



Lady Minto Hospital  
**AUXILIARY**  
— Society —

**Constitution and Bylaws**

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# Lady Minto Hospital Auxiliary Society Constitution

The purpose of the society is to contribute to the comfort and welfare of the patients and residents of the Lady Minto Gulf Islands Hospital and the other Southern Gulf Islands health care facilities.

# BYLAWS OF THE LADY MINTO HOSPITAL AUXILIARY SOCIETY

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## **PART 1 - GENERAL**

### **1.1 Definitions**

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

**“Act”** means the *Societies Act, S.B.C. 2015, c. 18*, as amended from time to time, and includes any successor legislation thereto;

**“Address of the Society”** means the registered office address of the Society as on record from time to time with the Registrar;

**“Board”** means the Directors acting as authorized by the Act, the Constitution and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;

**“Board Resolution”** means a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter:

- in person at a duly constituted meeting of the Board,
- by Electronic Means in accordance with these Bylaws, or
- by combined total of the votes cast in person and by Electronic Means; and

a Board Resolution approved by any of these methods is effective as though passed at a meeting of the Board;

**“Bylaws”** means the bylaws of the Society as filed with the Registrar;

**“Constitution”** means the constitution of the Society as filed with the Registrar;

**“Directors”** means those Persons who are, or who subsequently become, directors of the Society in accordance with these Bylaws and have not ceased to be directors;

**“Electronic Means”** means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:

- a.) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
- b.) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;

**“General Meeting”** means a meeting of the Members, and includes any annual general meeting and any special or extraordinary general meetings of the Society;

**“Income Tax Act”** means the Income Tax Act, R.S.C. 1985 (5<sup>th</sup> Supp.), c.1 as amended from time to time;

**“Life Members”** means the Persons who have been designated by the Board as Life Members in accordance with these Bylaws and who have not ceased to be Life Members;

**“Members”** means those Persons who are, or who subsequently become, members of the Society in accordance with these Bylaws and, in either case, have not ceased to be members;

**“Officers”** means those Persons who are, or who subsequently become, officers of the Society in accordance with these Bylaws and have not ceased to be officers. Officers of the society are also Directors;

**“Ordinary Resolution”** means a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote:

- in person at a duly constituted General Meeting, or
- by Electronic Means in accordance with these Bylaws, or
- by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; and

an Ordinary Resolution approved by any one or more of these methods is effective as though passed at a General Meeting of the Society;

**“Person”** means a natural person;

**“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;

**“Registrar”** means the Registrar of Companies of the Province of British Columbia;

**“Regular Members”** means the Persons who have been accepted by the Board as Regular Members in accordance with the Bylaws and who have not ceased to be Regular Members;

**“Secretary”** means the Recording Secretary or, in the absence or inability of the recording Secretary, the Corresponding Secretary or, in the case of a committee, the member appointed to record the minutes;

**“Society”** means the “Lady Minto Hospital Auxiliary Society”;

**“Society’s Job Descriptions document”** means *Lady Minto Hospital Auxiliary Society, Job Descriptions, February 2016*, as updated from time to time.

**“Society’s procedure manual”** means *Lady Minto Hospital Auxiliary Society, Policy and Procedures, January 2017*, as updated from time to time.

**“Special Resolution”** means a resolution, of which the notice required by the Act and these Bylaws has been provided, passed by at least two-thirds (2/3) of the votes cast in respect of the resolution by those Members entitled to vote:

- in person at a duly constituted General Meeting,
- by Electronic Means in accordance with these Bylaws, or
- by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; and

a Special Resolution approved by any one or more of these methods is effective as though passed at a General Meeting;

**“Vice President”** means the First Vice President or, in the absence or inability of the First Vice President, the Second Vice President.

## **1.2 Societies Act Definitions**

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

## **1.3 Plural / Singular and Female / Male Forms**

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

## **1.4 Special Resolution required to Alter Bylaws**

These Bylaws may not be altered except by Special Resolution.

## **1.5 Effective Date of Alteration**

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

## **1.6 Dissolution**

In the event of winding up or dissolution of the Society, the assets of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to an organization with similar purposes pursuant to Section 149(1)(f) or (l) of the *Income Tax Act* (Cdn).



