

PROVINCE OF BRITISH COLUMBIA

FORM 3

SOCIETY ACT

CONSTITUTION

1. The name of the Society is ROSE VALLEY RECREATION SOCIETY.
2. The purposes of the Society are:
 - a) To provide recreational property, assets and facilities for the use and enjoyment of its members by entering into a lease with 393602 B.C. Ltd. and Penda Holdings Ltd. for use of such recreational property assets and facilities;
 - (b) To support its members in their sporting and other recreational pursuits;
 - (c) To receive gifts, bequests, funds and property, and to purchase, lease, acquire, borrow, hold, invest, encumber, administer and dispose of funds and property for the purposes of the Society;
 - (d) 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.
3. The activities of the Society shall be carried on without purpose of gain for its members and any income, profits or other accretions to the Society shall be used in promoting the purposes of the Society. This clause is alterable.
4. Upon the 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 a 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, shall be distributed to such charities, registered under the provisions of the Income Tax Act, or such "qualified donees" allowed under the Income Tax Act, as shall be designated by the Board. Any of such funds or property remaining which had originally been received for specific purposes shall, wherever possible, be distributed to "qualified donees" or charities registered under the provisions of the Income Tax Act carrying on work of a similar nature to such specific purposes. This clause is alterable.

ROSE VALLEY RECREATION SOCIETY

BYLAWS

PART 1. – INTERPRETATION

- 1.1 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 in the Notice of Address;
 - (b) "Advisory Council" means the council appointed by the Board in accordance with these bylaws;
 - (c) "appointed director" means a person appointed in accordance with these bylaws as an appointed director or appointed as a replacement director for an appointed director;
 - (d) "Board" means the directors acting as authorized by the constitution and these bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
 - (e) "Board resolution" means:
 - (i) a resolution passed at a meeting of the Board by a simple majority of the votes cast by those directors entitled to vote at such meeting; or
 - (ii) a resolution that has been submitted to all of the directors and consented to in writing by 75% of the directors who would have been entitled to vote on it in person at a meeting of the Board;
 - (f) "bylaws" means the bylaws of the Society as filed in the Office of the Registrar,
 - (g) "constitution" means the constitution of the Society as filed in the Office of the Registrar;
 - (h) "directors" means those persons who have become either appointed, elected, founding or replacement directors in accordance with these bylaws and have not ceased to be directors, and a "director" means any one of them;
 - (i) "elected director" means a person elected as an elected director in accordance with these bylaws or elected or appointed as a replacement director for an elected director;
 - (j) "Society" means the Rose Valley Recreation Society;
 - (k) "founding director" means a person whose name is included in the List of First Directors filed with the Registrar at the time of incorporation;

- (l) "Income Tax Act" means the Income Tax Act;
- (m) "members" means the applicants for incorporation of the Society and those persons and strata corporations who have subsequently become members in accordance with these bylaws and, in either case, have not ceased to be members, and a "member" means any one of them;
- (n) "ordinary resolution" means:
 - (i) a resolution passed at a general meeting of the Society by a simple majority of the votes cast by those members entitled to vote in person or by proxy at such meeting; or
 - (ii) a resolution that has been submitted to all of the members and consented to in writing by 75% of the members who would have been entitled to vote in person or by proxy at a general meeting of the Society,
- (o) "Patron" means a person appointed by the Board to be a Patron of the Society;
- (p) "President" means a person elected to the office of President in accordance with these bylaws but such office holder may, with the approval of a Board resolution, use the title Chair, Chairperson, Chairwoman or Chairman in substitution for, or in addition to, the title "President";
- (q) "recreational facilities" means the property assets and facilities leased to the Society by 393602 B.C. Ltd. and Penda Holdings Ltd. for the use by the members of the Society;
- (r) "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;
- (s) "Registrar" means the Registrar of Companies in the Province of British Columbia;
- (t) "Rose Valley Properties" means District Lot 503, Osoyoos Division Yale District, except Parcel A (DD 140542F) and Lot A, District Lot 1119, Osoyoos Division Yale District, Plan 32186 and all lots and strata lots existing or coming into existence within the parameters thereof.
- (u) "Society Act" means the Society Act of British Columbia, as amended (the "Society. Act");
- (v) "special resolution" means:
 - (i) a resolution passed at a general meeting of the Society by a majority of not less than 75% of the votes cast by those members entitled to vote in person or by proxy at such meeting; or

