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BY-LAW OF THE Tri-City Iranian Cultural Society

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1.0 DEFINITIONS AND INTERPRETATION

1.1 In this By-law, the following terms shall have the meaning set out opposite them:

- (a) "**Act**" means the *Societies Act* of British Columbia as amended from time to time.
- (b) "**Board**" means the Board of Directors of the Society.
- (c) "**By-law**" means this By-law as enacted, amended, and re-enacted and in force from time to time, and By-laws shall mean all by-laws of the Society in force from time to time.
- (d) "**Society**" means Tri-City Iranian Cultural Society, a Society without shared capital.
- (e) "**Documents**" includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;
- (f) "**present**" in relation to any meeting of members means present in person or by proxy filed in accordance with this By-law.

Definitions in Act apply

1.2 The definitions in the Act apply to these By-laws.

Conflict with Act or regulations

1.3 If there is a conflict between these By-laws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

2.0 HEAD OFFICE

2.1 Until changed in accordance with the Act, the Head Office of the Society shall be in the City of Coquitlam, in the Province of British Columbia.

3. MEMBERSHIP

The Society has two classes of membership: Class A and Class B. The Board of Directors of the Corporation may, by resolution, approve the admission of members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the Board by resolution. The following conditions of membership shall apply:

Class A Members

- a. Class A voting membership shall be limited to persons interested in furthering the objects of the Society and shall consist of anyone whose application for admission as a member has been recommended by the Board of the Society and whose admission has been approved by a vote of 3/4 of the members at a members' meeting.
- b. The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the Society's policies, except that a current member shall be a member for life.
- c. As set out in the articles, each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.
- d. At all meetings of Class, A voting members of the Society, every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these by-laws.
- e. Inactive Members: A Class A member who has not attended any Annual General Meeting and has not participated in any Society programs, events, or committees for two (2) consecutive years may be designated as inactive. The Board of Directors may vote to remove the membership of an inactive member. The Board's decision shall be recorded in the minutes of the meeting.
- f. Class, A voting Membership in the Society is non-transferable and shall lapse and cease to exist on the death or resignation of the member. The membership of any member other than current members who are in arrears for more than three months in payment of membership fees, if applicable, may be cancelled by the Board if such arrears are not paid within one month after the posting of a notice to such member by ordinary mail at his or her address on the Society's records.
- g. Any class, A voting member may withdraw from the Society by delivering to the Society a written resignation and lodging a copy of the same with the secretary of the Society.
- h. Any class, A voting member other than the current member may be required to resign by a vote of 3/4 of the members at a members' meeting.
- i. A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.
- j. A voting member who is not in good standing
 - (a) may not vote at a general meeting, and
 - (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.
- k. A person's membership in the Society is terminated if the person is not in good standing for

six consecutive months.

- l. Advisory Council and Patrons, the Board may, from time to time in its discretion, establish and appoint an Advisory Council and establish the terms of reference thereof from time to time.
- m. The Board may also appoint and remove members of the Advisory Council from time to time. The Advisory Council shall provide advice and counsel to the Board of Directors and shall not have the power to bind the Society or to exercise any of the powers of the Board of Directors set out in this By-law or Articles of the Society. Members of the Advisory Council are not directors or members of the Society, shall pay no fees, and are not eligible to hold office in the Society.
- n. The Board may, from time to time in its discretion, appoint as a patron of the Society any person who, in its opinion, has or may in future significantly further the objects of the Society. A patron is not a member of the Society, pays no fees, is not entitled to receive notice of or to vote at meetings of the members, is not eligible to hold office in the Society and may be removed by resolution of the Board.
- o. **Code of Conduct:** Members are expected to conduct themselves respectfully, ethically, and cooperatively in all Society activities. The Board may issue warnings, suspend, or remove members whose behaviour harms the Society, disrupts activities, or damages the Society's reputation.

