



Canadian Mental
Health Association
British Columbia

CMHA BC Division
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**Canadian Mental Health Association, BC Division
(the “Association”)**

**Notice of 71st Annual General Meeting
September 25, 2024, at 12:00 p.m.**

The Board hereby gives notice of the 71st Annual General Meeting of the Association to be held virtually on Zoom on September 25, 2024, at 12:00 p.m. In order to attend, **you will need to register** in advance of the Annual General Meeting by going to our **website** (www.bc.cmha.ca) or emailing **ea.ceo@cmha.bc.ca**. The Meeting is called for the following purposes:

1. To receive the annual report;
2. To report on the election of the Directors;
3. To receive the financial statements of the Association for the period ended March 31, 2024, and the report of the auditor on those financial statements;
4. To appoint the auditor for the next fiscal year;
5. To consider and vote on the Special Resolution to amend the Bylaws of the Association in the form attached to this Notice of Meeting as Schedule “B” along with a redlined version of the current Bylaws.

Voting procedures at this meeting are outlined in the current Bylaws of the Association:

1. Each ordinary member listed on the register of members as of September 10, 2024, has one vote for each resolution.
2. Voting can occur in person or by proxy.
3. The proxy form is attached as Schedule “A”.
4. Proxies must be received at the registered office of the Association no later than September 20, 2024, at 5:00 pm emailed to **ea.ceo@cmha.bc.ca**

Members may designate their proxy to any member attending including the following Directors who have confirmed attendance:

Dave DeLong	Canon Fung	Errol Olsen
David McCoy	Jane Atherton	Kevin Murray
Clayton Munro	Kelli Bodnar	

Please email ea.ceo@cmha.bc.ca for a link to attend CMHA BC’s virtual AGM.

Dated September 10, 2024.

BY ORDER OF THE BOARD

Dave DeLong

Chair, Board of Directors
Canadian Mental Health Association, BC Division

SCHEDULE A



**Canadian Mental
Health Association**
British Columbia
Mental health for all

PROXY

Canadian Mental Health Association, BC Division
71st Annual General Meeting
September 25, 2024, at 12:00 pm (Virtual)

The undersigned, who is an ordinary member of the Association in good standing hereby appoints _____, or failing that person, a CMHA BC Division Board Member.

Print Name

Signature

Address

Date

Proxies must be returned electronically to ea.ceo@cmha.bc.ca by September 20, 2024, at 5:00 pm PDT.

A proxyholder must be an ordinary member and cannot represent more than nine ordinary members. Any proxyholder who receives more than nine proxies appointing them as a proxyholder must immediately notify the member who signed the excess proxy that they cannot act as proxyholder for that member.

SCHEDULE B



**Canadian Mental
Health Association**
Mental health for all

**Association canadienne
pour la santé mentale**
La santé mentale pour tous

NOTICE OF SPECIAL RESOLUTION

OF

CANADIAN MENTAL HEALTH ASSOCIATION, BC DIVISION

(the "Association")

The following special resolution for amending the bylaws will be proposed for approval at the Annual General Meeting to be held on September 25, 2024 at 12:00 p.m.

The special resolution proposes to amend the Association's Bylaws. The changes that are being made to the new Bylaws include:

- i) Part 7 - Removing references to specific dates on elections where possible to allow for flexibility.
- ii) 7.6 and 8.2(b) – Simplifying the language about the number of Directors to be elected.
- iii) 8.9 - Providing the Directors with the ability to appoint additional Directors to the Board who are First Nations, Inuit, or Métis if they are not represented on the Board.
- iv) 10.4 – Adding that at least one member of the nominating committee must be first Nations, Inuit or Métis.

Note that while this special resolution proposes to make updates to the Association's Bylaws, including its election procedures to allow for more flexibility around timing and updating the Bylaws to accommodate for diversity, they will not come into effect until the Association files the Bylaws with the BC Corporate Registry. Until such time, the current Bylaws will remain in effect.

Replacement of Bylaws

RESOLVED AS SPECIAL RESOLUTIONS that:

1. The Bylaws of the Association be replaced with the amended Bylaws attached to the Notice of Meeting.

Please see the attached document for the proposed amendment of the Bylaws.

**CANADIAN MENTAL HEALTH ASSOCIATION,
B.C. DIVISION**

BYLAWS

PART 1 INTERPRETATION

1.1 Definitions

In these Bylaws, unless the context otherwise requires:

- (a) “Board”, “Board of Directors”, and “Directors” means the directors of the Society for the time being, and “Director” means one of them;
- (b) “Branch” means a society under the *Societies Act* that is a party to a subsisting agreement with the Society commonly known as a “branch agreement”;
- (c) “Bylaws” mean these bylaws, and “Bylaw” means one of them;
- (d) “Chief Executive Officer” means the person appointed as the Chief Executive Officer of the Society under Bylaw 12.4;
- (e) “Constitution” means the constitution of the Society under the *Societies Act* from time to time;
- (f) “Consultant” means a person who receives remuneration, other than honoraria, from the Society or a Branch in return for performing services for the Society or a Branch;
- (g) “Corporation” means an incorporated or unincorporated (but formally organized) society, council, commission, club, association, or other organization;
- (h) “CMHA National” means the Canadian Mental Health Association which is a corporation under the *Canada Not-for-Profit Corporations Act* (Canada), as enacted or amended from time to time and every statute that may be substituted for that Act;
- (i) “Ineligible Individual” has the meaning in section 149.1 of the *Income Tax Act* (Canada), as enacted or amended from time to time and every statute that may be substituted for that Act;
- (j) “*Interpretation Act*” means the *Interpretation Act* (British Columbia), as enacted or amended from time to time and every statute that may be substituted for that Act;
- (k) “Members” means the Ordinary Members and Non-Voting Members from time to time pursuant to these Bylaws, and “Member” means one of them;
- (l) “Non-Voting Member” means those persons who become Non-Voting Members in accordance with these Bylaws and who have not ceased to be Non-Voting Members, and a “Non-Voting Member” means any one of them;
- (m) “Ordinary Members” means those persons who become Ordinary Members in accordance with these Bylaws and who have not ceased to be Ordinary Members, and an “Ordinary Member” means any one of them;

- (n) “Person with Lived Experience” means an individual with direct personal experience receiving mental health services and/or addiction services;
- (o) “Registrar” means the Registrar of Companies of the Province of British Columbia, Canada;
- (p) “Society” means the Canadian Mental Health Association, B.C. Division;
- (q) “*Societies Act*” means the *Societies Act* (British Columbia), as enacted or amended from time to time and every statute that may be substituted for that Act and the regulations made pursuant to that Act;
- (r) “Staff Member” means any employee or Consultant of the Society, a Branch or CMHA National; and
- (s) “Youth” means an individual who is between the ages of 19-30 years.

1.2 Societies Act and Interpretation Act definitions applicable

The definitions in the *Societies Act* and the definitions and rules of construction in the *Interpretation Act*, with the necessary changes, so far as applicable, and unless the context requires otherwise, apply to these Bylaws as if they were an enactment. If there is a conflict between a definition in the *Societies Act* and a definition or rule in the *Interpretation Act* relating to a term used in these Bylaws, the definition in the *Societies Act* will prevail in relation to the use of the term in these Bylaws. If there is a conflict between these Bylaws and the *Societies Act*, the *Societies Act* will prevail.

1.3 Headings

The headings used in these Bylaws are inserted for reference purposes only and are not to be construed or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

PART 2 — MEMBERSHIP

2.1 Classes of Members

There will be two classes of membership in the Society, Ordinary Members, who consist of those individuals accepted by the Directors or by a Branch, and Non-Voting Members.

2.2 Application for Ordinary Membership

Any individual who declares an interest in supporting the purposes of the Society and CMHA National or who has contributed to meeting the goals and objectives of the Society and CMHA National may apply for Ordinary Membership by delivering to the Society a completed application in a form approved by the Board and by paying the annual membership due

2.3 Eligibility for Ordinary Membership

A Corporation or a Staff Member is not eligible for Ordinary Membership.

2.4 Application for Non-Voting Membership

Any Corporation or Staff Member who declares an interest in supporting the purposes of the Society and CMHA National or who has contributed to meeting the goals and objectives of the

Society and CMHA National may apply for Non-Voting Membership by delivering to the Society a completed application in a form approved by the Board and by paying the annual membership due.

2.5 Appointment of honorary members as Non-Voting Members

The Directors may appoint any individual as an honorary member of the Society in recognition of outstanding service to the Society or outstanding achievement in the field of mental health. An individual appointed as an honorary member is a Non-Voting Member of the Society.

2.6 Applications made to the Society

If an application for membership is made to the Society, then the Board must consider that application for membership and may, in their absolute discretion and without giving reasons, accept or reject any application for membership, and where an application for membership is rejected, the Society must return any membership fee paid by the applicant. If the applicant for membership resides within a geographic boundary of a Branch and the applicant was not previously a Member of the Society, the Society will encourage that applicant to apply for membership with the relevant Branch. Where an application for membership is accepted by the Board, the applicant will be admitted as a Member of the Society.

2.7 Applications made to Branches

If an application for ordinary membership is made to a Branch, then they may, in their absolute discretion and without giving reasons, accept or reject that application for membership, and where an application for membership is accepted by a Branch, the applicant will be admitted as an Ordinary Member of the Society as of the date of when the name, address and other particulars reasonably prescribed by the Society are provided by the Branch to the Society.

2.8 Representative of corporate member

Every Member which is a Corporation must appoint in writing a natural person who is a director, officer or employee of the Corporation to represent it in respect of its membership in the Society and to exercise all of its rights as a Member, and may from time to time remove any such representative and appoint another representative.

2.9 Duties of Members

Each Member will uphold the Constitution and comply with these Bylaws.

2.10 Rights of membership

The Members shall have the following rights:

- (a) an Ordinary Member in good standing has the right to vote on the election of Directors on a ballot provided for in Part 7 and to receive notice of, to attend and to act and vote at all general meetings of the Society;
- (b) a Non-Voting Member in good standing has the right to receive notice of and to attend all general meetings of the Society but does not have the right to act and vote at all general meetings or vote on the election of Directors on a ballot provided for in Part 7.

2.11 Member not in good standing

All Members are in good standing except:

- (a) a Member who has failed to pay his or her annual membership dues; and
- (b) in the case of a Member who is also an ordinary member of a Branch, a Member who ceases to be an ordinary member in good standing with the Branch,

and the Member is not in good standing for as long as the dues remain unpaid or he or she remains not in good standing with the Branch, as the case may be.

2.12 Membership dues

The Directors may from time to time determine the membership dues, if any, payable by those in each category of members except for honorary members who will not be required to pay any membership dues during the period of their appointment as honorary members.

2.13 Members not in good standing may not vote

A Member who is not in good standing may not vote at a meeting of the Members and will not be counted in quorum.

2.14 Termination

A person will automatically cease to be a Member:

- (a) upon the date the Society receives the Member's written resignation at the registered office of the Society;
- (b) upon being expelled;
- (c) upon his or her death or, in the case of a Corporation, upon dissolution;
- (d) upon having been a Member not in good standing for two consecutive months; and
- (e) in the case of a Member who is an ordinary member of a Branch, on ceasing to be an ordinary member of a Branch.

2.15 Discipline and expulsion of Members

The Directors may by a resolution of at least two-thirds of the Directors present at a meeting discipline, suspend or expel any Member.

2.16 Statement of reasons

The Society must send the Member notice of the proposed Directors' resolution for discipline, suspension or expulsion, including a brief statement of reasons.

2.17 Right of Member to make representations

The Member who is the subject of the proposed Directors' resolution for discipline, suspension or expulsion is entitled to a reasonable opportunity to make representations before the resolution is put to a vote.

2.18 Continued liability of suspended Member

A suspended Member remains liable for all fees and assessments, and a Member who:

- (a) has withdrawn from membership in the Society;
- (b) has been expelled from membership in the Society; or
- (c) has had his or her membership in the Society terminated in any other way in accordance with these Bylaws;

remains liable for payment of all fees and assessments payable by that Member before the withdrawal, expulsion or termination becoming effective.

2.19 Status of ordinary members in Branches

It is the responsibility of the Branch to update the Society on whether any of its ordinary members are not in good standing or have ceased to be members. Unless the Branch provides notice to the Society stating otherwise, the Society will assume that the Branch's ordinary members are in good standing and have not ceased to be members.

PART 3 — MEETINGS OF MEMBERS

3.1 Calling meeting

The Directors may, at any time, call a meeting of Members to be held at such time, place, and manner as may be determined by the Directors.