- (ii) a resolution consented to in writing by every member who would have been entitled to vote in person or by proxy at a general meeting of the Society,
- 1.2 Except where they conflict with the definitions contained in these bylaws, the definitions in the Society Act on the date these bylaws become effective apply to these bylaws and the constitution.

PART 2. – MEMBERSHIP

- 2.1 Membership in the Society shall be restricted to the following:
- (a) to those individual people whose application for admission as a member of the Society has been accepted by the Board and who are:
 - (i) applicants for incorporation; or
 - (ii) one individual from each lot (either strata or freehold) located on the Rose Valley Properties whose application for admission as a member of the Society has been accepted by the Board; or
 - (iii) any other individual whose application for admission as a member of the Society has been accepted by the Board (in its sole and absolute discretion);
 - (b) to those strata corporations accepted by the Board that represent owners of strata lots in the Rose Valley Properties ("Corporate members").
- 2.2 The term of membership of Individual members of the Society shall be one year from becoming a member.
- 2.3 The term of membership of Corporate members of the Society shall be 10 years from becoming a member.
- 2.4 All members must pay membership dues in amounts determined by the Board from time to time and such fees may vary amongst members depending on the number of people who will be using the recreational facilities per membership. The Society may enter into a separate contract with the Corporate members setting out, among other things, the duration that a Corporate member must remain a member of the Society and the amount of membership fees such Corporate member will pay. Membership Fees are not refundable, in whole or in part, in the event of membership cancellation or expulsion.
- 2.5 An Individual member may withdraw from the Society by delivering his or her resignation in writing to the Secretary of the Society or delivering it to the address of the Society.
- 2.6 All members must abide by the rules of the recreational facilities (the "Facility Rules") as determined by the Board from time to time.

- 2.7 A member shall immediately cease to be a member of the Society;
- (a) if an Individual member, upon the date which is the later of the date of delivering his or her resignation in writing to the Secretary of the Society or to the address of the Society and the effective date of the resignation stated therein; or
 - (b) if an Individual member, upon his or her death; or
 - (c) if a Corporate member, upon winding up of the corporation; or
 - (d) upon the expiration of the term currently determined stipulating the length of time for which he or she or it is to be a member; or
 - (e) if an Individual member, upon ceasing to be in good standing for two consecutive months;
 - (f) if an Individual member, upon ceasing to own a lot in Rose Valley Properties (unless otherwise determined by the Board in its sole and absolute discretion); or
 - (g) upon being expelled.
- 2.8 A member may be expelled by a Board resolution.
- 2.9 All members shall be in good standing except a member who has received written notice signed by the President, delivered by double registered mail to his or her registered address, stating that the Board has determined that he or she has ceased to be in good standing. For the avoidance of doubt any member is not in good standing if they have not paid all of the applicable membership dues when they come due or they have, in the sole determination of the Board, not abided by the Facility Rules.

PART 3. – MEETINGS OF MEMBERS

- 3.1 The members shall appoint from among themselves a Members' Moderator who shall hold office until the close of the next annual general meeting; but if no successor is appointed, the person previously appointed as Members' Moderator continues to hold office until such time as a successor is appointed.
- 3.2 The Members' Moderator shall be responsible for making the necessary arrangements for:
- (a) the issuance of notices of meetings of members;
 - (b) the keeping of minutes of all meetings of members; and
 - (c) the maintenance of the register of members.
- 3.3 The Members' Moderator may be removed by an ordinary resolution.
- 3.4 The general meetings of the Society shall be held at such time and place, in accordance with the Society Act, as the Members' Moderator shall decide.