## **PART 2 - MEMBERSHIP**

### **2.1 Admission to Membership**

Membership in the Society will be restricted to:

- a.) those Persons who are Members in good standing on the date these Bylaws come into force; and
- b.) those Persons whose subsequent application for admission as a Member has been accepted in accordance with these Bylaws.

### **2.2 Classes of Membership**

There will be two classes of voting membership, being Regular Members and Life Members.

### **2.3 Eligibility for Regular Membership**

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

- a) is sixteen (16) years of age or older; and
- b) is interested in advancing the purposes and supporting the activities of the Society.

### **2.4 Application for Regular Membership**

- (1) An eligible person will submit a completed application form to the Membership Registrar. This application will be processed according to the Society's procedure manual.
- (2) The Board may accept, postpone or refuse an application for membership. Should the applicant not be accepted into membership, the Directors shall not disclose the reasons for their decision.
- (3) Upon acceptance into membership by the Directors, the applicant shall be considered a member and shall agree to a work assignment that furthers the Society's goals.
- (4) On being admitted to membership, each Member is entitled to, and upon request the Society will provide him or her with, access to a copy of the Constitution and these Bylaws.

### **2.5 Membership not Transferable**

Membership is not transferable.

### **2.6 Life Membership**

- (1) A Regular Member in good standing may be designated by the Board as a Life Member in recognition of an outstanding contribution to the Society.
- (2) The Board may, in exceptional circumstances, revoke the designation of a Person as a Life Member by Board Resolution.

## **2.7 Cessation of Membership**

A Person will immediately cease to be a Member:

- a. upon the date which is the later of:
  - 1) the date of delivering his or her signed resignation in writing to the Secretary or to the Address of the Society; and
  - 2) the effective date of the resignation stated thereon;
- b. in the case of a Regular Member, upon the date which is 6 consecutive months from the date on which such Member ceases to be in good standing;
- c. in the case of a Life Member, upon such Person's designation of life membership being revoked by Board Resolution;
- d. upon his or her expulsion; or
- e. upon his or her death.

## **2.8 Expulsion of Member**

(1) In addition to the means specified in the Societies Act, a member may be expelled or suspended by a Resolution passed by not less than  $\frac{3}{4}$  of the Directors present at a Directors' meeting, provided that:

- a) The notice of resolution for expulsion or suspension shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion or suspension and given seven (7) days written notice prior to the Directors' meeting and,
- b) The member who is the subject of a proposed resolution for expulsion or suspension shall be given the opportunity to make written submissions at the Directors' meeting before the proposed resolution is put to the vote.

(2) A member so expelled or suspended by the Board of Directors may appeal the decision at the next Annual General Meeting of the Society. The decision of the members at any such Annual General Meeting, in the form of a Special Resolution shall be final with respect to the expulsion or suspension of the member.

(3) Any member expelled or suspended by the resolution of the Directors shall be deemed to not be a member of the Society until the Special Resolution of the members is passed at the next Annual General Meeting.

## **2.9 Transition of Membership**

On the date these Bylaws come into force:

- a) each Person who is an active member of the Society in good standing will continue as a Regular Member until he or she ceases to be a Regular Member in accordance with these Bylaws;
- b) each Person who is a Life Member of the Society will continue as a Life Member, until he or she ceases to be a Life Member in accordance with these Bylaws; and
- c) each Person who is a member of the Society not in good standing will be deemed to have resigned from membership effective that date.

## **PART 3 - RIGHTS AND DUTIES OF MEMBERS**

### **3.1        *Compliance with Constitution, Bylaws and Policies***

Every member shall uphold the Constitution and comply with these By-laws.

### **3.2        *Dues***

(1) The Board will, from time to time, by Board Resolution, determine the dues payable by Regular Members and the date by which such dues must be paid.

(2) Life Members will be exempt from the obligation to pay dues to the Society.

### **3.3        *Standing of Members***

All Members are deemed to be in good standing except a Regular Member who has failed to pay such annual membership dues as are determined by the Board, if any, when due and owing and such Regular Member is not in good standing so long as such amount remains unpaid.