3.2 Annual general meeting

Subject to compliance with the *Societies Act*, the Directors must call an annual general meeting to be held in September of each year at such time and place as the Directors may decide.

3.3 Extraordinary general meeting

Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

3.4 Notice of general meeting

Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business. Notice must be given to each Member entitled to receive notice of the meeting and to the auditor of the Society, if any, not less than 14 days before the date of the meeting. Notices will also be sent by the Society to the Branches for posting by each Branch at their respective office.

3.5 Notice of special resolutions

Notice of a general meeting must include the text of any special resolution to be submitted to the meeting.

3.6 Notice of Members' proposals

If, at least seven days before the notice of an annual general meeting is sent, the Society receives a proposal that:

- (a) contains the names of, and is signed by, 5% or more of the Ordinary Members; and
- (b) together with any statement in support of the proposal, is 200 words or less,

the Society must include with the notice of annual general meeting:

- (a) the proposal;
- (b) the names of the Ordinary Members submitting the proposal; and
- (c) one statement in support of the proposal, if the Ordinary Members submitting the proposal request that the statement be included with the notice,

unless substantially the same proposal was considered at a general meeting in the two previous calendar years before the calendar year in which the annual general meeting is to be held.

3.7 Waiver of notice

Any person entitled to receive notice of a meeting of Members may at any time waive notice of the meeting. The attendance of such a person at a meeting of Members constitutes waiver of notice, unless the person attends the meeting for the express purpose of objecting to the transaction of business on the basis that the meeting was not properly called.

3.8 Omission to give notice

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.

PART 4 — REQUISITIONED MEETINGS

4.1 Call of general meeting after requisition

If 10% or more of the Ordinary Members (in this Part called the “Requisitionists”) deliver to the Society a requisition which complies with Bylaw 4.2, the Directors must call a general meeting of the Society, to be held within 60 days after the date of the Society’s receipt of the requisition, to consider the business stated in the requisition.

4.2 Contents of requisition

The requisition must:

- (a) contain the names of, and be signed by, the Requisitionists;
- (b) state, in 200 words or less, the business to be considered at the meeting, including any special resolution the Requisitionists wish to have considered at the meeting;
- (c) be delivered to the registered office of the Society, and
- (d) be sent to each Director.

4.3 Failure to call meeting

If, within 21 days after the date of the delivery of the requisition, the Directors do not call a general meeting, a majority of the Requisitionists may call the meeting within 60 days after the expiry of the 21 day period, to be held within 60 days of the expiry of the 60 day period.

4.4 Procedure at general meeting

A general meeting called by the Requisitionists must be called and held in the same manner, as nearly as possible, as a general meeting called and held by the Directors except that notice of the meeting must be sent to every Director as well as to every Member.

4.5 Reimbursement of expenses

Unless otherwise resolved by ordinary resolution at the general meeting called under Bylaw 4.3, the Society must reimburse the Requisitionists for the expenses actually and reasonably incurred by them in requisitioning, calling and holding that meeting. Notice of such resolution need not be included in the notice of the meeting.

PART 5 = PROCEEDINGS AT GENERAL MEETINGS

5.1 Special business at general meeting

Special business is:

- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
- (b) all business transacted at an annual general meeting, except:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the reports of the Directors and auditor;
 - (iv) the appointment of the auditor; and
 - (v) the other business that, under these Bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors.

5.2 Requirement of quorum

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

5.3 Quorum

Except at a meeting called under the provisions of Part 4, a quorum is 25 Members present in person or represented by proxy or a greater number that the Members may determine at a general meeting.

5.4 Quorum at requisitioned meetings

At a meeting called under Part 4, a quorum is 10% of the Members of the Society.

5.5 Lack of quorum

If, within 30 minutes from the time set for holding a general meeting, a quorum is not present,

- (a) in the case of a meeting convened on the requisition of Members, the meeting is terminated; and
- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the Members who are present in person or represented by proxy constitute a quorum for that meeting.

5.6 Loss of quorum

If at any time during a general meeting there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.

5.7 Chair

The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Directors to preside as the chair;
- (b) if the Directors have not appointed an individual to preside as the chair or the individual appointed by the Directors is unable to preside as the chair:
 - (i) the Chair of the Board;
 - (ii) the Vice-Chair, if the Chair of the Board is unable to preside as the chair;
 - (iii) the Immediate Past Chair of the Board, if both the Chair of the Board and the Vice-Chair are unable to preside as the chair;
 - (iv) one of the other Directors present at the meeting, if the Chair of the Board, the Vice-Chair and the Immediate Past Chair of the Board are unable to preside as the chair.

5.8 Alternative chair

If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the Members who are present in person or represented by proxy must elect an individual present at the meeting to preside as the chair.

5.9 Adjournment

The chair of a general meeting may, or, if so directed by the Members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

5.10 Notice of adjourned meeting

It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 10 days or more, notice of the continuation of the adjourned meeting must be given.

5.11 Casting vote

In case of an equality of votes the chair will not have a casting or second vote in addition to the vote to which he or she may be entitled as a Member and the proposed resolution will not pass.

5.12 Method of voting

Voting will be by a show of hands, an oral vote or another method that adequately discloses the intention of the Members, except that if, before such a vote, one or more Members requests a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

5.13 Announcement of vote

Whenever a vote by show of hands has been taken upon a question, unless a ballot is requested, a declaration by the chair of the meeting that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Society is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

5.14 Rules of order

Rules of order at all meetings of members must be those set out in the latest edition of *Robert's Rules of Order* at the time of such meeting to the extent that such rules of order are not inconsistent with the *Societies Act* or these Bylaws.

PART 6 — PROXIES

6.1 Proxies are permitted

Voting by proxy is permitted

6.2 Appointment of proxyholder

An Ordinary Member of the Society may appoint any other Ordinary Member of the Society, including an Ordinary Member who must be at least 18 years of age, as a proxyholder to attend, act and vote for the Ordinary Member at a general meeting.

6.3 Restrictions on number of proxies

No proxyholder shall represent more than nine Ordinary Members (in addition to himself or herself). Any person who receives more than nine proxies appointing him or her as a proxyholder for a meeting shall immediately upon receipt of each of the excess proxies notify the Ordinary Member who signed the proxy that he or she cannot be a proxyholder for that Ordinary Member.

6.4 Signature of proxy

A proxy must be in writing signed by the appointor.

6.5 Deposit of proxies

A proxy for a meeting of Members must:

- (a) be received at the registered office of the Society or at any other place specified, in the notice calling the meeting, for the receipt of proxies, at least the number of business days specified in the notice, or if no number of days is specified, two business days before the day set for the holding of the meeting or any adjourned meeting; or
- (b) unless the notice provides otherwise, be received at the meeting, by the chair of the meeting or adjourned meeting or to a person designated by the chair of the meeting or adjourned meeting.

6.6 Validity of proxies before notice of death or revocation

A vote given in accordance with the terms of a proxy is valid despite the previous death of the Ordinary Member giving the proxy or revocation of the proxy or of the authority under which the proxy is given, unless notice in writing of the death or revocation has been received at the registered office of the Society or by the chair of the meeting or adjourned meeting for which the proxy was given before the vote is taken.

6.7 Form of proxy

A proxy, whether for a specified meeting or otherwise, must be in the following form, unless the Directors or the chair of the meeting approve another form:

Canadian Mental Health Association, B.C. Division

The undersigned, who is an Ordinary Member of the Society, hereby appoints _____ or failing that person _____ as proxyholder for the undersigned to attend, act and vote for and on behalf of the undersigned at the general meeting of the Society to be held on the [date] and at any adjournment of that meeting.

Signed on [date]

(Signature of member)

(Name of member - printed)

6.8 Revocation of proxy

Every proxy may be revoked by an instrument in writing:

- (a) executed by the Ordinary Member giving the proxy; and
- (b) delivered either at the registered office of the Society at any time up to and including the last business day preceding the day of the meeting or any adjournment of the meeting at which the proxy is to be used or to the chair of the meeting on the day of the meeting or any adjournment of the meeting before any vote in respect of which the proxy is to be used has been taken;

or in any other manner provided by law.

6.9 Inquiries into authority

The chair of any general meeting may, but is not under any obligation to, inquire into the authority of any person to vote at such meeting and to demand from that person production of evidence as to the existence of such authority to vote.

PART 7 — ELECTION OF DIRECTORS BY BALLOT

7.1 Deadline for receipt of nominations and consents

~~By April 30 of each year, the~~The Directors must set a deadline date (the “Nomination Date”) for receipt by the Chief Executive Officer of the nominations and consents referred to in Bylaw 7.2, and the Chief Executive Officer must communicate this date to the Members by posting it on the Society’s website.

7.2 Nomination of candidates

The nomination of a candidate for election as a Director in the election by ballot provided for in this Part is valid only if:

- (a) the nominee is qualified to be a Director in accordance with Bylaw 8.3;
- (b) the person is nominated by the Nominating Committee or nominated in writing by at least ten Members of the Society in good standing who are eligible to vote on the election of Directors;
- (c) the nominee consents in writing to the nomination; and
- (d) the nomination and consent are received by the Chief Executive Officer on or before the Nomination Date.

7.3 List of Ordinary Members

By ~~the later of April 30 or~~ such ~~other~~ date as ~~may be~~ determined by the Directors ~~in each year~~ and of which notice has been given to each Branch (the “List Deadline”), each Branch must provide to the Chief Executive Officer a list of its ordinary members, containing the proper names and addresses of the ordinary members and indicating whether those ordinary members are in good standing. The Chief Executive Officer is responsible to ensure that ~~immediately following the List Deadline the Society’s register of members, which includes the list of Ordinary Members, is updated. The~~the Society’s register of members, which includes the list of Ordinary Members ~~must list in alphabetical order the names of all, is updated in a timely manner and no later than sending the ballots to the~~ Ordinary Members ~~of the Society~~ under Bylaw 7.7.

7.4 Additions to list of Ordinary Members

By ~~June 15 of each year~~ such date as determined by the Directors, each Branch must provide to the Chief Executive Officer a supplemental list of any additional ordinary members who have been approved for membership in the Branch after the List Deadline. The supplemental list must contain the proper names and addresses of the additional ordinary members and indicate whether they are in good standing. The Chief Executive Officer is responsible to ensure that ~~by June 30 of each year such new ordinary members are added~~the Society’s register of members, which includes the list of Ordinary Members, is updated in a timely manner and no later than sending the ballots to the ~~list of~~ Ordinary Members under Bylaw 7.7.

7.5 Examination of list of Ordinary Members

An Ordinary Member of the Society may examine the list of Ordinary Members at the registered office of the Society during the normal office hours of the Society. An Ordinary Member of the Society who has reason to believe that a list of Ordinary Members improperly includes or omits a name may, before the election, report the error to the Chief Executive Officer. The Chief Executive Officer must promptly investigate a report made under this Bylaw and correct any error that exists. All communications between any of the Directors and Members with regards to the information contained in the list of Ordinary Members are subject to the privacy policy of the Society.

7.6 Number of Directors to be elected

The number of Directors to be elected each year under this Part ~~is the difference of ten less~~ are the number of Directors who have been elected in a past ~~prior~~ year under this Part ~~and will continue in office in the term for which they were elected after the declaration of candidates~~ retiring at the annual general meeting plus any vacancies in the number of Directors who have been elected in a prior year under this Part ~~for the current year~~.

7.7 Voting procedure

The Chief Executive Officer is responsible to ensure that, by ~~June 30 of each year~~ such date as determined by the Directors, there is ~~given~~ sent to each Ordinary Member whose name is on the list of Ordinary Members prepared under Bylaws 7.3 and 7.4 and is entitled to vote on the election of Directors the following:

- (a) a ballot containing in alphabetical order the names of all candidates for election as a Director and an indication whether the candidate has been nominated by the Nominating Committee;
- (b) instructions on how to vote;
- (c) a declaration of eligibility to vote; and
- (d) biographical information received from the candidates.

Notwithstanding the foregoing provisions of this Bylaw 7.7, if the number of persons nominated pursuant to Bylaw 7.2 is equal to the number of Directors to be elected in a year as determined under Bylaw 7.6, then voting as prescribed by this Bylaw 7.7 will not be necessary and the persons nominated pursuant to Bylaw 7.2 and 10.6(b) shall be elected as Directors by acclamation.

7.8 Accidental omission

The accidental omission to include any Ordinary Member of the Society on the list of Ordinary Members prepared under Bylaws 7.3 and 7.4 or give the material referred to in Bylaw 7.7 to any Ordinary Member of the Society entitled to vote on the election of Directors or the non-receipt of the material does not invalidate an election.