- 3.5 The Members' Moderator shall give not less than 14 days written notice of a general meeting to its members entitled to receive notice; but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.
- 3.6 Notice of a general meeting shall specify the place, the day and the hour of the meeting.
- 3.7 The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 3.8 The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation, and thereafter an annual general meeting shall 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.
- 3.9 Every general meeting other than an annual general meeting is an extraordinary general meeting.
- 3.10 The Members' Moderator may, whenever he or she thinks fit, convene an extraordinary general meeting.

PART 4. – PROCEEDINGS AT GENERAL MEETINGS

- 4.1 Special business is:
 - (a) all business at an extraordinary general meeting except the adoption of rules of order; and
 - (b) all business that is transacted at an annual general meeting, except:
 - (i) the adoption of rules of order;
 - (ii) consideration of the financial statements;
 - (iii) consideration of the report of the directors;
 - (iv) consideration of the report of the auditor;
 - (v) the election or appointment of directors;
 - (vi) the appointment of the Members' Moderator;
 - (vii) the appointment of the auditor; and
 - (viii) such other business that, under these bylaws or any governing legislation, 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 A quorum at a general meeting is five members present.
- 4.3 No business, other than the election of a person to chair the meeting and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 4.4 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.5 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present shall constitute a quorum.
- 4.6 The Members' Moderator shall chair all general meetings; but if at any general meeting the Members' Moderator is not present within 15 minutes after the time appointed for the general meeting, or requests that he or she not chair that meeting, the members present may choose one of their number to chair that general meeting.
- 4.7 If a person presiding as chair of a general meeting wants to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the members present at such meeting, he or she may preside as chair.
- 4.8 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.9 It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 14 days, in which case notice of the adjourned meeting shall be given as in the case of the original meeting.
- 4.10 Any issue at a general meeting which is not required by these bylaws or the Society Act to be decided by a special resolution shall be decided by an ordinary resolution.
- 4.11 A member in good standing is entitled to one vote.
- 4.12 A Corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the Society.
- 4.13 A member chairing a general meeting may vote but, if he or she does so and the result is a tie, such member shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.

Voting shall be by show of hands or if a majority of the members present at the meeting make a request for a secret vote, or if the Board stipulates, a secret vote by written ballot shall be required.

- 4.14 Voting by proxy is permitted provided that the proxy has previously been appointed in writing signed by the member appointing the proxy and it has been submitted to the person presiding as chair of the meeting prior to commencement of the meeting. A permanent proxy entitling a person or member to vote at other than one meeting and any adjournment of that meeting is void.
- 4.15 A resolution in writing which is identified as an ordinary resolution and has been submitted to all the members and signed by a minimum of 75% of the members who would have been entitled to vote on it in person or by proxy at a general meeting of the Society is as valid and effectual as an ordinary resolution as if it had been passed at a meeting of members duly called and constituted and shall be deemed to be an ordinary resolution. Such a resolution may be in two or more counterparts which together shall be deemed to constitute one ordinary resolution in writing. Such ordinary resolution shall be filed with minutes of the proceedings of the members and shall be effective on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.
- 4.16 A resolution in writing which is identified as a special resolution and has been signed by all the members who would have been entitled to vote on it in person or by proxy at a general meeting of the Society is as valid and effectual as a special resolution as if it had been passed at a meeting of members duly called and constituted. Such a resolution may be in two or more counterparts which together shall be deemed to constitute one special resolution in writing. Such special resolution shall be filed with minutes of the proceedings of the members and filed with the Registrar and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart and shall take effect on the date it is accepted by the Registrar.

PART 5. – DIRECTORS

- 5.1 The Board may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the members in general meeting, but subject, nevertheless, to the provisions of:
 - (a) all laws affecting the Society;
 - (b) these bylaws; and
 - (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general meeting.
- 5.2 No rule made by the Society in general meeting invalidates a prior act of the Board that would have been valid if that rule had not been made.
- 5.3 The property and the affairs of the Society shall be managed by the Board.