### **3.4        *Rights of Membership***

Life Members and Regular Members in good standing have the following rights of membership:

- a) to receive notice of, and to attend, all General Meetings;
- b) to participate in the programs and initiatives of the Society, in accordance with such criteria as may be determined by the Board from time to time.
- c) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- d) to exercise a vote on matters for determination at General Meetings; and
- e) to be eligible to be nominated to stand for election as a Director or officer of the Society.

### **3.5      *Inspection of Documents and Records***

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

- the Constitution and these Bylaws, and any amendments thereto;
- the statement of directors and registered office of the Society;
- minutes of any General Meeting, including the text of each resolution passed at the meeting;
- resolutions of the Members in writing, if any;
- annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting; and
- the register of Directors.

(2) Except as expressly provided by statute or at law, a Member will not be entitled or have the right to inspect any other document or record of the Society. However, subject to such policies as the Board may establish, a Member in good standing may request, in writing delivered to the Address of the Society, to inspect any other document or record of the Society and the Board may allow the Member to inspect 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.

(3) Members are also restricted to utilizing said documents for auxiliary business only.

(4) Copies of documents which a Member is allowed to inspect may be provided on request by the Member for a fee to be determined by the Board, provided such fee does not exceed the limits prescribed by the Act.

### **3.6      *Member not in Good Standing***

A Regular Member who is not in good standing has the right to receive notice of, and to attend, all General Meetings, and the right to participate in programs or initiatives of the Society (subject to eligibility) but is suspended from all of the other rights set out in Bylaws 3.4 and 3.5 for so long as he or she remains not in good standing.

## **PART 4 - OFFICERS**

### **4.1      *Officers***

(1) The officers of the Society are the President, First Vice President, Second Vice President, Treasurer, Recording Secretary, Corresponding Secretary, Membership Registrar, Communications Officer and the Immediate Past President.

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

### **4.2      *Election of Officers***

(1) Officers will be elected by the Members at an Annual General Meeting and will take office commencing at the close of such meeting.

(2) Separate elections shall be held for each office to be filled at each Annual General Meeting.

(3) An election may be by acclamation, otherwise it shall be by secret ballot.

(4) If no successor is elected, the previously elected or appointed person may continue to hold office if he or she so wishes.

### **4.3      *Term of Office***

The term of office for each officer will be one (1) year, commencing on the date the Officer is elected in accordance with Bylaw 4.2 and continuing until the next following Annual General Meeting. An officer may be elected for consecutive terms.

### **4.4      *Removal of Officers***

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

### **4.5      *Replacement***

Should any officer for any reason be unable to complete his or her term, the Board will

a.) remove such officer from his or her office and

b.) will appoint a replacement without delay,

both by Board Resolution.

### **4.6      *Duties of Officers***

Duties of officers are specified in the Society's Job Descriptions document.

## **PART 5 - DIRECTORS**

### **5.1      *Composition of Board***

The Board will be composed of a minimum of four (4) and a maximum of eleven (11) Directors, each of whom will be elected or appointed in accordance with these Bylaws.

### **5.2      *Directors***

(1) The above required officers [Section 4.1] shall be the Directors of the Society.

(2) The Board may, by Board Resolution, create and remove such other Directors as it deems necessary and determine the duties and responsibilities of such Directors.

(3) Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

### **5.3      *Qualifications of Directors***

Pursuant to the Act, a Person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if he or she:

- a) is less than eighteen (18) years of age;
- b) has been found by any court, in Canada or elsewhere, to be incapable of managing his or her own affairs;
- c) is an undischarged bankrupt; or
- d) has been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, all in accordance with the Act.

### **5.4      *Director Conflict of Interest***

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

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

- in any case, during the vote on the contract, transaction or matter; and
- e) refrain from any action intended to influence the discussion or vote.

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

### **5.5 Transition of Directors' Terms**

Each Person who is a Director on the date these Bylaws come into force will continue as a Director for the remaining term to which he or she was elected, unless sooner ceasing in accordance with these Bylaws.

### **5.6 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, provided that if insufficient successors are elected and the result is that the number of Directors would fall below four (4), the Person or Persons previously elected as Directors may, if they consent, continue to hold office, and the term of such Director or Directors is deemed to be extended, until such time as successor Directors are elected.

