretion of the Board, and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that the recipient is entitled to indemnification hereunder.

17.4 Approval of Court and Term of Indemnification

The Society will apply to the court for any approval of the court which may be required to ensure that the indemnities herein are effective and enforceable. Each Director and each officer of the Society on being elected or appointed will be deemed to have contracted with the Society upon the terms of the foregoing indemnities.

17.5 Indemnification not Invalidated by Non-Compliance

The failure of a Director or officer of the Society 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.

17.6 Purchase of Insurance

The Society 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.

18. BYLAWS

18.1 Entitlement of Members to copy of Constitution and Bylaws

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

18.2 Special Resolution required to Alter or Add to Bylaws

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

19. GENERAL

19.1 Activities without Purpose of Gain

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

19.2 Winding-up or Dissolution

Upon winding-up or dissolution of the Society, the funds and property remaining after the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution,

including the remuneration of the liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after payment of any debts of the Society, will be distributed to such organizations as are designated by the Board. Any of such funds or property remaining which had originally been received for specific purposes will, wherever possible, be distributed to organizations carrying on work of a similar nature to such specific purposes.

APPENDIX A
DESIGNATED AREA

(see attached map)