Class A members' List is attached A

Class B Members

- a. Class B non-voting membership shall be available only to Iranian Canadians who have applied and have been accepted for Class B non-voting membership in the Society.
- b. The term of membership of a Class B non-voting member shall be annual, subject to renewal in accordance with the policies of the Society.
- c. Subject to the Act and the articles, a Class B non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

4. BOARD OF DIRECTORS

- 4.1 Until changed in accordance with the Act, the property and business of the Society shall be managed by a Board of 3-7 directors of whom a majority of the number of members of the Board from time to time shall constitute a quorum.
- 4.2 Directors shall be elected for a term of two years by the members at an annual meeting of members.
- 4.3 Directors in the Society shall be limited to persons who, during the period of their job,

do not receive any compensation from the Society as employees or independent contractors of the Society.

4.4 Board Members serve as volunteers in their capacity as board Directors.

However, a Board Member may be paid bonuses for work performed for the Society in a role **other than Director** (for example: program coordination, executive duties, administrative work).

Any bonus must:

- The total bonus paid to Board Members in any year must not exceed five thousand dollars.
- Be approved by a Board resolution.
- Be reasonable and documented; and
- The Board Member receiving a bonus must **declare a conflict of interest and abstain from voting** on the compensation decision.

4.5 **Qualifications of Directors.** The following persons are disqualified from being a Director:

- (a) a person who is not a class A member of the Society or who does not become a member within the current year of his or her election or appointment.
- (b) a person who is less than 18 years of age.
- (c) a person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property or who is incapable by a court in Canada or elsewhere at the time of his or her election or appointment;
- (d) a person who is not an individual.
- (e) a person who has the status of a bankrupt.
- (f) If the Society is a registered charity, who is an "ineligible individual" as defined in the Income Tax Act?

4.6 **Vacating of Office.** The office of the director shall be automatically vacated:

- (a) If he or she should be disqualified pursuant to Section 5.3.
- (b) If a director shall resign his or her office by delivering a written resignation to the secretary of the Society;
- (c) If at a special or general meeting of members a resolution is passed by 2/3 of the members present at the meeting that he or she be removed from office;
- (d) on death.

Provided that if any vacancy shall occur for any reason in this paragraph, the Board, by majority vote, may, by appointment, fill the vacancy with a member of the Society.

4.7 **Term Limits.** If qualified, each individual who has completed a term of office as a

director shall be eligible for re-election.

- 4.8 **Meetings of the Board.** Meetings of the Board may be held at any time and place to be determined by the Board. The President or any two directors may call a meeting. All meetings shall be held at the municipality in which the head office of the Society is located unless otherwise determined by the Board. Notice of such a meeting shall be given to each director. If sent by mail, notice shall be sent at least 14 days before the meeting. If given by other permitted means, notice shall be sent at least 48 hours before the meeting. All reasonable efforts shall be made to provide an agenda for each Board meeting sufficiently in advance of the meeting to enable the directors to prepare properly. There shall be at least one meeting per year of the Board. Each director is authorized to exercise one vote. The person chairing the meeting shall have the right to vote in the first instance, but shall not have the right to cast a second vote or to cast a vote at meetings of the Board. A meeting of the Board may be held at any time without notice if all directors are present in person, or if those not present, either before or after the meeting, waive notice or otherwise consent to such meeting being held, and at such meeting any business may be transacted which the Society, at a meeting of the Board, may transact, provided that a quorum is present at such meeting.
- 4.9 **Virtual Meetings.** Provided all of the directors present at or participating in a meeting of the Board or a committee of the Board consent, a meeting of the Board or of a committee of the Board may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in the meeting by those means is deemed, under this By-law, to be present at the meeting.
- 4.10 **Written Resolutions.** A resolution in writing, signed by all the Board members entitled to vote on that resolution at a meeting of the Board or committee of the Board, is as valid as if it had been passed at a meeting of the Board or committee of the Board.
- 4.11 Provided a quorum of directors is present, each newly-elected Board may, without notice, hold its first meeting immediately following the meeting of members at which such Board is elected.
- 4.12 The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each director forthwith after being passed. Still, no other notice shall be required for any such regular meeting.
- 4.13 The directors shall serve as such without remuneration, and no director shall directly or indirectly receive any profit from his or her position as such, provided that a director may be paid reasonable expenses incurred by him or her in the performance of his or her duties.
- 4.14 A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his or her retirement is accepted and his or her successor is elected.