7.9 Validity of ballot

For a ballot to be valid, the Ordinary Member must:

- (a) vote in accordance with the instructions with the ballot;

- (b) confirm their ordinary membership by submitting the electronic voting permission in accordance with the instructions with the ballot; and
- (c) vote for exactly the number of candidates to be elected.

7.10 Replacement ballot or electronic voting permission

The Chief Executive Officer may issue a replacement ballot or electronic voting permission to an Ordinary Member who satisfies the Chief Executive Officer that the ballot or electronic voting permission has been mistakenly trashed or deleted or was not received. The Chief Executive Officer must keep a record of voters to whom a replacement ballot or electronic voting permission has been issued and provide a report to the Chair of the Board on a timely basis.

7.11 End of election

The election of Directors by ballot ends at ~~4:00 p.m. the time and~~ on the ~~second Friday in August of each year~~ day that is determined by the Directors, provided it is at least four weeks after the ballots are sent to the Ordinary Members under Bylaw 7.7.

7.12 Verification of the results of the election

The Board must verify the results of the election by reviewing the report on the results of the ballots, in consultation with the service provider who provides the ballot service.

7.13 Declaration and notice of candidates elected

The chair of the Nominating Committee must declare elected the candidates elected by acclamation under Bylaw 7.7 or, if a ballot is conducted under Bylaw 7.7, the chair of the Nominating Committee must declare elected the candidates who receive the greatest number of votes up to the number of Directors to be elected. If, as a result of a tie vote, the chair of the Nominating Committee cannot determine all of the candidates elected, the successful candidate will be determined by the drawing of lots under the supervision of the Chief Executive Officer. The Chair of the Nominating Committee will (a) notify the nominees of the results of the election by the ~~third Friday in August following~~ date determined by the election Directors, and (b) notify the Board and the Ordinary Members by posting a notice on the website maintained by the Society ~~by before the second Friday in September following the election~~ annual general meeting.

7.14 Review by Executive Committee

- (a) A candidate who is not elected in an election for Directors may apply in writing to the Executive Committee for a review of the election by no later than ~~the fourth Friday in August following~~ a week after being notified of the results of the election and he or she must state in the application the reasons for requesting a review.
- (b) Upon receipt of an application under Bylaw 7.14(a), the Executive Committee must forthwith review the application. On or before ~~the 2nd Friday in September following the election~~ two weeks from the expiry of the period to apply for a review under Bylaw 7.14(a), the Executive Committee must make its decision regarding the election and must notify in writing the candidate who made application under Bylaw 7.14(a) of its decision. The decision of the Executive Committee will be final and the Executive Committee will not be required to give its reasons for its decision.

- (c) The Chief Executive Officer must retain the voting records and other documents relating to an election for at least 14 days after the election or, if a review is taken under Bylaw 7.14(b), until that review has been completed.

7.15 Timing of events in election

~~Notwithstanding that this Part 7 sets out certain timelines and dates by which certain events are to occur in the election, if~~ as a result of extraordinary circumstances the Directors are of the opinion that it is reasonable to alter the timelines and dates for the election ~~in~~ that have been set for that particular year, the Directors are entitled to do so, provided that in making that decision they act fairly and in the interest of transparency and encouraging Member participation in the election.

PART 8 — DIRECTORS

8.1 Powers of Directors

The Directors must manage the activities and the affairs of the Society and may exercise all the powers of the Society.

8.2 Composition of board

~~The~~ Subject to Bylaw 8.7, the Board of the Society consists of:

- (a) the Immediate Past Chair of the Board if her term as Chair of the Board did not end with her resignation or her removal from office with cause;
- (b) ~~those ten~~ persons elected by the Members ~~who have not ceased to hold office~~ under Part 7;
- (c) any additional Directors appointed by the Board under Bylaws 8.8 and 8.9.

8.3 Qualification

Subject to Bylaw 8.15, in order to become, act or continue to act as a Director, a person must:

- (a) be qualified as required by the *Societies Act*, except that no person is qualified to become or act as a Director of the Society who is under the age of 19 years;
- (b) be a Member of the Society;
- (c) not be a Staff Member;
- (d) not be an Ineligible Individual, unless that person received the approval of the Directors to remain a Director within 30 days after making the disclosure required by Bylaw 8.4.

8.4 Duty to disclose

Every Director who is or becomes an Ineligible Individual or not qualified to continue to act as a Director as required by the *Societies Act* will disclose such fact to the Directors immediately upon learning that he or she has become an Ineligible Individual or not qualified.

8.5 Term of office

The term of office of a Director will be three years, to expire at the conclusion of the third annual general meeting following election, or, if no successor is elected at the annual general meeting, to expire when a successor is elected. In order to maintain staggered terms of office, the Directors may by resolution determine that some or all vacant Directors' offices will have a different term, provided that a term cannot extend beyond four years, to expire at the conclusion of the fourth annual general meeting following election.

8.6 Maximum Terms of Directors

Except for the Director who is currently holding the office of Immediate Past Chair of the Board, no Director may hold office for more than three consecutive terms of three years each and in any event, no Director may hold office for more than 10 consecutive years (either period being referred to as the "Maximum Term"). If an individual holds office as a Director for the Maximum Term, he or she may be considered as a nominee for a Directorship only after one year has passed since the expiry of the Maximum Term.

8.7 Vacation of office

A person will automatically cease to be a Director:

- (a) upon the date the Society receives the Director's written resignation at the registered office of the Society;
- (b) unless excused by the Board, upon the Director failing to participate in two consecutive meetings of the Board;
- (c) upon ceasing to be qualified as Director under Bylaw 8.3;
- (d) if holding office as Immediate Past Chair of the Board, upon the next Chair of the Board becoming eligible to hold office as a Director under Bylaw 8.2(a);
- (e) upon his or her removal under Bylaws 8.11 or 8.12; and
- (f) upon his or her death.

8.8 Casual vacancies

The Board may at any time and from time to time appoint a Member as a Director to fill a casual vacancy in the Board.

8.9 Additional Directors

The Directors may from time to time appoint up to five additional Directors on the basis of identified need. ~~If none~~ Without limiting the generality of the existing elected foregoing, the Directors is will make every effort to use this Bylaw to make the following appointments:

- (a) a Person with Lived Experience, ~~then at least one additional Director appointed pursuant to this Bylaw must be if none of the existing elected Directors is a Person with Lived Experience. If:~~
- (b) a Youth if none of the existing elected Directors is a Youth, ~~then at least one additional Director appointed pursuant to this Bylaw must be a Youth;~~

- (c) [an individual who is First Nations if none of the existing elected Directors is a First Nations individual;](#)
- (d) [an individual who is Inuit if none of the existing elected Directors is an Inuit individual; and](#)
- (e) [a Métis individual if none of the existing elected Directors is a Métis individual.](#)

8.10 Term of appointed Director

The term of office of a Director appointed by the Directors under Bylaw 8.8 shall be for the balance of the term of office of the Director whose vacancy in the Board they were appointed to fill. The term of office of a Director appointed by the Directors under Bylaw 8.9 shall be for a term of up to three years to be determined in the discretion of the Directors.

8.11 Removal of Directors by Members

The Members may by special resolution remove a Director, before the expiration of his or her term of office, and may elect a successor by ordinary resolution to complete the term of office.

8.12 Removal of Directors by Directors

The Directors may by a resolution of at least two-thirds of the Directors present at a meeting remove a Director before the expiration of his or her term of office. Notice of the proposed expulsion must be provided to the Director at least two business days in advance of the meeting, including reasons. The Director must be given a reasonable opportunity to make representations to the Board respecting the proposed expulsion. Notice of the meeting must be sent to each Director and must include the proposed expulsion on the agenda.

8.13 Invalidation of acts

No act or proceeding of the Directors will be invalid only by reason of there being fewer than the prescribed number of Directors in office.

8.14 Remuneration

No Director will receive any remuneration for being or acting as a Director but a Director will be entitled to receive reimbursement for reasonable expenses necessarily incurred by the Director in performing his or her duties as a Director.

8.15 Cooling-off period

No current or former Director shall be considered for employment with the Society until one year has passed since the completion of that individual's most recent term as a Director. No current or former employee of or Consultant to the Society or a Branch will be eligible as a nominee for Director until one year has passed since the termination of that individual's employment or consulting engagement with the Society or a Branch.

PART 9 — PROCEEDINGS OF DIRECTORS

9.1 Meetings

The Directors may make such rules and regulations for the conduct of their business as they think fit, provided that such rules and regulations are not inconsistent with the Constitution and these Bylaws.

9.2 Calling of Directors' meeting

Meetings of the Directors may be called by the Chair of the Board or under the written direction of any five Directors, and will be held at such time, place, and manner as specified in the notice. No formal notice of any meeting of the Directors is necessary if all the Directors are present or if those absent have signified their consent to the meeting being held in their absence.

9.3 Notice of meeting

It is not necessary to give notice of a meeting of the Directors to a Director if the meeting is to be held immediately following a meeting of Members at which that Director was elected or appointed, or is the meeting of the Directors at which that Director is appointed.

9.4 Voting

Questions arising at any meeting of the Directors will be decided by a majority of votes, except where these Bylaws require otherwise, and the chair may not vote on any motion or resolution except in the case of an equality of votes at any meeting of the Directors, when the chair is entitled to a deciding vote.

9.5 Quorum

The Directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum will be a simple majority of the Directors then in office.

9.6 Chair

The Chair of the Board will be chair of all meetings of the Directors, but if the Chair of the Board has given prior notice that he or she will be unable to attend, or if at a meeting the Chair of the Board is not present within 15 minutes after the time appointed for holding the meeting, the Vice-Chair will act as chair. If neither the Chair of the Board nor the Vice-Chair is present, the Directors present may choose one of their number to be chair at that meeting.

9.7 Meetings held by electronic means

Any meeting of the Directors, may also be held, or any Director may participate in any meeting of the Directors which he or she is entitled to attend, by telephone or other communications medium, including e-mail, as long as all the Directors participating in the meeting are able to communicate with one another. All such Directors so participating in any such meeting will be deemed to be present in person at the stated location of such meeting and will be entitled to vote in a manner that adequately discloses their intentions.

9.8 Consent resolution

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors, is valid as if passed at a meeting of the Directors.

PART 10 — COMMITTEES

10.1 Appointment of committees

The Directors may by resolution appoint committees which may be in whole or in part composed of Directors and may delegate to such committees, between meetings of the Board, any powers of the Directors (except the power to change the membership of, or fill vacancies

in, any such committees and except the power to appoint or remove officers appointed by the Board) subject to such limitations as may be prescribed by the Directors.

10.2 Establishment of Executive Committee

There is hereby constituted an executive committee (the “Executive Committee”) chaired by the Chair of the Board and otherwise consisting of the Immediate Past Chair of the Board (if her term as Chair of the Board did not end with her resignation or her removal from office with cause), the Vice-Chair, the Secretary and the Treasurer.

10.3 Powers of the Executive Committee

The Executive Committee will have, and may exercise (subject to the restrictions, if any, as may be specified in a resolution of the Board of Directors) during the intervals between the meetings of the Board, all powers of the Board except the power to change the membership of, or fill vacancies in, the Executive Committee or the Nominating Committee and except the power to appoint or remove officers appointed by the Board.

10.4 Establishment of Nominating Committee

There is hereby constituted a nominating committee (the “Nominating Committee”) chaired by the Immediate Past Chair of the Board or such other Director that the Board considers appropriate. At least six months before each annual general meeting, the Board of Directors is responsible to appoint at least three Ordinary Members of the Society to the Nominating Committee and, in doing so, must ensure that:

- (a) the members of the committee represent different areas of the Province;
- (b) at least one member of the committee represents an area outside the Greater Vancouver Regional District; ~~and~~
- (c) at least one member of the committee is a self-identified Person with Lived Experience; and
- (d) at least one member of the committee is First Nations, Inuit, or Métis.

10.5 Request for Nominations

Each year, the chair of the Nominating Committee will give a notice in writing to the other members of the Nominating Committee requesting nominations for the election of Directors as provided for in Part 7. The notice must generally describe the knowledge and experience that the Board considers necessary or desirable in respect of potential nominees to meet the organizational needs of the Society as determined by the Board.

10.6 Duties of the Nominating Committee

The Nominating Committee is responsible for:

- (a) considering people who might be nominated as Directors for election as provided for in Part 7 and, in doing so, considering the principle that the Directors as a group should meet the organizational needs of the Society as determined by the Board;

- (b) presenting a slate of persons for election as Directors as provided for in Part 7, which may include a list of names equal to or more than the number of Directors to be elected in such year pursuant to Bylaw 7.6;
- (c) making recommendations to the Board at its meeting immediately following the conclusion of each annual general meeting regarding the officers of the Society.