- 5.4 Every director shall subscribe to and support the purposes of the Society.
- 5.5 The number of directors shall be five or such other number, not being less than three, as may be determined from time to time by ordinary resolution.
- 5.6 The persons whose names are listed in the List of First Directors filed with the Registrar at the time of incorporation shall be the founding directors of the Society and each shall continue as a director of the Society for a term of the number of years which is listed beside such person's name in the said List of First Directors. For purposes of calculating the term of office, the first year of such term shall be deemed to terminate at the close of the first annual general meeting of the Society.
- 5.7 Elected directors shall be elected by the members at a general meeting and shall take office commencing at the close of such meeting.
- 5.8 The term of office of elected directors shall normally be one year. For purposes of calculating the duration of an elected director's term of office, the term shall be deemed to commence at the close of the annual general meeting in which such director was elected. If the director was elected at an extraordinary general meeting, for purposes of calculating the term of office, such term shall be deemed to have ended at the close of the annual general meeting next following such extraordinary general meeting.
- 5.9 In elections where there are more candidates than vacant positions for directors, election shall be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates shall be deemed to be elected in order of those candidates receiving the most votes.
- 5.10 No member shall vote for more directors than the number of vacant positions for elected directors. Any ballot on which more names are voted for than there are vacant positions shall be deemed to be void.
- 5.11 The members may, from time to time, appoint such additional directors, to be known as appointed directors, for a term ending at the close of the next annual general meeting.
- 5.12 A person must be a member of the Society to be eligible to be a director of the Society.
- 5.13 Every director shall retire from office at the close of the annual general meeting in the year in which his or her term expires.
- 5.14 The members may by ordinary resolution remove a director before the expiration of such director's term of office and may elect or appoint a person as a replacement director for a term ending at the close of the next annual general meeting.
- 5.15 Notwithstanding the foregoing bylaws, if a director ceases to hold office during his or her term for any reason other than removal as aforesaid, the Board may appoint a person as a replacement director to take the place of such director until the next annual general meeting.

- 5.16 No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of directors in office.
- 5.17 A person shall immediately cease to be a director of the Society:
- (a) upon delivering his or her resignation in writing to the Secretary of the Society or to the address of the Society; or
 - (b) upon his or her death; or
 - (c) upon the expiration of the term currently determined stipulating the length of time for which he or she is to serve as a director; or
 - (d) upon being removed as a director by the members.
- 5.18 Notwithstanding the foregoing bylaws, if no successor is elected or appointed to replace the person who otherwise would cease to be a director and the result is that the number of directors would fall below five, the person previously elected or appointed as director continues to hold office until such time as a successor director is elected or appointed.
- 5.19 In the sole discretion of the Board, a director may be reasonably remunerated for services rendered in his or her capacity as director as determined by a Board resolution and a director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged on the affairs of the Society.
- 5.20 A director may hold any office or place of profit in the Society (other than auditor) in conjunction with his or her office of director for the period and on such terms as the Board determines. Subject to the Society Act, no director shall be disqualified by such office from contracting with the Society.
- 5.21 The Society shall have the power to make expenditures and loans whether or not secured or interest bearing for the purpose of furthering the purposes of the Society. The Society shall also have the power to enter into trust arrangements or contracts for the purpose of discharging obligations or conditions either imposed by a person donating, bequeathing, advancing or lending funds or property to the Society, or assumed by the Society in expectation of such donations, bequests, advances or loans. Such arrangements or contracts shall be in accordance with the terms and conditions that the Board may prescribe.
- 5.22 The Board shall take such steps as it deems necessary to enable the Society to receive donations, bequests, funds, property, trusts, contracts, leases, agreements and benefits for the purpose of furthering the purposes of the Society. The Board in its sole and absolute discretion may refuse to accept any donation, bequest, trust, loan, contract or property.
- 5.23 In investing the funds of the Society, the Board shall not be limited to securities and investments in which trustees are authorized by law to invest, but may make any investments which in its opinion are prudent. Subject to the provisions of the Society Act, a director shall not be liable for any loss which may result from any such investment.