### **5.7 Appointment to fill Vacancy**

(1) If a Director resigns his office or otherwise ceases to hold office before the expiry of his or her term, the remaining Directors, by Board Resolution, shall appoint a member to take the place of the former Director.

(2) The Directors may, at any time, by Board Resolution, appoint a member as an Interim Director to fill a vacancy.

### **5.8 Removal of Director**

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

### **5.9 Ceasing to be a Director**

A Person will immediately and automatically cease to be a Director:

a. ) upon the date which is the later of:

- i. the date of delivering his or her resignation in writing to the President or to the Address of the Society; and
- ii. the effective date of the resignation stated therein;

- b.) upon the expiry of his or her term, unless re-elected;
- c.) upon the date such Person is no longer qualified pursuant to Bylaw 5.3 ;
- d.) upon his or her removal; or
- e.) upon his or her death.

### **5.10      *Invalidation of Acts***

(1) No act or proceeding of the Directors is invalid only by reason of there being fewer than the prescribed number of the Directors.

(2) No rule, made by the Society in General Meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.

## **PART 6 - POWERS AND DUTIES OF DIRECTORS**

### **6.1      *Powers of Directors***

(1) The Board will have the authority and responsibility to manage, or supervise the management of, the assets and the affairs of the Society.

(2) The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these By-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in General Meeting, but subject, nevertheless, to:

(a) All laws affecting the Society:

(b) These By-laws: and

(c) Rules, not being inconsistent with these By-laws, which are made from time to time by the Society in General Meeting.

(3) Without limiting the generality of the foregoing, 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.

(4) All decisions of the Directors in excess of \$10,000 must be approved by ordinary resolution at the next General Meeting.

### **6.2      *Duties of Directors***

Pursuant to the Act, every Director will:



- a) act honestly and in good faith with a view to the best interests of the Society;
- b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances; and
- c) act in accordance with the Act and the regulations thereunder.

### **6.3        *Execution of Instruments***

(1) Contracts, documents or instruments in writing requiring the signature of the Society may be signed by any two of the four directors designated by Board Resolution, and all contracts, documents and instruments in writing so signed will be binding upon the Society without any further authorization or formality.

(2) The Society will not have a corporate seal.

### **6.4        *Access to Records***

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

### **6.5        *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.

### **6.6        *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.

### **6.7        *Indemnification of Directors and Eligible Parties***

To the extent permitted by the Act, each Director and eligible party (as defined by the Act) will be indemnified by the Society against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Person by reason of his or her holding or having held authority within the Society:

- a) is or may be joined as a party to such legal proceeding or investigative action; or

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

### **6.8      *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.

## **PART 7 - COMMITTEES**

### **7.1      *Creation of and Delegation to Committees***

- (1) The Directors may delegate any, but not all, of their powers to Committees as they think fit.
- (2) The Board may create such standing and ad hoc 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.
- (3) In the exercise of their delegated powers a Committee will keep the Directors informed and present a report at each Directors meeting.

### **7.2      *Terms of Reference***

In the event the Board decides to create a committee, it must establish terms of reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the terms of reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

### **7.3      *Committee Chair***

A Committee shall elect a member to chair its meetings but if no chairman is elected, or if at a meeting the chairman is not present within thirty minutes after the time appointed for holding the meeting, the Directors present who are members of the Committee shall choose one of their number to be chairman of the meeting.

## **PART 8 - MEETINGS**

### **8.1      *Time and Place***

- (1) The Directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

(2) General Meetings of the Society shall be held at the time and place, in accordance with the Societies Act, that the Directors decide.

(3) An Annual General Meeting will be held at least once in every calendar year and in accordance with the Act.

(4) An Extraordinary General Meeting can be called by the Directors to address unforeseen circumstances; e.g., a requisition by members under the Societies Act.

(5) Every General Meeting other than the Annual General Meeting or an Extraordinary General Meeting is a Monthly General Meeting.

(6) The members of a committee may meet and adjourn as they think proper.

## **8.2 Rules of Order**

All meetings shall be conducted according to Robert's Rules of Order

## **8.3 Special Business**

Special Business is all business except the ordinary business defined in the Society's policy manual.

## **8.4 Notice of Meeting**

(1) At least one (1) day's notice of a meeting of Directors will be sent to each Director. However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting was decided or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary.