10.7 Nomination of members of the Nominating Committee

Any person nominated by the Nominating Committee for election as a Director must forthwith resign from the Nominating Committee.

10.8 Chair of the Board and Chief Executive Officer as member of all committees

The Chair of the Board is an ex officio member of every committee, and except for the Executive Committee, Nominating Committee and as restricted by a specific resolution of the Board, the Chief Executive Officer is an ex officio member of every committee.

10.9 Proceedings of committees

The Executive Committee, the Nominating Committee and any committee may meet and adjourn as it thinks proper and may make rules for the conduct of their business and may appoint such assistants as they deem necessary, subject to the following rules:

- (a) a majority of the members of such a committee constitute a quorum;
- (b) questions arising at any meeting of the committee will be determined by a majority of the votes of the members of such committee present, and the chair of the committee may not vote on any motion or resolution except in the case of an equality of votes at any general meeting, when the chair of the committee is entitled to a deciding vote;
- (c) a resolution approved in writing by all the members of the committee will be as valid and effective as if it had been passed at a meeting of such committee duly called and constituted;
- (d) Part 11, Conflicts of Interest will apply to members of a committee as if the members of the committee were Directors and the meetings and resolutions of the committee were Directors' meetings and resolutions.

10.10 Minutes

Every committee must keep regular minutes of its transactions and meetings, and must report on its transactions and meetings to the Directors at such time as the Directors may require.

10.11 Revocation of authority

The Directors may at any time revoke or override any authority given to or any act done by any committee appointed pursuant to these Bylaws.

PART 11 = CONFLICTS OF INTEREST

11.1 Disclosure of interest

Subject to the *Societies Act*, a Director or senior manager who has a direct or indirect material interest in:

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- (a) a contract or transaction, or a proposed contract or transaction, of the Society; or
- (b) a matter that is or is to be the subject of consideration by the Directors, if that interest could result in the creation of a duty or interest that materially conflicts with that Director or senior manager's duty or interest as a Director or senior manager of the Society,

must:

- (c) disclose fully and promptly the nature and extent of his or her interest to the Directors;
- (d) abstain from voting on a Directors' resolution or consenting to a consent resolution of Directors in respect of the contract, transaction or matter;
- (e) leave a Directors' meeting when the contract, transaction or matter is discussed, unless asked by the Directors to be present to provide information, and when the Directors vote on the contract, transaction or matter; and
- (f) refrain from any action intended to influence the discussion or vote.

11.2 Accountability

A Director or senior manager referred to in Bylaw 11.1 must pay to the Society an amount equal to any profit made by the Director or senior manager as a consequence of the Society entering or performing a contract or transaction:

- (a) unless he or she complies with Bylaw 11.1, the disclosure of interest is evidenced in the minutes of the Directors' meeting or in a consent resolution of Directors, and, after the disclosure, the contract or transaction is approved by a Directors' resolution; or
- (b) unless the contract or transaction is approved by the Members by special resolution after the nature and extent of the Director's interest in the contract or transaction has been fully disclosed to the Members.

PART 12 — OFFICERS

12.1 Officers

The Directors must elect amongst themselves the following officers

- (a) Chair of the Board;
- (b) Vice-Chair;
- (c) Secretary; and
- (d) Treasurer.

12.2 Term of elected officers

Officers elected under Bylaw 12.1 will hold office until their successors are duly elected, subject to removal from office by the Board of Directors at any time with or without cause and with or without notice.

12.3 Multiple offices

The offices of Secretary and Treasurer may be held by the same individual.

12.4 Chief Executive Officer

The Directors may from time to time appoint a Chief Executive Officer of the Society with such authority and such duties as are determined by the Directors. The Chief Executive Officer will be a senior manager of the Society pursuant to the *Societies Act*. Except as restricted by a specific resolution of the Board or the Executive Committee, the Chief Executive Officer has the right to notice of and to attend all meetings of the Board and all committees of the Board, except meetings that are identified as *in camera* meetings.

12.5 Duties of Chair of the Board

The Chair of the Board will provide leadership to the Society and is responsible for working closely with all Officers to carry out the directions of the Board. The Chair of the Board may preside at all meetings of Directors.

12.6 Duties of the Vice-Chair

A Vice-Chair is responsible to assist the Chair of the Board at all times in any or all of the duties of the Chair of the Board as the Chair of the Board decides.

12.7 Duties of Treasurer

The Treasurer will be responsible for making the necessary arrangements for:

- (a) keeping the accounting records as required by the *Societies Act* and the *Income Tax Act*; and
- (b) preparing the Society's financial statements.

12.8 Duties of Secretary

The Secretary will be responsible for making the necessary arrangements for:

- (a) issuing notices of meetings of the Members and the Directors;
- (b) keeping minutes of all meetings of the Members and the Directors;
- (c) keeping the records of the Society in accordance with the *Societies Act*; and
- (d) custody of the seal of the Society, if any.

12.9 Absence of Secretary

If the Secretary is absent from any meeting of the Members or the Directors, the Directors may appoint another person to act as secretary at the meeting.

12.10 Other officers

The Directors may from time to time appoint such other officers as may be necessary to carry out the objects of the Society and such officers will have such authority and perform such duties as are determined by the Directors.

PART 13 — INDEMNITIES TO DIRECTORS AND OTHERS

13.1 Definitions

In this Part 13:

- (a) “eligible party”, in relation to the Society, means an individual who is or was a Director or senior manager of the Society or who holds or held an equivalent position in a subsidiary of the Society;
- (b) “eligible proceeding” means a legal proceeding or investigative action, whether current, threatened, pending or completed, in which an eligible party or heir or personal or other legal representative of the eligible party, by reason of the eligible party being or having been a Director or senior manager of the Society, or holding or having held an equivalent position in a subsidiary of the Society,
 - (i) is or may be joined as a party, or
 - (ii) is or may be liable for or in respect of a penalty in, or expenses related to, the legal proceeding or investigative action;
- (c) “expenses” includes costs, charges and expenses, including legal and other fees, but does not include penalties;
- (d) “penalty” means a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, an eligible proceeding and “penalties” means all such judgments, penalties, or fines.

13.2 Mandatory indemnification of Directors and senior managers

Subject to the *Societies Act*, the Society must indemnify an eligible party and his or her heirs and personal or legal representatives against all penalties to which such person is or may be liable, and the Society must, after the final disposition of an eligible proceeding, pay the expenses actually and reasonably incurred by such person in respect of that proceeding.

13.3 Society may purchase insurance

- (a) The Society must purchase and maintain insurance for the benefit of a person who is or was an eligible party or officer of the Society and that person’s personal representatives and estate against any liability incurred by any such person as Director or officer of the Society; and
- (b) The Society may purchase and maintain insurance for the benefit of any other person who has undertaken or is about to undertake any liability on behalf of the Society and that person’s personal representatives and estate against any liability incurred by any such person in such capacity.

PART 14 — EXECUTION OF INSTRUMENTS

14.1 Seal

The seal of the Society, if any, must be kept in the custody of the Secretary of the Society and must not be affixed to any instrument except by and in the presence of any two Directors of the Society, or in the presence of such officer, officers, Director or Directors as may be prescribed by a resolution of the Directors.

14.2 Execution of documents

Documents requiring execution by the Society may be signed by:

- (a) the Chair of the Board, together with any other officer; or
- (b) any two Directors,

and all documents so signed will be binding upon the Society without any further authorization or formality. The Directors may appoint any officer or any person on behalf of the Society to sign documents generally or to sign specific documents.

PART 15 — FINANCIAL

15.1 Borrowing

For purposes of carrying out the objects of the Society, the Directors may borrow or raise or secure the payment of money in such manner as they think fit, and in particular but without limiting the generality of the foregoing, the Directors may:

- (a) borrow money in the manner and amount, on the security, from the sources and on the terms and conditions that the Directors consider appropriate;
- (b) issue bonds, debentures and other debt obligations either outright or as security for any liability or obligation of the Society or any other person and at such discounts or premiums and on such other terms as the Directors consider appropriate;
- (c) guarantee the repayment of money by any other person or the performance of any obligation of any other person; and
- (d) mortgage, charge, whether by way of specific or floating charge, grant a security interest in, or give other security on, the whole or any part of the present and future assets and undertaking of the Society.

15.2 Investment

In investing the funds of the Society, the Society will not be limited to securities and investments in which trustees are authorized by law to invest, but may invest its funds in any investment or investments in which a prudent investor might invest.

PART 16 — AUDITOR

16.1 Appointment of auditor

At each annual general meeting, the Members will appoint a qualified person, who is not a Director, senior manager, employee, or a partner, employer, employee or member of a Director, senior manager, or employee, to hold office as auditor until the close of the annual general meeting following the appointment, or, if the auditor is not re-elected and no successor is appointed at the annual general meeting, until a successor is appointed.

16.2 Remuneration

The Directors may fix the remuneration of the auditor.

16.3 Vacancy in office

If there is a vacancy in the office of auditor, the Directors may appoint an auditor to hold office until the close of the next annual general meeting.

16.4 Removal of auditor

The Members may by ordinary resolution remove an auditor before the expiration of the auditor's term of office at a general meeting called for that purpose, and must appoint a successor by ordinary resolution to complete the term of office. At least 14 days before the notice of meeting is sent, the Society must send to the auditor:

- (a) notice of the intention to call the meeting, including the date on which the notice of meeting is proposed to be sent; and
- (b) a copy of all of the matters proposed to be sent to the Members regarding the meeting.

If the Society receives written representations from the auditor respecting the auditor's proposed removal and receives those representations at least seven days before the date on which the notice of meeting is sent, the Society must include those representations with the notice of meeting.

16.5 Rights of auditor

The auditor is entitled:

- (a) to notices of general meetings and other communication relating to meetings to which Members are entitled,
- (b) to attend general meetings, and
- (c) to be heard at general meetings on any part of the business of the meeting that deals with the financial statements of the Society or any other matter with respect to which the auditor has a duty or function.

PART 17 — NOTICES

17.1 Method of giving notice

Any notice or other record required by the *Societies Act* or the Bylaws to be sent by or to a person must be in writing and may be sent by delivery, fax, electronic means (which includes email), or mail at or to:

- (a) in the case of a Director or Member, the person's latest address as shown in the records of the Society; or
- (b) the last address of such person known to the Society.

17.2 When notice is deemed given

When a notice or other record is sent by the following means, that notice or record is deemed to have been given at the following times:

- (a) if delivered, at the time of delivery;
- (b) if sent by fax, at the time of transmission;

- (c) if sent electronically, at the time of sending the message; and
- (d) if sent by mail, 48 hours (Saturdays, Sundays and holidays exempted) following the date at mailing.

17.3 Interruption of mail service

If there is an interruption in normal mail service due to strike, labour unrest or other cause at or before the time a notice is required to be given the notice will be (a) posted on the website maintained by the Society; and (b) sent by the Society to the Branches for posting by each Branch at their respective office. Any such notice will be deemed to have been given on the date of the posting of the notice on the website.

17.4 Waiver of notice

Where a notice or other record is required to be sent pursuant to the Bylaws or the *Societies Act*, the person entitled to receive the notice or other record may consent in writing to waive either the sending of the notice or other record or the time within which the notice or other record must be sent.

17.5 Deemed notice of general meetings

Notwithstanding any other provision in this Part 17, if the Society has more than 250 members, notice of a general meeting will be deemed to have been given if:

- (a) notice is sent to the every Member who has provided an email address to the Society, by email to that email address; and
- (b) notice of the meeting is posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Society and is accessible to all of the Members of the Society.

17.6 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.

17.7 Certificate of sending

A certificate signed by the Secretary, if any, or member of the Executive Committee of the Society stating that a notice or other record was sent in accordance with this Part is conclusive evidence of that fact.

17.8 Record date

For the purpose of determining which Members are entitled to notice of or to vote or to be counted in quorum at a general meeting, the record date is the 14th day before the date on which the notice of the meeting is given to the Members.

PART 18 MISCELLANEOUS

18.1 Inspection of records

The records of the Society will be open to the inspection of the Directors. Subject to the *Societies Act*, the following records of the Society will be open to the inspection of the Members:

- (a) the Society's certificate of incorporation;
- (b) each certified copy, furnished to the Society by the Registrar, of the Constitution, the Bylaws, and the statement of Directors and registered office of the Society;
- (c) each confirmation, other certificate or certified copy of a record furnished to the Society by the Registrar, other than in response to a request;
- (d) a copy of each order made in respect of the Society by any court or tribunal, or a federal, provincial, or municipal government body, agency or official;
- (e) the Society's register of Directors including contact information provided by each Director;
- (f) each written consent to act as Director and each written resignation of a Director;
- (g) a copy of every record evidencing a disclosure by a Director or senior manager;
- (h) the Society's register of Members including contact information provided by each Member;
- (i) the Members' minutes of meetings and written resolutions; and
- (j) the financial statements of the Society and the auditor's report, if any, on those financial statements.