PART 6. – PROCEEDINGS OF THE BOARD

- 6.1 A meeting of the Board may be held at any time and place determined by the Board, provided that 5 days' notice of such meeting shall be sent in writing to each director. However, no formal notice shall be necessary if all directors were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary of the Society.
- 6.2 The Board may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be one-third of the directors in office at the time when the meeting convenes; but in no instance may the number necessary for a quorum be less than three.
- 6.3 The President shall chair all meetings of the Board; but if at any meeting the President is not present within 15 minutes after the time appointed for the meeting, or the President requests that he or she not chair that meeting, the directors present may choose one of their number to chair that meeting.
- 6.4 If the person presiding as chair of a meeting of the Board wants to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the directors present at such meeting, he or she may preside as chair.
- 6.5 The President may at any time, and the Secretary on the request of a director shall, convene a meeting of the Board.
- 6.6 For the purposes of the first meeting of the Board held immediately following the appointment or election of a director or directors at a general meeting, or for the purposes of a meeting of the Board at which a director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be properly constituted, if a quorum of the directors is present.
- 6.7 No resolution proposed at a meeting of the Board need be seconded. The person chairing a meeting may move or propose a resolution.
- 6.8 Any issue at a meeting of the Board which is not required by these bylaws or the Society Act to be decided by a resolution requiring more than a simple majority shall be decided by a Board resolution.
- 6.9 A director chairing a meeting may vote but, if he or she does so and the result is a tie, he or she shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.
- 6.10 Voting shall be by show of hands recorded by the secretary of the meeting except that, at the request of any two directors, a secret vote by written ballot shall be required.
- 6.11 A Board resolution in writing whether by document or telecopier or any other method of transmitting legibly record messages which has been deposited with the Secretary is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such Board resolution may be in two or more counterparts which together

shall be deemed to constitute one resolution in writing. Such resolution shall be filed with minutes of the proceedings of the Board and shall be effective on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

- 6.12 A director who contemplates being or is temporarily absent from Canada may, by letter, facsimile, telegram, telex, or electronic mail send or deliver to the address of the Society a waiver of notice of any meeting of the Board for a period not longer than one year and may, at any time, withdraw the waiver in like manner. Until the waiver is withdrawn:
- (a) no notice of meetings of the Board need to be sent to that director; and
 - (b) any and all meetings of the Board, notice of which has not been given to that director shall, if a quorum is present, be valid and effective.

PART 7. – PATRONS

- 7.1 The Board may appoint prominent persons and office holders to be Patrons of the Society.
- 7.2 The function and number of Patrons and the terms of each appointment shall be determined by the Board.

PART 8. – ADVISORY COUNCIL

- 8.1 The Board may appoint an Advisory Council to provide advice and counsel to the Board on broad issues of policy and profile and may appoint worthy persons to it and determine the terms of each appointment.
- 8.2 The Board shall determine the size and composition and specific functions of the Advisory Council.
- 8.3 The Advisory Council shall not have the legal powers to direct the acts and operations of the Society.
- 8.4 The Advisory Council may hold meetings at such time and place as is determined by the Board and shall conform to any rules that may from time to time be imposed on it by the Board.

PART 9. – COMMITTEES

- 9.1 The Board may create such standing and special committees as may from time to time be required which may be in whole or in part composed of directors as the Board thinks fit. The Board may delegate any, but not all, of its power to such committees and any such committee shall limit its activities to the purpose or purposes for which it is appointed, and shall have no powers except those specifically conferred by the Board. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee shall automatically be dissolved.

- 9.2 A committee, in the exercise of the powers delegated to it, shall conform to any rules that may from time to time be imposed by the Board, and shall report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board directs.
- 9.3 The members of a committee may meet and adjourn as they think proper and meetings of committees shall be governed mutatis mutandis by the rules set out in these bylaws governing proceedings of the Board.