(2) Notice of an Annual General Meeting shall be published three weeks prior to the meeting date in the local press.

(3) The Society will, in accordance with Bylaw 11.1, send notice of every General Meeting to each Member.

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

(5) A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting

(6) The accidental omission to give notice of a meeting to, or the non receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

### **8.5 Chair of Meeting**

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

(2) If at any meeting of the Board the President, Vice-President and such alternate Person appointed by a Board Resolution, if any, are not present within fifteen (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.

### **8.6 Alternate Chair of Meeting**

If a Person presiding as chair of a 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.

### **8.7 Secretary of Meeting**

(1) If the Secretary is absent from any Meeting, the Chair will appoint another member to act as secretary at that meeting.

(2) The Secretary will record the minutes of every meeting.

### **8.8 Requirement of Quorum**

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

(2) Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

(3) A quorum for the transaction of business at a general meeting is 3 members or 15% of the total membership, which ever is greater.

(4) If within thirty (30) minutes from the time appointed for a General Meeting a quorum is not present, the meeting will be terminated and rescheduled.

(5) 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.

### **8.9 Questions Decided by Vote**

Questions arising at a meeting of Directors shall be decided by a majority of votes.

### **8.10 Resolutions seconded**

All resolutions proposed at a meeting must be seconded.

### **8.11 Entitlement to Vote**

Each Member in good standing is entitled to one (1) vote on matters for determination by the Members.

### **8.12 Voting Methods**

Voting is by a show of hands or secret ballot.

### **8.13 Equality of Votes**

In case of an equality of votes, the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.

### **8.14 Voting by Proxy**

Voting by proxy is not permitted.

### **8.15 Announcement of result**

The outcome of each vote must be announced and that outcome must be recorded in the minutes of the meeting.

### **8.16 Ordinary Resolution Sufficient**

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

### **8.17 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.

### **8.18      *Adjournment***

- (1) A 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.
- (2) When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- (3) Except as provided in this By-law, it is not necessary to give notice of an adjournment or of the business to be transacted at the adjourned meeting.

## **PART 9 - FINANCES**

### **9.1      *Accounting Records***

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

### **9.2      *Borrowing Powers***

- (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 guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.
- (2) The Members may by Ordinary Resolution restrict the borrowing powers of the Board.

### **9.3      *Expenditures over \$20,000***

A proposal at a regular General Meeting of the Society for expenditure in excess of twenty thousand dollars (\$20,000) shall be made in a written motion at the meeting and, if seconded, voted upon. This written motion will be read by the Treasurer at the following General Meeting and voted upon again by the members.

### **9.4      *Remuneration and Reimbursement***

No director or officer shall be remunerated for being or acting as a director or officer. However, a member may be reimbursed for all expenses necessarily and reasonably incurred by her while engaged in the affairs of the Society.

## **PART 10 - AUDITOR**

### **10.1 Appointment of Auditor**

(1) At each Annual General Meeting the Society shall appoint an Auditor. to hold office until such auditor is reappointed at a subsequent annual general meeting or a successor is appointed in accordance with the procedures set out in the Act or until the Society no longer wishes to appoint an auditor.

(2) No member of the Society shall be Auditor.

### **10.2 Vacancy in Auditor**

Except as provided in Bylaw 10.3 , 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.

### **10.3 Removal of Auditor**

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

### **10.4 Notice of Appointment**

An auditor will be promptly informed in writing of such appointment or removal.

### **10.5 Auditor's Report**

The auditor, if any, must prepare a report on the financial statements of the Society in accordance with the requirements of the Act and applicable law.

### **10.6 Auditor at General Meetings**

The Auditor may attend General Meetings.

## **PART 11 - NOTICES**

### **11.1 Method of Giving Notice**

Except as otherwise provided in these Bylaws, a notice may be given to a Member or a Director either personally, by telephone, by e-mail, or by mail posted to such Person's Registered Address.

### **11.2 When Notice Deemed to have been Received**

(1) A notice sent by registered mail will be deemed to have been given on the day on which Canada Post's tracking system records that the item has been signed for.

(2) Any notice delivered personally, by telephone or e-mail will be deemed to have been given on the day it was so delivered or sent.

**11.3      *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.