The following records of the Society will not be open to the inspection of Members unless otherwise determined by the Directors, at their discretion:

- (a) the Directors and the Executive Committee's minutes of meetings and written resolutions; and
- (b) adequate accounting records for each of the Society's financial years, including a record of each transaction materially affecting the financial position of the Society.

18.2 ~~18.1~~ Extent of right to inspect register of Members

Notwithstanding Bylaw 18.1, the Board may, by Directors' resolution, restrict the Members' rights to inspect the Society's register of Members if the Board is of the opinion that the inspection would be harmful to the Society or to the interests of one or more of its Members.

18.3 ~~18.2~~ Time of inspection

The Board may impose a reasonable period of notice before which, and reasonable restrictions on the times during which a Member may inspect a record.

18.4 ~~18.3~~ Financial year

Until otherwise determined by the Directors, the financial year end of the Society is March 31.

18.5 ~~18.4~~ Amendments to Bylaws

These Bylaws will not be altered or added to except by special resolution.

18.6 ~~18.5~~ Amendments to former constitutional provisions

If the Society is a designated pre-existing society under the *Societies Act*, it must obtain the consent of the designated minister prior to making any amendments to a provision identified in the bylaws as having previously been an unalterable provision.

PART 19 ~~—~~ FORMER CONSTITUTIONAL PROVISIONS

19.1 Former constitutional provision 3

The purposes of the Society shall be carried out without purpose of gain of its members and any profits or other accretions to the Society shall be used for promoting its purposes. This provision was previously unalterable.

19.2 Former constitutional provision 3A

No part of the income of the Society shall be payable to or be otherwise available for the benefit of any member of the Society. This provision was previously unalterable.

19.3 Former constitutional provision 3B

The Society shall not pay any remuneration or profit, directly or indirectly, to any director for services as a director, but the Society may defray any expenses incurred by a director in the performance of his or her duties. This provision was previously unalterable.

19.4 Former constitutional provision 3C

The Society shall devote all its resources to charitable activities, and the Society shall carry out its activities exclusively for charitable purposes. This provision was previously unalterable.

19.5 Former constitutional provision 4

In the event of dissolution of the Association, the assets remaining after payment of all liabilities shall be directed to the national parent body, the Canadian Mental Health Association, or to one or more recognized charitable organizations in British Columbia or Canada. This provision was previously unalterable.

19.6 Former constitutional provision 5

In the event of dissolution of an unincorporated Branch, assets remaining after the payment of all liabilities shall remain with the community formerly served by the Branch, with the distribution of such assets being determined by an impartial body comprising the members of the former Branch at the time of its dissolution and such concerned local residents as may be jointly agreed upon by the members of the former Branch at the time of its dissolution and the Board of Directors of the Association. This provision was previously unalterable.

19.7 Former constitutional provision 6

Where, in the event of the dissolution of an unincorporated Branch, its assets are not sufficient to provide for the payment of all its liabilities, all assets of the Branch shall be paid, transferred or delivered to the Association, and the Association shall assume all outstanding liabilities of the Branch existing at the time of its dissolution. This provision was previously unalterable.

19.8 Former constitutional provision 7

In the event of the dissolution of an unincorporated Branch, assets remaining after all debts have been paid or provision for such payment has been made, shall be disposed of in accordance with the by-laws of that Branch and the requirements of the *Society Act*. This provision was previously unalterable.

19.9 Former constitutional provision 8

The Association shall assume no responsibility for any unpaid debts or liabilities of an unincorporated Branch, except by special resolution of the members of the Association at an extra-ordinary general meeting. This provision was previously unalterable.

19.10 Former constitutional provision 9

Paragraphs 3, 4, 5, 6, 7, 8, and 9 of the Constitution are unalterable in accordance with the *Society Act*. This provision was previously unalterable.

19.11 Former constitutional provision 10

Paragraphs 3A, 3B, 3C and 10 of the Constitution are unalterable in accordance with the *Society Act*. This provision was previously unalterable.

Document comparison by Workshare Compare on Sunday, June 30, 2024
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Total changes	143


CAROL PREST

**CANADIAN MENTAL HEALTH ASSOCIATION,
B.C. DIVISION**

BYLAWS

PART 1 – INTERPRETATION

1.1 Definitions

In these Bylaws, unless the context otherwise requires:

- (a) “Board”, “Board of Directors”, and “Directors” means the directors of the Society for the time being, and “Director” means one of them;
- (b) “Branch” means a society under the *Societies Act* that is a party to a subsisting agreement with the Society commonly known as a “branch agreement”;
- (c) “Bylaws” mean these bylaws, and “Bylaw” means one of them;
- (d) “Chief Executive Officer” means the person appointed as the Chief Executive Officer of the Society under Bylaw 12.4;
- (e) “Constitution” means the constitution of the Society under the *Societies Act* from time to time;
- (f) “Consultant” means a person who receives remuneration, other than honoraria, from the Society or a Branch in return for performing services for the Society or a Branch;
- (g) “Corporation” means an incorporated or unincorporated (but formally organized) society, council, commission, club, association, or other organization;
- (h) “CMHA National” means the Canadian Mental Health Association which is a corporation under the *Canada Not-for-Profit Corporations Act* (Canada), as enacted or amended from time to time and every statute that may be substituted for that Act;
- (i) “Ineligible Individual” has the meaning in section 149.1 of the *Income Tax Act* (Canada), as enacted or amended from time to time and every statute that may be substituted for that Act;
- (j) “*Interpretation Act*” means the *Interpretation Act* (British Columbia), as enacted or amended from time to time and every statute that may be substituted for that Act;
- (k) “Members” means the Ordinary Members and Non-Voting Members from time to time pursuant to these Bylaws, and “Member” means one of them;
- (l) “Non-Voting Member” means those persons who become Non-Voting Members in accordance with these Bylaws and who have not ceased to be Non-Voting Members, and a “Non-Voting Member” means any one of them;
- (m) “Ordinary Members” means those persons who become Ordinary Members in accordance with these Bylaws and who have not ceased to be Ordinary Members, and an “Ordinary Member” means any one of them;

- (n) “Person with Lived Experience” means an individual with direct personal experience receiving mental health services and/or addiction services;
- (o) “Registrar” means the Registrar of Companies of the Province of British Columbia, Canada;
- (p) “Society” means the Canadian Mental Health Association, B.C. Division;
- (q) “*Societies Act*” means the *Societies Act* (British Columbia), as enacted or amended from time to time and every statute that may be substituted for that Act and the regulations made pursuant to that Act;
- (r) “Staff Member” means any employee or Consultant of the Society, a Branch or CMHA National; and
- (s) “Youth” means an individual who is between the ages of 19-30 years.

1.2 Societies Act and Interpretation Act definitions applicable

The definitions in the *Societies Act* and the definitions and rules of construction in the *Interpretation Act*, with the necessary changes, so far as applicable, and unless the context requires otherwise, apply to these Bylaws as if they were an enactment. If there is a conflict between a definition in the *Societies Act* and a definition or rule in the *Interpretation Act* relating to a term used in these Bylaws, the definition in the *Societies Act* will prevail in relation to the use of the term in these Bylaws. If there is a conflict between these Bylaws and the *Societies Act*, the *Societies Act* will prevail.

1.3 Headings

The headings used in these Bylaws are inserted for reference purposes only and are not to be construed or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

PART 2 – MEMBERSHIP

2.1 Classes of Members

There will be two classes of membership in the Society, Ordinary Members, who consist of those individuals accepted by the Directors or by a Branch, and Non-Voting Members.

2.2 Application for Ordinary Membership

Any individual who declares an interest in supporting the purposes of the Society and CMHA National or who has contributed to meeting the goals and objectives of the Society and CMHA National may apply for Ordinary Membership by delivering to the Society a completed application in a form approved by the Board and by paying the annual membership due

2.3 Eligibility for Ordinary Membership

A Corporation or a Staff Member is not eligible for Ordinary Membership.

2.4 Application for Non-Voting Membership

Any Corporation or Staff Member who declares an interest in supporting the purposes of the Society and CMHA National or who has contributed to meeting the goals and objectives of the Society and CMHA National may apply for Non-Voting Membership by delivering to the Society a completed application in a form approved by the Board and by paying the annual membership due.

2.5 Appointment of honorary members as Non-Voting Members

The Directors may appoint any individual as an honorary member of the Society in recognition of outstanding service to the Society or outstanding achievement in the field of mental health. An individual appointed as an honorary member is a Non-Voting Member of the Society.

2.6 Applications made to the Society

If an application for membership is made to the Society, then the Board must consider that application for membership and may, in their absolute discretion and without giving reasons, accept or reject any application for membership, and where an application for membership is rejected, the Society must return any membership fee paid by the applicant. If the applicant for membership resides within a geographic boundary of a Branch and the applicant was not previously a Member of the Society, the Society will encourage that applicant to apply for membership with the relevant Branch. Where an application for membership is accepted by the Board, the applicant will be admitted as a Member of the Society.

2.7 Applications made to Branches

If an application for ordinary membership is made to a Branch, then they may, in their absolute discretion and without giving reasons, accept or reject that application for membership, and where an application for membership is accepted by a Branch, the applicant will be admitted as an Ordinary Member of the Society as of the date of when the name, address and other particulars reasonably prescribed by the Society are provided by the Branch to the Society.

2.8 Representative of corporate member

Every Member which is a Corporation must appoint in writing a natural person who is a director, officer or employee of the Corporation to represent it in respect of its membership in the Society and to exercise all of its rights as a Member, and may from time to time remove any such representative and appoint another representative.

2.9 Duties of Members

Each Member will uphold the Constitution and comply with these Bylaws.

2.10 Rights of membership

The Members shall have the following rights:

- (a) an Ordinary Member in good standing has the right to vote on the election of Directors on a ballot provided for in Part 7 and to receive notice of, to attend and to act and vote at all general meetings of the Society;
- (b) a Non-Voting Member in good standing has the right to receive notice of and to attend all general meetings of the Society but does not have the right to act and

vote at all general meetings or vote on the election of Directors on a ballot provided for in Part 7.

2.11 Member not in good standing

All Members are in good standing except:

- (a) a Member who has failed to pay his or her annual membership dues; and
- (b) in the case of a Member who is also an ordinary member of a Branch, a Member who ceases to be an ordinary member in good standing with the Branch,

and the Member is not in good standing for as long as the dues remain unpaid or he or she remains not in good standing with the Branch, as the case may be.

2.12 Membership dues

The Directors may from time to time determine the membership dues, if any, payable by those in each category of members except for honorary members who will not be required to pay any membership dues during the period of their appointment as honorary members.

2.13 Members not in good standing may not vote

A Member who is not in good standing may not vote at a meeting of the Members and will not be counted in quorum.

2.14 Termination

A person will automatically cease to be a Member:

- (a) upon the date the Society receives the Member's written resignation at the registered office of the Society;
- (b) upon being expelled;
- (c) upon his or her death or, in the case of a Corporation, upon dissolution;
- (d) upon having been a Member not in good standing for two consecutive months; and
- (e) in the case of a Member who is an ordinary member of a Branch, on ceasing to be an ordinary member of a Branch.

2.15 Discipline and expulsion of Members

The Directors may by a resolution of at least two-thirds of the Directors present at a meeting discipline, suspend or expel any Member.

2.16 Statement of reasons

The Society must send the Member notice of the proposed Directors' resolution for discipline, suspension or expulsion, including a brief statement of reasons.

2.17 Right of Member to make representations

The Member who is the subject of the proposed Directors' resolution for discipline, suspension or expulsion is entitled to a reasonable opportunity to make representations before the resolution is put to a vote.

2.18 Continued liability of suspended Member

A suspended Member remains liable for all fees and assessments, and a Member who:

- (a) has withdrawn from membership in the Society;
- (b) has been expelled from membership in the Society; or
- (c) has had his or her membership in the Society terminated in any other way in accordance with these Bylaws;

remains liable for payment of all fees and assessments payable by that Member before the withdrawal, expulsion or termination becoming effective.

2.19 Status of ordinary members in Branches

It is the responsibility of the Branch to update the Society on whether any of its ordinary members are not in good standing or have ceased to be members. Unless the Branch provides notice to the Society stating otherwise, the Society will assume that the Branch's ordinary members are in good standing and have not ceased to be members.