PART 10. – DUTIES OF OFFICERS

- 10.1 The members shall by ordinary resolution appoint from among themselves a President who shall hold office for the term specified in the ordinary resolution and in the event that no term is specified, until the first meeting of the Board held after the next following annual general meeting unless he or she is removed from the office of President pursuant to Bylaw 10.3. The President shall be responsible for chairing meetings of the Board.
- 10.2 The Board shall appoint a Secretary and Treasurer and may, subject to Bylaw 10.1, appoint and remove such other officers of the Society as it deems necessary and determine the duties, responsibilities, term and remuneration, if any, of all officers
- 10.3 A person other than the President may be removed as an officer by a Board resolution. A person may only be removed from the office of President by a resolution passed at a meeting of the members by a majority of not less than 70% of the members present.
- 10.4 Should the President or any other officer for any reason not be able to complete his or her term, the Board shall elect or appoint a replacement without delay.
- 10.5 The Secretary shall be responsible for making the necessary arrangements for:
- (a) the issuance of notices of meetings of the Board and Advisory Council;
 - (b) the keeping of minutes of all meetings of the Board and Advisory Council;
 - (c) the custody of all records and documents of the Society except those required to be kept by the Treasurer or the Members' Moderator;
 - (d) the custody of the common seal of the Society;
 - (e) the maintenance of the register of directors;
 - (f) the conduct of the correspondence of the Society; and
 - (g) such other responsibilities as determined by the Board from time to time.
- 10.6 The Treasurer shall be responsible for making the necessary arrangements for:
- (a) the keeping of such financial records, including books of account, as are necessary to comply with the Society Act;

- (b) the rendering of financial statements to the directors, members and others when required; and
 - (c) such other responsibilities as determined by the Board from time to time.
- 10.7 If the Secretary is absent from any meeting of the Board, the directors present shall appoint another person to act as secretary at that meeting.
- 10.8 A person may be appointed to two or more of the offices of the Society at any one time.
- 10.9 Notwithstanding the foregoing bylaws, the Board may appoint a secretary of the Board to be responsible for the preparation and custody of minutes of meetings of the Board and the correspondence of the Board.

PART 11. – CHIEF EXECUTIVE OFFICER

- 11.1 The Board may select and appoint a chief executive officer of the Society, determine his or her title and set the terms of his or her duties, responsibilities and employment.

PART 12. – SEAL

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

PART 13. – BORROWING

- 13.1 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 mortgages, general security agreements and guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.
- 13.2 No debenture shall be issued without the authorization of a special resolution.
- 13.3 The members may restrict the borrowing powers of the Board.

PART 14. – AUDITOR

- 14.1 This Part applies only where the Society is required or has resolved to have an auditor.
- 14.2 The first auditor shall be appointed by the Board which shall also fill any vacancy occurring in the office of auditor.
- 14.3 At each annual general meeting, the Society shall appoint an auditor to hold office until he or she is re-appointed or his or her successor is appointed at the next following annual general meeting.

- 14.4 An auditor may be removed by ordinary resolution.
- 14.5 An auditor shall be promptly informed in writing of his appointment or removal.
- 14.6 The auditor may attend general meetings.

PART 15. – NOTICES

- 15.1 Notice of a general meeting shall be given to:
 - (a) every person shown on the register of members as a member on the day the notice is given; and
 - (b) the auditor.

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

- 15.2 A notice may be given to a member or a director either personally (by delivery), by first class mail posted to such person's registered address, or by facsimile, telegram, telex or electronic mail.
- 15.3 A notice sent by mail shall be deemed to have been given on the second 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 there shall be, 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, then such notice shall only be effective when actually received. Any notice delivered by hand or sent by facsimile, telegram, telex or electronic mail shall be deemed to have been given on the day it was so delivered or sent.
- 15.4 If a number of days notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given shall not, but the day on which the event for which notice is given shall, be counted in the number of days required.

PART 16. – MISCELLANEOUS

- 16.1 The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the documents, including the books of account, of the Society and minutes of meetings of the Board and Advisory Council shall be open to the inspection of members of the Society not being directors. In the absence of such determination by the Board, the documents, excluding the books of account, of the Society shall not be open to inspection of any member of the Society, not being a director.
- 16.2 Any meeting of the Society, the Board, the Advisory Council or any committee or group may also be held, or any members, directors or committee member may participate in any meeting of the Society, Board, Advisory Council or any committee in which he or she is entitled to participate, by conference call or similar communication equipment or device so long as all the members, directors, council or committee

members or other persons participating in the meeting can hear and respond to one another. All such members, directors, council or committee members or other persons so participating in any such meeting shall be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing bylaws, shall be entitled to vote by a voice vote recorded by the secretary of such meeting.