- 4.15 The Board may appoint such agents and engage such employees as it shall deem necessary from time to time, and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.
- 4.16 A reasonable remuneration for all non-director officers, agents, employees and committee members shall be fixed by the Board by resolution. Such resolution shall have force and effect only until the next meeting of members, when such resolution shall be confirmed by the members' resolution or, in the absence of such confirmation by the members. The remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members.
- 4.17 **Conflict of Interest** It shall be the duty of every director of the Society who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Society, to declare such interest to the extent, in the manner and at the time required by the Act and to refrain from voting in respect of the contract or arrangement or proposed contract or proposed arrangement if and when prohibited by the Act.
- 4.18 **Confidentiality and non-disclosure:** All Board Members are required to sign a **Non-Disclosure Agreement (NDA)** within 30 days of election or appointment. Confidential Society information may not be shared outside the organization. This obligation continues even after the Board Member's term has ended.

5. EXECUTIVE COMMITTEE

- 5.1 The Board may, from time to time, elect from among themselves an executive committee composed of three directors. The executive committee shall exercise the powers authorized by the Board. Any executive committee member may be removed by a majority vote of the Board. Executive committee members shall receive no remuneration for serving as such but are entitled to reasonable expenses incurred in the exercise of their duty.
- 5.2 Meetings of the executive committee shall be held at any time and place to be determined by the members of such committee. Any two members may call a meeting. All meetings shall be held at the municipality in which the head office of the Society is located unless otherwise determined by the committee. Notice of such a meeting shall be given to each director. If sent by mail, notice shall be sent at least 14 days before the meeting. If given by other permitted means, notice shall be sent at least 48 hours before the meeting. Two members of such a committee shall constitute a quorum.

6. OTHER COMMITTEES OF THE BOARD

- 6.1 Nominations Committee. Following each annual general meeting, the Board may appoint a Nominations Committee, comprised of a minimum of three individuals, none of whom need be directors of the Society. Any vacancy on the Nominations Committee that occurs before the next annual meeting of members shall be filled by the Board. A quorum for the transaction of business at a meeting of the Nominations Committee shall be all members then appointed. The Nominations Committee shall elect a chair from among its members. The Nominations Committee, if appointed, shall prepare a slate of

candidates for election to the Board at the next annual general meeting and shall also make a recommendation to the Board regarding any casual vacancy on the Board to be filled in the interim between members' meetings. A majority vote shall make all decisions of the Nominations Committee.

- 6.2 Other Committees. The Board may, from time to time, appoint other committees, persons or persons (whether or not directors or members) as it deems necessary or appropriate for such purposes, whose members will hold their offices at the will of the Board. The Board shall establish the duties of such committees, but the functions of any such other committees shall be advisory only. Any such committee shall have the power to fix its quorum at not less than a majority of its members, to elect its Chair and to formulate its own rules or procedures, subject to such regulations, directions or approvals as the Board may from time to time make.

7. POWERS OF THE BOARD

- 7.1 The Board may administer the affairs of the Society in all things and make or cause to be made for the Society, in its name, any contract which the Society may lawfully enter and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Society is by its charter or otherwise authorized to exercise and do.
- 7.2 The Board shall have the power to authorize expenditures on behalf of the Society from time to time. It may delegate by resolution to an officer or officers of the Society the right to employ and pay salaries to employees. The Board shall have the power to enter into a trust arrangement with a trusted company for the purpose of creating a trust fund in which the capital and interest may be made available for promoting the interests of the Society in accordance with such terms as the Board may prescribe.
- 7.3 The Board shall take such steps as it may deem requisite to enable the Society to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Society.

8. APPOINTMENT AND DUTIES OF OFFICERS

- 8.1 Appointment of Officers The Board shall annually or as often as may be required appoint a president, a treasurer, and a secretary. The Board may, from time to time, appoint such other officers as it deems necessary, which shall have such authority and perform such functions and duties as may be prescribed by the Board from time to time.
- 8.2 The Society officers shall hold office from the date of their appointment, election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the Board at any time, with or without cause.
- 8.3 In the absence of the president, the Chief Executive Officer, if there is one, and in the absence of the Chief Executive Officer, the President shall preside at all Society and Board

meetings. Subject to Section 9.9, he or she shall have the general and active management of the Society's affairs. He or she shall see that all orders and resolutions of the Board are carried into effect.