PART 3 – MEETINGS OF MEMBERS

3.1 Calling meeting

The Directors may, at any time, call a meeting of Members to be held at such time, place, and manner as may be determined by the Directors.

3.2 Annual general meeting

Subject to compliance with the *Societies Act*, the Directors must call an annual general meeting to be held in September of each year at such time and place as the Directors may decide.

3.3 Extraordinary general meeting

Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

3.4 Notice of general meeting

Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business. Notice must be given to each Member entitled to receive notice of the meeting and to the auditor of the Society, if any, not less than 14 days before the date of the meeting. Notices will also be sent by the Society to the Branches for posting by each Branch at their respective office.

3.5 Notice of special resolutions

Notice of a general meeting must include the text of any special resolution to be submitted to the meeting.

3.6 Notice of Members' proposals

If, at least seven days before the notice of an annual general meeting is sent, the Society receives a proposal that:

- (a) contains the names of, and is signed by, 5% or more of the Ordinary Members; and
- (b) together with any statement in support of the proposal, is 200 words or less,

the Society must include with the notice of annual general meeting:

- (a) the proposal;
- (b) the names of the Ordinary Members submitting the proposal; and
- (c) one statement in support of the proposal, if the Ordinary Members submitting the proposal request that the statement be included with the notice,

unless substantially the same proposal was considered at a general meeting in the two previous calendar years before the calendar year in which the annual general meeting is to be held.

3.7 Waiver of notice

Any person entitled to receive notice of a meeting of Members may at any time waive notice of the meeting. The attendance of such a person at a meeting of Members constitutes waiver of notice, unless the person attends the meeting for the express purpose of objecting to the transaction of business on the basis that the meeting was not properly called.

3.8 Omission to give notice

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.

PART 4 – REQUISITIONED MEETINGS

4.1 Call of general meeting after requisition

If 10% or more of the Ordinary Members (in this Part called the "Requisitionists") deliver to the Society a requisition which complies with Bylaw 4.2, the Directors must call a general meeting of the Society, to be held within 60 days after the date of the Society's receipt of the requisition, to consider the business stated in the requisition.

4.2 Contents of requisition

The requisition must:

- (a) contain the names of, and be signed by, the Requisitionists;

- (b) state, in 200 words or less, the business to be considered at the meeting, including any special resolution the Requisitionists wish to have considered at the meeting;
- (c) be delivered to the registered office of the Society, and
- (d) be sent to each Director.

4.3 Failure to call meeting

If, within 21 days after the date of the delivery of the requisition, the Directors do not call a general meeting, a majority of the Requisitionists may call the meeting within 60 days after the expiry of the 21 day period, to be held within 60 days of the expiry of the 60 day period.

4.4 Procedure at general meeting

A general meeting called by the Requisitionists must be called and held in the same manner, as nearly as possible, as a general meeting called and held by the Directors except that notice of the meeting must be sent to every Director as well as to every Member.

4.5 Reimbursement of expenses

Unless otherwise resolved by ordinary resolution at the general meeting called under Bylaw 4.3, the Society must reimburse the Requisitionists for the expenses actually and reasonably incurred by them in requisitioning, calling and holding that meeting. Notice of such resolution need not be included in the notice of the meeting.

PART 5 – PROCEEDINGS AT GENERAL MEETINGS

5.1 Special business at general meeting

Special business is:

- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
- (b) all business transacted at an annual general meeting, except:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the reports of the Directors and auditor;
 - (iv) the appointment of the auditor; and
 - (v) the other business that, under these Bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors.

5.2 Requirement of quorum

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

5.3 Quorum

Except at a meeting called under the provisions of Part 4, a quorum is 25 Members present in person or represented by proxy or a greater number that the Members may determine at a general meeting.

5.4 Quorum at requisitioned meetings

At a meeting called under Part 4, a quorum is 10% of the Members of the Society.

5.5 Lack of quorum

If, within 30 minutes from the time set for holding a general meeting, a quorum is not present,

- (a) in the case of a meeting convened on the requisition of Members, the meeting is terminated; and
- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the Members who are present in person or represented by proxy constitute a quorum for that meeting.

5.6 Loss of quorum

If at any time during a general meeting there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.

5.7 Chair

The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Directors to preside as the chair;
- (b) if the Directors have not appointed an individual to preside as the chair or the individual appointed by the Directors is unable to preside as the chair:
 - (i) the Chair of the Board;
 - (ii) the Vice-Chair, if the Chair of the Board is unable to preside as the chair;
 - (iii) the Immediate Past Chair of the Board, if both the Chair of the Board and the Vice-Chair are unable to preside as the chair;
 - (iv) one of the other Directors present at the meeting, if the Chair of the Board, the Vice-Chair and the Immediate Past Chair of the Board are unable to preside as the chair.

5.8 Alternative chair

If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the Members who are present in person or represented by proxy must elect an individual present at the meeting to preside as the chair.

5.9 Adjournment

The chair of a general meeting may, or, if so directed by the Members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

5.10 Notice of adjourned meeting

It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 10 days or more, notice of the continuation of the adjourned meeting must be given.

5.11 Casting vote

In case of an equality of votes the chair will not have a casting or second vote in addition to the vote to which he or she may be entitled as a Member and the proposed resolution will not pass.

5.12 Method of voting

Voting will be by a show of hands, an oral vote or another method that adequately discloses the intention of the Members, except that if, before such a vote, one or more Members requests a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

5.13 Announcement of vote

Whenever a vote by show of hands has been taken upon a question, unless a ballot is requested, a declaration by the chair of the meeting that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Society is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

5.14 Rules of order

Rules of order at all meetings of members must be those set out in the latest edition of *Robert's Rules of Order* at the time of such meeting to the extent that such rules of order are not inconsistent with the *Societies Act* or these Bylaws.

PART 6 – PROXIES

6.1 Proxies are permitted

Voting by proxy is permitted

6.2 Appointment of proxyholder

An Ordinary Member of the Society may appoint any other Ordinary Member of the Society, including an Ordinary Member who must be at least 18 years of age, as a proxyholder to attend, act and vote for the Ordinary Member at a general meeting.

6.3 Restrictions on number of proxies

No proxyholder shall represent more than nine Ordinary Members (in addition to himself or herself). Any person who receives more than nine proxies appointing him or her as a proxyholder for a meeting shall immediately upon receipt of each of the excess proxies notify the Ordinary Member who signed the proxy that he or she cannot be a proxyholder for that Ordinary Member.

6.4 Signature of proxy

A proxy must be in writing signed by the appointor.

6.5 Deposit of proxies

A proxy for a meeting of Members must:

- (a) be received at the registered office of the Society or at any other place specified, in the notice calling the meeting, for the receipt of proxies, at least the number of business days specified in the notice, or if no number of days is specified, two business days before the day set for the holding of the meeting or any adjourned meeting; or
- (b) unless the notice provides otherwise, be received at the meeting, by the chair of the meeting or adjourned meeting or to a person designated by the chair of the meeting or adjourned meeting.

6.6 Validity of proxies before notice of death or revocation

A vote given in accordance with the terms of a proxy is valid despite the previous death of the Ordinary Member giving the proxy or revocation of the proxy or of the authority under which the proxy is given, unless notice in writing of the death or revocation has been received at the registered office of the Society or by the chair of the meeting or adjourned meeting for which the proxy was given before the vote is taken.

6.7 Form of proxy

A proxy, whether for a specified meeting or otherwise, must be in the following form, unless the Directors or the chair of the meeting approve another form:

Canadian Mental Health Association, B.C. Division

The undersigned, who is an Ordinary Member of the Society, hereby appoints _____ or failing that person _____ as proxyholder for the undersigned to attend, act and vote for and on behalf of the undersigned at the general meeting of the Society to be held on the [date] and at any adjournment of that meeting.

Signed on [date]

(Signature of member)

(Name of member - printed)

6.8 Revocation of proxy

Every proxy may be revoked by an instrument in writing:

- (a) executed by the Ordinary Member giving the proxy; and
- (b) delivered either at the registered office of the Society at any time up to and including the last business day preceding the day of the meeting or any adjournment of the meeting at which the proxy is to be used or to the chair of the meeting on the day of the meeting or any adjournment of the meeting before any vote in respect of which the proxy is to be used has been taken;

or in any other manner provided by law.

6.9 Inquiries into authority

The chair of any general meeting may, but is not under any obligation to, inquire into the authority of any person to vote at such meeting and to demand from that person production of evidence as to the existence of such authority to vote.

PART 7 – ELECTION OF DIRECTORS BY BALLOT

7.1 Deadline for receipt of nominations and consents

By April 30 of each year, the Directors must set a deadline date (the “Nomination Date”) for receipt by the Chief Executive Officer of the nominations and consents referred to in Bylaw 7.2, and the Chief Executive Officer must communicate this date to the Members by posting it on the Society’s website.

7.2 Nomination of candidates

The nomination of a candidate for election as a Director in the election by ballot provided for in this Part is valid only if:

- (a) the nominee is qualified to be a Director in accordance with Bylaw 8.3;
- (b) the person is nominated by the Nominating Committee or nominated in writing by at least ten Members of the Society in good standing who are eligible to vote on the election of Directors;
- (c) the nominee consents in writing to the nomination; and
- (d) the nomination and consent are received by the Chief Executive Officer on or before the Nomination Date.

7.3 List of Ordinary Members

By the later of April 30 or such other date as may be determined by the Directors in each year and of which notice has been given to each Branch (the “List Deadline”), each Branch must provide to the Chief Executive Officer a list of its ordinary members, containing the proper names and addresses of the ordinary members and indicating whether those ordinary members are in good standing. The Chief Executive Officer is responsible to ensure that immediately

following the List Deadline the Society's register of members, which includes the list of Ordinary Members, is updated. The list of Ordinary Members must list in alphabetical order the names of all Ordinary Members of the Society.

7.4 Additions to list of Ordinary Members

By June 15 of each year, each Branch must provide to the Chief Executive Officer a supplemental list of any additional ordinary members who have been approved for membership after the List Deadline. The supplemental list must contain the proper names and addresses of the additional ordinary members and indicate whether they are in good standing. The Chief Executive Officer is responsible to ensure that by June 30 of each year such new ordinary members are added to the list of Ordinary Members.

7.5 Examination of list of Ordinary Members

An Ordinary Member of the Society may examine the list of Ordinary Members at the registered office of the Society during the normal office hours of the Society. An Ordinary Member of the Society who has reason to believe that a list of Ordinary Members improperly includes or omits a name may, before the election, report the error to the Chief Executive Officer. The Chief Executive Officer must promptly investigate a report made under this Bylaw and correct any error that exists. All communications between any of the Directors and Members with regards to the information contained in the list of Ordinary Members are subject to the privacy policy of the Society.

7.6 Number of Directors to be elected

The number of Directors to be elected each year under this Part is the difference of ten less the number of Directors who have been elected in a past year under this Part and will continue in office in the term for which they were elected after the declaration of candidates elected under this Part for the current year.

7.7 Voting procedure

The Chief Executive Officer is responsible to ensure that, by June 30 of each year, there is given to each Ordinary Member whose name is on the list of Ordinary Members prepared under Bylaws 7.3 and 7.4 and is entitled to vote on the election of Directors the following:

- (a) a ballot containing in alphabetical order the names of all candidates for election as a Director and an indication whether the candidate has been nominated by the Nominating Committee;
- (b) instructions on how to vote;
- (c) a declaration of eligibility to vote;
- (d) biographical information received from the candidates.

Notwithstanding the foregoing provisions of this Bylaw 7.7, if the number of persons nominated pursuant to Bylaw 7.2 is equal to the number of Directors to be elected in a year as determined under Bylaw 7.6, then voting as prescribed by this Bylaw 7.7 will not be necessary and the persons nominated pursuant to Bylaw 7.2 and 10.6(b) shall be elected as Directors by acclamation.

7.8 Accidental omission

The accidental omission to include any Ordinary Member of the Society on the list of Ordinary Members prepared under Bylaws 7.3 and 7.4 or give the material referred to in Bylaw 7.7 to any Ordinary Member of the Society entitled to vote on the election of Directors or the non-receipt of the material does not invalidate an election.

7.9 Validity of ballot

For a ballot to be valid, the Ordinary Member must:

- (a) vote in accordance with the instructions with the ballot;
- (b) confirm their ordinary membership by submitting the electronic voting permission in accordance with the instructions with the ballot; and
- (c) vote for exactly the number of candidates to be elected.