- 16.3 The rules governing when notice is deemed to have been given set out in these bylaws shall apply mutatis mutandis to determine when a Board resolution shall be deemed to have been submitted to all of the directors and when an ordinary resolution shall be deemed to have been submitted to all of the members.
- 16.4 The Society shall have the right to subscribe to, become a member of and cooperate with any other society, Society, corporation or association whose purposes or objectives are in whole or in part similar to the Society's purposes.
- 16.5 Subject to an order of the Registrar pursuant to Section 38 of the Society Act stating that the Society is a "reporting society" as defined under the Society Act, the Society shall be deemed not to be a "reporting society".
- 16.6 The Society may establish and maintain one or more branch societies with the powers, not exceeding the powers of the Society, that the Society confers.
- 16.7 The Society shall be deemed not to be a subsidiary of any other society or corporation.

PART 17. – INDEMNIFICATION

- 17.1 Subject to the provisions of the Society Act, each director or officer of the Society shall be indemnified by the Society against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been an officer or director of the Society, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duty as an officer or director. "Derelict" shall mean grossly negligent, criminally negligent or intentionally engaged in tortious conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Society.
- 17.2 Subject to the provisions of the Society Act, the Board is authorized from time to time to give indemnities to any director or other person who has undertaken or is about to undertake any liability on behalf of the Society or any Society or corporation controlled by it, and to secure such director or other person against loss by mortgage and charge on the whole or any part of the real and personal property of the Society by way of security, and any action from time to time taken by the directors under this paragraph shall not require approval or confirmation by the members.

- 17.3 The Board in its discretion may submit any contract, act or transaction for approval, ratification or confirmation at any annual general meeting or at any extraordinary general meeting of the members called for die purpose of considering the same and any contract, act or transaction that may be approved, ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Society Act or these bylaws) shall be as valid and as binding upon the Society and upon all the members as though it had been approved, ratified and confirmed by every member of the Society.
- 17.4 Subject to the provisions of the Society Act, no director or officer for the time being of the Society shall be liable for the acts, neglects or defaults of any other director or officer of the Society or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of tide to any property acquired • by order of the directors for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Society shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any funds or property in the Society shall be lodged or deposited, or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto, unless all or any of the same shall happen by or through the wilful act, default or neglect of such director or officer.
- 17.5 The Society shall, to the full extent permitted by the Society Act, indemnify and hold harmless, every person heretofore, now or hereafter serving as a director or officer of the Society and his or her heirs and legal representatives.
- 17.6 Expenses incurred 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 the form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that he or she is entitled to indemnification hereunder.
- 17.7 The Society shall apply to the Court for any approval of the Court which may be required to make the indemnities herein effective and enforceable. Each director and officer of the Society on being elected or appointed shall be deemed to have contracted with the Society upon the terms of the foregoing indemnities. Such indemnities shall continue in effect with regard to actions arising out of the term each director or officer held such office notwithstanding that he or she no longer continues to hold such office.
- 17.8 The failure of a director or officer of the Society to comply with the provisions of the Society Act or this constitution or these bylaws shall not invalidate any indemnity to which he or she is entitled under this Part
- 17.9 The Society may purchase and maintain insurance for the benefit of any or all directors or officers against personal liability incurred by any such person as a director or officer.

PART 18. – BYLAWS

- 18.1 On being admitted to membership, each member is entitled to and upon request, the Society shall provide him or her with a copy of the constitution and bylaws of the Society.
- 18.2 In these bylaws words importing the singular number only shall include the plural and vice versa and words importing gender shall include masculine, feminine and neuter genders.
- 18.3 These bylaws shall not be altered or added to except by special resolution.