- 8.4 The treasurer shall have the custody of the funds and securities of the Society and shall keep complete and accurate accounts of all assets, liabilities, receipts and disbursements of the Society in the books belonging to the Society and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Society in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. He or she shall disburse the Society's funds as directed by the proper authority, providing proper vouchers for such disbursements. He or she shall render to the President and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Society. He or she shall also perform such other duties as may from time to time be directed by the Board.
- 8.5 The secretary may be empowered by the Board, upon resolution of the Board, to carry on the affairs of the Society generally under the supervision of the officers and shall attend all meetings and act as a clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He or she shall give or cause to be given notice of all meetings of the members and the Board and shall perform such other duties as may be prescribed by the Board or President, under whose supervision he or she shall be. He or she shall be the custodian of the seal of the Society if any.
- 8.6 The duties of all other Society officers shall be such as the terms of their engagement call for or the Board requires of them.
- 8.7 **Executive Director**, the Board may, by resolution, appoint an Executive Director of the Society to perform such duties, on such terms and conditions and with such compensation, as may be agreed to with the Executive Director. The person holding such a position may be designated as President, Chief Executive Officer, or other titles as the Board may determine. Such agreement shall be in writing. The initial term of such employment or any extension of such employment from time to time shall not exceed two years unless approved by the members. The agreement may provide for the delegation of any of the powers or duties of any Society Officer to the Executive Director. When an Executive Director is employed, the Executive Director shall be designated as and perform the duties of the Society's secretary.

9. INDEMNITIES TO DIRECTORS AND OTHERS

- 9.1 Indemnity of Directors and Officers Every director and officer of the Society and his or her heirs, legal personal representatives, and assigns, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Society, from and against:

- (a) all costs, charges, and expenses whatsoever which the director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against him or her for or in respect of any act, deed, matter or

thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office; and

- (b) all other costs, charges, and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges, or expenses occasioned by their willful neglect or default.

9.2 Indemnity of others Except as otherwise required by the Act and subject to Section 10.1, the Society may from time to time indemnify and save harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Society) by reason of the fact that he or she is or was an employee or agent of the Society, or is or was serving at the request of the Society as a director, officer, employee, agent of or participant in another Society, partnership, joint venture, trust or other enterprise, against expenses (including legal fees), judgments, fines and any amount actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted honestly and in good faith with a view to the best interests of the Society, and, with respect to any criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that his or her conduct was lawful. The termination of any action, suit or proceeding by judgment, order, settlement, or conviction, shall not, of itself, create a presumption that the person did not act honestly and in good faith with a view to the best interests of the Society, and, with respect to any criminal or administrative action or proceeding that is enforced by a monetary penalty, had no reasonable ground for believing that his or her conduct was lawful.

9.3 Right of indemnity, not exclusive The indemnification provisions contained in the by-laws of the Society shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, the vote of members or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and legal personal representatives of such a person.

9.4 Protection of Directors and Officers Every director and officer of the Society in exercising his or her powers and discharging his or her duties, shall act honestly and in good faith with a view to the best interests of the Society and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing and to the extent permitted by law, no director or officer of the Society shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee 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 title to any property acquired by the Society, or 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 with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or

other assets belonging to the Society, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto unless the same shall happen by or through his or her own wrongful and willful Act or through his or her own wrongful and willful neglect or default.

9.5 Responsibility for Acts The directors for the time being of the Society shall not be under any duty or responsibility in respect of any contract, Act or transaction, whether or not made, done or entered into in the name or on behalf of the Society, except such as shall have been submitted to and authorized or approved by the Board.

9.6 Directors and Officers insurance Subject to compliance with the *Charities Accounting Act*, The Society may purchase and maintain insurance for the benefit of any director, officer, employee, volunteer or other person acting on behalf of the Society against any liability incurred in his or her capacity as a director, officer or other person acting on behalf of the Society, except where the liability relates to his or her failure to act honestly and in good faith with a view to the best interests of the Society.