7.10 Replacement ballot or electronic voting permission

The Chief Executive Officer may issue a replacement ballot or electronic voting permission to an Ordinary Member who satisfies the Chief Executive Officer that the ballot or electronic voting permission has been mistakenly trashed or deleted or was not received. The Chief Executive Officer must keep a record of voters to whom a replacement ballot or electronic voting permission has been issued and provide a report to the Chair of the Board on a timely basis.

7.11 End of election

The election of Directors by ballot ends at 4:00 p.m. on the second Friday in August of each year.

7.12 Verification of the results of the election

The Board must verify the results of the election by reviewing the report on the results of the ballots, in consultation with the service provider who provides the ballot service.

7.13 Declaration and notice of candidates elected

The chair of the Nominating Committee must declare elected the candidates elected by acclamation under Bylaw 7.7 or, if a ballot is conducted under Bylaw 7.7, the chair of the Nominating Committee must declare elected the candidates who receive the greatest number of votes up to the number of Directors to be elected. If, as a result of a tie vote, the chair of the Nominating Committee cannot determine all of the candidates elected, the successful candidate will be determined by the drawing of lots under the supervision of the Chief Executive Officer. The Chair of the Nominating Committee will (a) notify the nominees of the results of the election by the third Friday in August following the election and (b) notify the Board and the Ordinary Members by posting a notice on the website maintained by the Society by the second Friday in September following the election.

7.14 Review by Executive Committee

- (a) A candidate who is not elected in an election for Directors may apply in writing to the Executive Committee for a review of the election by no later than the fourth

Friday in August following the election and he or she must state in the application the reasons for requesting a review

- (b) Upon receipt of an application under Bylaw 7.14(a), the Executive Committee must forthwith review the application. On or before the 2nd Friday in September following the election the Executive Committee must make its decision regarding the election and must notify in writing the candidate who made application under Bylaw 7.14(a) of its decision. The decision of the Executive Committee will be final and the Executive Committee will not be required to give its reasons for its decision.
- (c) The Chief Executive Officer must retain the voting records and other documents relating to an election for at least 14 days after the election or, if a review is taken under Bylaw 7.14(b), until that review has been completed.

7.15 Timing of events in election

Notwithstanding that this Part 7 sets out certain timelines and dates by which certain events are to occur in the election, if as a result of extraordinary circumstances the Directors are of the opinion that it is reasonable to alter the timelines and dates for the election in a particular year, the Directors are entitled to do so, provided that in making that decision they act fairly and in the interest of transparency and encouraging Member participation in the election.

PART 8 – DIRECTORS

8.1 Powers of Directors

The Directors must manage the activities and the affairs of the Society and may exercise all the powers of the Society.

8.2 Composition of board

The Board of the Society consists of:

- (a) the Immediate Past Chair of the Board if her term as Chair of the Board did not end with her resignation or her removal from office with cause;
- (b) those persons elected by the Members who have not ceased to hold office;
- (c) any additional Directors appointed by the Board under Bylaws 8.8 and 8.9.

8.3 Qualification

Subject to Bylaw 8.15, in order to become, act or continue to act as a Director, a person must:

- (a) be qualified as required by the *Societies Act*, except that no person is qualified to become or act as a Director of the Society who is under the age of 19 years;
- (b) be a Member of the Society;
- (c) not be a Staff Member;

- (d) not be an Ineligible Individual, unless that person received the approval of the Directors to remain a Director within 30 days after making the disclosure required by Bylaw 8.4.

8.4 Duty to disclose

Every Director who is or becomes an Ineligible Individual or not qualified to continue to act as a Director as required by the *Societies Act* will disclose such fact to the Directors immediately upon learning that he or she has become an Ineligible Individual or not qualified.

8.5 Term of office

The term of office of a Director will be three years, to expire at the conclusion of the third annual general meeting following election, or, if no successor is elected at the annual general meeting, to expire when a successor is elected. In order to maintain staggered terms of office, the Directors may by resolution determine that some or all vacant Directors' offices will have a different term, provided that a term cannot extend beyond four years, to expire at the conclusion of the fourth annual general meeting following election.

8.6 Maximum Terms of Directors

Except for the Director who is currently holding the office of Immediate Past Chair of the Board, no Director may hold office for more than three consecutive terms of three years each and in any event, no Director may hold office for more than 10 consecutive years (either period being referred to as the "Maximum Term"). If an individual holds office as a Director for the Maximum Term, he or she may be considered as a nominee for a Directorship only after one year has passed since the expiry of the Maximum Term.

8.7 Vacation of office

A person will automatically cease to be a Director:

- (a) upon the date the Society receives the Director's written resignation at the registered office of the Society;
- (b) unless excused by the Board, upon the Director failing to participate in two consecutive meetings of the Board;
- (c) upon ceasing to be qualified as Director under Bylaw 8.3;
- (d) if holding office as Immediate Past Chair of the Board, upon the next Chair of the Board becoming eligible to hold office as a Director under Bylaw 8.2(a);
- (e) upon his or her removal under Bylaws 8.11 or 8.12; and
- (f) upon his or her death.

8.8 Casual vacancies

The Board may at any time and from time to time appoint a Member as a Director to fill a casual vacancy in the Board.

8.9 Additional Directors

The Directors may from time to time appoint up to five additional Directors on the basis of identified need. If none of the existing elected Directors is a Person with Lived Experience, then at least one additional Director appointed pursuant to this Bylaw must be a Person with Lived Experience. If none of the existing elected Directors is a Youth, then at least one additional Director appointed pursuant to this Bylaw must be a Youth.

8.10 Term of appointed Director

The term of office of a Director appointed by the Directors under Bylaw 8.8 shall be for the balance of the term of office of the Director whose vacancy in the Board they were appointed to fill. The term of office of a Director appointed by the Directors under Bylaw 8.9 shall be for a term of up to three years to be determined in the discretion of the Directors.

8.11 Removal of Directors by Members

The Members may by special resolution remove a Director, before the expiration of his or her term of office, and may elect a successor by ordinary resolution to complete the term of office.

8.12 Removal of Directors by Directors

The Directors may by a resolution of at least two-thirds of the Directors present at a meeting remove a Director before the expiration of his or her term of office. Notice of the proposed expulsion must be provided to the Director at least two business days in advance of the meeting, including reasons. The Director must be given a reasonable opportunity to make representations to the Board respecting the proposed expulsion. Notice of the meeting must be sent to each Director and must include the proposed expulsion on the agenda.

8.13 Invalidation of acts

No act or proceeding of the Directors will be invalid only by reason of there being fewer than the prescribed number of Directors in office.

8.14 Remuneration

No Director will receive any remuneration for being or acting as a Director but a Director will be entitled to receive reimbursement for reasonable expenses necessarily incurred by the Director in performing his or her duties as a Director.

8.15 Cooling-off period

No current or former Director shall be considered for employment with the Society until one year has passed since the completion of that individual's most recent term as a Director. No current or former employee of or Consultant to the Society or a Branch will be eligible as a nominee for Director until one year has passed since the termination of that individual's employment or consulting engagement with the Society or a Branch.

PART 9 – PROCEEDINGS OF DIRECTORS

9.1 Meetings

The Directors may make such rules and regulations for the conduct of their business as they think fit, provided that such rules and regulations are not inconsistent with the Constitution and these Bylaws.

9.2 Calling of Directors' meeting

Meetings of the Directors may be called by the Chair of the Board or under the written direction of any five Directors, and will be held at such time, place, and manner as specified in the notice. No formal notice of any meeting of the Directors is necessary if all the Directors are present or if those absent have signified their consent to the meeting being held in their absence.

9.3 Notice of meeting

It is not necessary to give notice of a meeting of the Directors to a Director if the meeting is to be held immediately following a meeting of Members at which that Director was elected or appointed, or is the meeting of the Directors at which that Director is appointed.

9.4 Voting

Questions arising at any meeting of the Directors will be decided by a majority of votes, except where these Bylaws require otherwise, and the chair may not vote on any motion or resolution except in the case of an equality of votes at any meeting of the Directors, when the chair is entitled to a deciding vote.

9.5 Quorum

The Directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum will be a simple majority of the Directors then in office.

9.6 Chair

The Chair of the Board will be chair of all meetings of the Directors, but if the Chair of the Board has given prior notice that he or she will be unable to attend, or if at a meeting the Chair of the Board is not present within 15 minutes after the time appointed for holding the meeting, the Vice-Chair will act as chair. If neither the Chair of the Board nor the Vice-Chair is present, the Directors present may choose one of their number to be chair at that meeting.

9.7 Meetings held by electronic means

Any meeting of the Directors, may also be held, or any Director may participate in any meeting of the Directors which he or she is entitled to attend, by telephone or other communications medium, including e-mail, as long as all the Directors participating in the meeting are able to communicate with one another. All such Directors so participating in any such meeting will be deemed to be present in person at the stated location of such meeting and will be entitled to vote in a manner that adequately discloses their intentions.

9.8 Consent resolution

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors, is valid as if passed at a meeting of the Directors.

PART 10 – COMMITTEES

10.1 Appointment of committees

The Directors may by resolution appoint committees which may be in whole or in part composed of Directors and may delegate to such committees, between meetings of the Board, any powers of the Directors (except the power to change the membership of, or fill vacancies in, any such committees and except the power to appoint or remove officers appointed by the Board) subject to such limitations as may be prescribed by the Directors.

10.2 Establishment of Executive Committee

There is hereby constituted an executive committee (the “Executive Committee”) chaired by the Chair of the Board and otherwise consisting of the Immediate Past Chair of the Board (if her term as Chair of the Board did not end with her resignation or her removal from office with cause), the Vice-Chair, the Secretary and the Treasurer.

10.3 Powers of the Executive Committee

The Executive Committee will have, and may exercise (subject to the restrictions, if any, as may be specified in a resolution of the Board of Directors) during the intervals between the meetings of the Board, all powers of the Board except the power to change the membership of, or fill vacancies in, the Executive Committee or the Nominating Committee and except the power to appoint or remove officers appointed by the Board.

10.4 Establishment of Nominating Committee

There is hereby constituted a nominating committee (the “Nominating Committee”) chaired by the Immediate Past Chair of the Board or such other Director that the Board considers appropriate. At least six months before each annual general meeting, the Board of Directors is responsible to appoint at least three Ordinary Members of the Society to the Nominating Committee and, in doing so, must ensure that:

- (a) the members of the committee represent different areas of the Province;
- (b) at least one member of the committee represents an area outside the Greater Vancouver Regional District; and
- (c) at least one member of the committee is a self-identified Person with Lived Experience.

10.5 Request for Nominations

Each year, the chair of the Nominating Committee will give a notice in writing to the other members of the Nominating Committee requesting nominations for the election of Directors as provided for in Part 7. The notice must generally describe the knowledge and experience that the Board considers necessary or desirable in respect of potential nominees to meet the organizational needs of the Society as determined by the Board.

10.6 Duties of the Nominating Committee

The Nominating Committee is responsible for:

- (a) considering people who might be nominated as Directors for election as provided for in Part 7 and, in doing so, considering the principle that the Directors as a group should meet the organizational needs of the Society as determined by the Board;
- (b) presenting a slate of persons for election as Directors as provided for in Part 7, which may include a list of names equal to or more than the number of Directors to be elected in such year pursuant to Bylaw 7.6;
- (c) making recommendations to the Board at its meeting immediately following the conclusion of each annual general meeting regarding the officers of the Society.

10.7 Nomination of members of the Nominating Committee

Any person nominated by the Nominating Committee for election as a Director must forthwith resign from the Nominating Committee.

10.8 Chair of the Board and Chief Executive Officer as member of all committees

The Chair of the Board is an ex officio member of every committee, and except for the Executive Committee, Nominating Committee and as restricted by a specific resolution of the Board, the Chief Executive Officer is an ex officio member of every committee.

10.9 Proceedings of committees

The Executive Committee, the Nominating Committee and any committee may meet and adjourn as it thinks proper and may make rules for the conduct of their business and may appoint such assistants as they deem necessary, subject to the following rules:

- (a) a majority of the members of such a committee constitute a quorum;
- (b) questions arising at any meeting of the committee will be determined by a majority of the votes of the members of such committee present, and the chair of the committee may not vote on any motion or resolution except in the case of an equality of votes at any general meeting, when the chair of the committee is entitled to a deciding vote;
- (c) a resolution approved in writing by all the members of the committee will be as valid and effective as if it had been passed at a meeting of such committee duly called and constituted;
- (d) Part 11, Conflicts of Interest will apply to members of a committee as if the members of the committee were Directors and the meetings and resolutions of the committee were Directors' meetings and resolutions.