10. EXECUTION OF DOCUMENTS

10.1 The President shall sign the Contract or other documents requiring the signature of the Society. All contracts or documents signed in this manner shall be binding on the Society without any further authorization or formality. The Board shall have the power, from time to time, by resolution, to appoint an officer or officers on behalf of the Society to sign specific contracts or other documents. The Board may give the Society's power of attorney to any registered dealer in securities for the transferring of and dealing with any stocks, bonds, and other securities of the Society. The seal of the Society, if any, may be affixed to such contracts or documents if required.

10.2 Any document to be executed by the Society or by any director, officer or member of the Society may be signed in any number of counterparts with the same effect as if the signature on each counterpart were on the same document. Facsimiles or electronic forms of signatures, including signatures contained in a "PDF" document or in another electronic format capable of being printed out by the Society and the other party or parties to the document, if any, or provided in any other manner deemed acceptable under the *Electronic Commerce Act*, shall be deemed to be originals unless otherwise required by law.

11. MEETINGS

11.1 The annual or any other general meeting of the members shall be held at the municipality of the head office of the Society or at such other place in British Columbia as the Board may determine and on such day as the Board shall appoint.

11.2 At every annual meeting, in addition to any other business that may be transacted, the report of the Board, the financial statement, and the report of the auditors shall be presented and, subject to Section 17.1, auditors appointed for the ensuing year. The members may consider and transact any business, either special or general, at any members' meeting. The Board, the President, or the Vice-President shall have the power to call, at any time, a general meeting of the members of the Society. Two-thirds of the total

number of members present at a meeting will constitute a quorum. If no quorum is present, the members present may adjourn the meeting to a new date, time and/or place, upon and with at least 48 hours' notice, and the quorum of such a reconvened meeting shall be the greater of two members or 10% of the number of members.

- 11.3 14 days' notice shall be given to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the member that he or she has the right to vote by proxy. Each voting member present at a meeting shall have the right to exercise one vote. Utilizing a written proxy, a member may appoint a proxy holder to attend and act at a specific meeting of members in the manner and to the extent authorized by the proxy. A proxy holder does not need to be a member of the Society. The Board may fix a time for the deposit of proxies not more than 48 hours (excluding Saturdays and holidays) before the meeting. The person chairing the meeting shall have the right to vote in the first instance but shall not have the right to cast a second or casting vote at meetings of the members. A meeting of members may be held at any time without notice if all members entitled to vote thereat are present in person, or if those not present, either before or after the meeting, waive notice or otherwise consent to such meeting being held, and at such meeting any business may be transacted which the Society, at a meeting of members, may transact, provided that a quorum of the members is present at such meeting.

12. **VOTING OF MEMBERS**

- 12.1 At all such meetings of the Society's members, every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these by-laws.
- 12.2 To be elected at a members' meeting, a director must receive not less than 1/3 of the votes cast at the meeting for such a position.
- 12.3 **Scrutineer and Vote Counting** At the annual meeting, the Chairman shall appoint not less than two members to act as Scrutineers. Such persons shall not be nominees for any position under consideration or have any other apparent conflict of interest. The Scrutineers shall be responsible for counting the votes and ballots at the meeting and reporting the results to the Chairman. The nominee or nominees receiving the greatest number of votes so determined shall be declared elected. If the Scrutineers determine that a tie has occurred, then the Chairman shall place the tied nominees' names in a suitable container, and the nominee whose name is drawn from the container shall be declared elected.

13. **NOTICES**

- 13.1 Notice to any member, director, officer or auditor of the Society for any meeting of the Board or any committee or the members, or of any agenda for such meetings, or of any other matter permitted or required to be given to any of such persons, or for any other purpose set out in this By-law or required or permitted by the Act, (collectively a "notice"), shall

be sufficiently given if sent to the last address of the member, director, committee member, officer or auditor recorded on the books of the Society by delivery, or by ordinary prepaid mail, or, if prior written consent has been given by the intended recipient, by means of facsimile, electronic mail or other methods of transmitted or recorded communication. A notice so mailed shall be deemed to have been given when deposited in a post office or public letterbox. A notice sent by any means of transmitted or recorded communication shall be deemed to have been given when transmitted by the Society directly or when it is delivered to the appropriate communication company or agency or its representative for dispatch. A notice given by electronic means is sufficient if it contains the address of a website on which the information to be provided in the notice is accessible to the recipient. No error or omission in giving notice of a meeting of the Board or any committee or the annual or general meeting or any special meeting, or any adjourned meeting, whether annual or general, of the members of the Society shall invalidate such meeting or make void any proceedings have taken thereat and any person entitled to receive such notice may at any time waive notice of any such meeting and ratify, approve and confirm any or all proceedings taken or had thereat.

14. MINUTES OF THE BOARD AND EXECUTIVE COMMITTEE

- 14.1 The minutes of the Board or the Executive Committee's minutes shall be available to the Board, each of whom shall receive a copy of such minutes.

15. FINANCIAL YEAR-END

- 15.1 Unless otherwise ordered by the Board, the fiscal year of the Society shall end on December 31 in each year.

16. AUDITORS

- 16.1 If the Society's annual revenue exceeds \$200,000, an independent auditor must audit the annual financial statements, and the auditor's report shall be presented to the members at the next Annual General Meeting (AGM). Provided, however, that if the Act exempts the Society from the requirement for an auditor's appointment, the Society may, if it complies with the conditions for such exemption, dispense with an audit. In such an event, the Board shall make provisions for the preparation and review of annual financial statements as it deems necessary in the best interests of the Society.

17. BOOKS AND RECORDS

- 17.1 The Board shall see that all necessary books and records of the Society required by the by-laws of the Society or by any applicable statute or law are regularly and properly kept.

18. BORROWING

- 18.1 The Board may from time to time:

- (a) borrow money upon the credit of the Society.
 - (b) limit or increase the amount to be borrowed.
 - (c) issue, sell or pledge securities of the Society.
 - (d) pledge or sell such securities for such sums and at such prices as may be deemed expedient; and
 - (e) secure any such securities, or any other present or future borrowing or any other obligation or liability of the Society, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, moveable and immovable, property of the Society, including book debts and unpaid calls, rights, powers and franchises and the undertaking and rights of the Society
- 18.2 Notwithstanding the generality of Section 19.1, the borrowing power of the Society shall be limited to borrowing money for current operating expenses, provided that the borrowing power of the Society shall not be so limited if it borrows on the security of the real or personal property of the Society.
- 18.3 Any or all of the foregoing powers may from time to time be delegated by the Board to such officers or directors of the Society.
- 18.4 Nothing herein limits or restricts the borrowing of money by the Society on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Society.

19. DEPOSIT OF SECURITIES FOR SAFEKEEPING

- 19.1 The Society's securities shall be deposited for safekeeping with one or more bankers, trust companies, or other financial institutions selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only on the written order of the Society signed by such officer or officers, agent or agents of the Society, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof

20. COMPUTATION OF TIME

- 20.1 In computing the date when notice must be given under any provisions of the Letters Patent of the Society or its By-laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice and the date of the meeting or other event shall be excluded.

21. RULES AND REGULATIONS

21.1 The Board may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Society as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Society when they shall be confirmed and, failing such confirmation at such annual meeting of members, shall at and from time to time cease to have any force and effect.

22. AMENDMENT OF BY-LAWS

22.1 The by-laws of the Society not embodied in the letters patent may be repealed or amended by a by-law enacted by a majority of the directors at a meeting of the Board and sanctioned by an affirmative vote of at least 2/3 of the members at a meeting duly called for the purpose of considering such action.

23. REPEAL AND DESIGNATION

23.1 By-Law 2022, a by-law of the Society passed on the th day of December 2021, is repealed. This By-law is designated as By-Law 2026 of the by-laws of the Society.

Passed by the Society's directors at a meeting duly called and held on the sixth day of November 2025 and confirmed without variation at a meeting of the members of the Society held on the twenty day of November 2025.

President

Secretar