10.10 Minutes

Every committee must keep regular minutes of its transactions and meetings, and must report on its transactions and meetings to the Directors at such time as the Directors may require.

10.11 Revocation of authority

The Directors may at any time revoke or override any authority given to or any act done by any committee appointed pursuant to these Bylaws.

PART 11 – CONFLICTS OF INTEREST

11.1 Disclosure of interest

Subject to the *Societies Act*, a Director or senior manager who has a direct or indirect material interest in:

- (a) a contract or transaction, or a proposed contract or transaction, of the Society; or
- (b) a matter that is or is to be the subject of consideration by the Directors, if that interest could result in the creation of a duty or interest that materially conflicts with that Director or senior manager's duty or interest as a Director or senior manager of the Society,

must:

- (c) disclose fully and promptly the nature and extent of his or her interest to the Directors;
- (d) abstain from voting on a Directors' resolution or consenting to a consent resolution of Directors in respect of the contract, transaction or matter;
- (e) leave a Directors' meeting when the contract, transaction or matter is discussed, unless asked by the Directors to be present to provide information, and when the Directors vote on the contract, transaction or matter; and
- (f) refrain from any action intended to influence the discussion or vote.

11.2 Accountability

A Director or senior manager referred to in Bylaw 11.1 must pay to the Society an amount equal to any profit made by the Director or senior manager as a consequence of the Society entering or performing a contract or transaction:

- (a) unless he or she complies with Bylaw 11.1, the disclosure of interest is evidenced in the minutes of the Directors' meeting or in a consent resolution of Directors, and, after the disclosure, the contract or transaction is approved by a Directors' resolution; or
- (b) unless the contract or transaction is approved by the Members by special resolution after the nature and extent of the Director's interest in the contract or transaction has been fully disclosed to the Members.

PART 12 – OFFICERS

12.1 Officers

The Directors must elect amongst themselves the following officers

- (a) Chair of the Board;
- (b) Vice-Chair;
- (c) Secretary; and

- (d) Treasurer.

12.2 Term of elected officers

Officers elected under Bylaw 12.1 will hold office until their successors are duly elected, subject to removal from office by the Board of Directors at any time with or without cause and with or without notice.

12.3 Multiple offices

The offices of Secretary and Treasurer may be held by the same individual.

12.4 Chief Executive Officer

The Directors may from time to time appoint a Chief Executive Officer of the Society with such authority and such duties as are determined by the Directors. The Chief Executive Officer will be a senior manager of the Society pursuant to the *Societies Act*. Except as restricted by a specific resolution of the Board or the Executive Committee, the Chief Executive Officer has the right to notice of and to attend all meetings of the Board and all committees of the Board, except meetings that are identified as *in camera* meetings.

12.5 Duties of Chair of the Board

The Chair of the Board will provide leadership to the Society and is responsible for working closely with all Officers to carry out the directions of the Board. The Chair of the Board may preside at all meetings of Directors.

12.6 Duties of the Vice-Chair

A Vice-Chair is responsible to assist the Chair of the Board at all times in any or all of the duties of the Chair of the Board as the Chair of the Board decides.

12.7 Duties of Treasurer

The Treasurer will be responsible for making the necessary arrangements for:

- (a) keeping the accounting records as required by the *Societies Act* and the *Income Tax Act*; and
- (b) preparing the Society's financial statements.

12.8 Duties of Secretary

The Secretary will be responsible for making the necessary arrangements for:

- (a) issuing notices of meetings of the Members and the Directors;
- (b) keeping minutes of all meetings of the Members and the Directors;
- (c) keeping the records of the Society in accordance with the *Societies Act*; and
- (d) custody of the seal of the Society, if any.

12.9 Absence of Secretary

If the Secretary is absent from any meeting of the Members or the Directors, the Directors may appoint another person to act as secretary at the meeting.

12.10 Other officers

The Directors may from time to time appoint such other officers as may be necessary to carry out the objects of the Society and such officers will have such authority and perform such duties as are determined by the Directors.

PART 13 – INDEMNITIES TO DIRECTORS AND OTHERS

13.1 Definitions

In this Part 13:

- (a) “eligible party”, in relation to the Society, means an individual who is or was a Director or senior manager of the Society or who holds or held an equivalent position in a subsidiary of the Society;
- (b) “eligible proceeding” means a legal proceeding or investigative action, whether current, threatened, pending or completed, in which an eligible party or heir or personal or other legal representative of the eligible party, by reason of the eligible party being or having been a Director or senior manager of the Society, or holding or having held an equivalent position in a subsidiary of the Society,
 - (i) is or may be joined as a party, or
 - (ii) is or may be liable for or in respect of a penalty in, or expenses related to, the legal proceeding or investigative action;
- (c) “expenses” includes costs, charges and expenses, including legal and other fees, but does not include penalties;
- (d) “penalty” means a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, an eligible proceeding and “penalties” means all such judgments, penalties, or fines.

13.2 Mandatory indemnification of Directors and senior managers

Subject to the *Societies Act*, the Society must indemnify an eligible party and his or her heirs and personal or legal representatives against all penalties to which such person is or may be liable, and the Society must, after the final disposition of an eligible proceeding, pay the expenses actually and reasonably incurred by such person in respect of that proceeding.

13.3 Society may purchase insurance

- (a) The Society must purchase and maintain insurance for the benefit of a person who is or was an eligible party or officer of the Society and that person’s personal representatives and estate against any liability incurred by any such person as Director or officer of the Society; and

- (b) The Society may purchase and maintain insurance for the benefit of any other person who has undertaken or is about to undertake any liability on behalf of the Society and that person's personal representatives and estate against any liability incurred by any such person in such capacity.

PART 14 – EXECUTION OF INSTRUMENTS

14.1 Seal

The seal of the Society, if any, must be kept in the custody of the Secretary of the Society and must not be affixed to any instrument except by and in the presence of any two Directors of the Society, or in the presence of such officer, officers, Director or Directors as may be prescribed by a resolution of the Directors.

14.2 Execution of documents

Documents requiring execution by the Society may be signed by:

- (a) the Chair of the Board, together with any other officer; or
- (b) any two Directors,

and all documents so signed will be binding upon the Society without any further authorization or formality. The Directors may appoint any officer or any person on behalf of the Society to sign documents generally or to sign specific documents.

PART 15 – FINANCIAL

15.1 Borrowing

For purposes of carrying out the objects of the Society, the Directors may borrow or raise or secure the payment of money in such manner as they think fit, and in particular but without limiting the generality of the foregoing, the Directors may:

- (a) borrow money in the manner and amount, on the security, from the sources and on the terms and conditions that the Directors consider appropriate;
- (b) issue bonds, debentures and other debt obligations either outright or as security for any liability or obligation of the Society or any other person and at such discounts or premiums and on such other terms as the Directors consider appropriate;
- (c) guarantee the repayment of money by any other person or the performance of any obligation of any other person; and
- (d) mortgage, charge, whether by way of specific or floating charge, grant a security interest in, or give other security on, the whole or any part of the present and future assets and undertaking of the Society.

15.2 Investment

In investing the funds of the Society, the Society will not be limited to securities and investments in which trustees are authorized by law to invest, but may invest its funds in any investment or investments in which a prudent investor might invest.

PART 16 – AUDITOR

16.1 Appointment of auditor

At each annual general meeting, the Members will appoint a qualified person, who is not a Director, senior manager, employee, or a partner, employer, employee or member of a Director, senior manager, or employee, to hold office as auditor until the close of the annual general meeting following the appointment, or, if the auditor is not re-elected and no successor is appointed at the annual general meeting, until a successor is appointed.

16.2 Remuneration

The Directors may fix the remuneration of the auditor.

16.3 Vacancy in office

If there is a vacancy in the office of auditor, the Directors may appoint an auditor to hold office until the close of the next annual general meeting.

16.4 Removal of auditor

The Members may by ordinary resolution remove an auditor before the expiration of the auditor's term of office at a general meeting called for that purpose, and must appoint a successor by ordinary resolution to complete the term of office. At least 14 days before the notice of meeting is sent, the Society must send to the auditor:

- (a) notice of the intention to call the meeting, including the date on which the notice of meeting is proposed to be sent; and
- (b) a copy of all of the matters proposed to be sent to the Members regarding the meeting.

If the Society receives written representations from the auditor respecting the auditor's proposed removal and receives those representations at least seven days before the date on which the notice of meeting is sent, the Society must include those representations with the notice of meeting.

16.5 Rights of auditor

The auditor is entitled:

- (a) to notices of general meetings and other communication relating to meetings to which Members are entitled,
- (b) to attend general meetings, and
- (c) to be heard at general meetings on any part of the business of the meeting that deals with the financial statements of the Society or any other matter with respect to which the auditor has a duty or function.

PART 17 – NOTICES

17.1 Method of giving notice

Any notice or other record required by the *Societies Act* or the Bylaws to be sent by or to a person must be in writing and may be sent by delivery, fax, electronic means (which includes email), or mail at or to:

- (a) in the case of a Director or Member, the person's latest address as shown in the records of the Society; or
- (b) the last address of such person known to the Society.

17.2 When notice is deemed given

When a notice or other record is sent by the following means, that notice or record is deemed to have been given at the following times:

- (a) if delivered, at the time of delivery;
- (b) if sent by fax, at the time of transmission;
- (c) if sent electronically, at the time of sending the message; and
- (d) if sent by mail, 48 hours (Saturdays, Sundays and holidays exempted) following the date at mailing.

17.3 Interruption of mail service

If there is an interruption in normal mail service due to strike, labour unrest or other cause at or before the time a notice is required to be given the notice will be (a) posted on the website maintained by the Society; and (b) sent by the Society to the Branches for posting by each Branch at their respective office. Any such notice will be deemed to have been given on the date of the posting of the notice on the website.

17.4 Waiver of notice

Where a notice or other record is required to be sent pursuant to the Bylaws or the *Societies Act*, the person entitled to receive the notice or other record may consent in writing to waive either the sending of the notice or other record or the time within which the notice or other record must be sent.

17.5 Deemed notice of general meetings

Notwithstanding any other provision in this Part 17, if the Society has more than 250 members, notice of a general meeting will be deemed to have been given if:

- (a) notice is sent to the every Member who has provided an email address to the Society, by email to that email address; and
- (b) notice of the meeting is posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Society and is accessible to all of the Members of the Society.

17.6 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.

17.7 Certificate of sending

A certificate signed by the Secretary, if any, or member of the Executive Committee of the Society stating that a notice or other record was sent in accordance with this Part is conclusive evidence of that fact.

17.8 Record date

For the purpose of determining which Members are entitled to notice of or to vote or to be counted in quorum at a general meeting, the record date is the 14th day before the date on which the notice of the meeting is given to the Members.

PART 18 – MISCELLANEOUS

18.1 Inspection of records

The records of the Society will be open to the inspection of the Directors. Subject to the *Societies Act*, the following records of the Society will be open to the inspection of the Members:

- (a) the Society's certificate of incorporation;
- (b) each certified copy, furnished to the Society by the Registrar, of the Constitution, the Bylaws, and the statement of Directors and registered office of the Society;
- (c) each confirmation, other certificate or certified copy of a record furnished to the Society by the Registrar, other than in response to a request;
- (d) a copy of each order made in respect of the Society by any court or tribunal, or a federal, provincial, or municipal government body, agency or official;
- (e) the Society's register of Directors including contact information provided by each Director;
- (f) each written consent to act as Director and each written resignation of a Director;
- (g) a copy of every record evidencing a disclosure by a Director or senior manager;
- (h) the Society's register of Members including contact information provided by each Member;
- (i) the Members' minutes of meetings and written resolutions; and
- (j) the financial statements of the Society and the auditor's report, if any, on those financial statements.

The following records of the Society will not be open to the inspection of Members unless otherwise determined by the Directors, at their discretion:

- (a) the Directors and the Executive Committee's minutes of meetings and written resolutions; and
- (b) adequate accounting records for each of the Society's financial years, including a record of each transaction materially affecting the financial position of the Society.

18.2 Extent of right to inspect register of Members

Notwithstanding Bylaw 18.1, the Board may, by Directors' resolution, restrict the Members' rights to inspect the Society's register of Members if the Board is of the opinion that the inspection would be harmful to the Society or to the interests of one or more of its Members.

18.3 Time of inspection

The Board may impose a reasonable period of notice before which, and reasonable restrictions on the times during which a Member may inspect a record.

18.4 Financial year

Until otherwise determined by the Directors, the financial year end of the Society is March 31.

18.5 Amendments to Bylaws

These Bylaws will not be altered or added to except by special resolution.

18.6 Amendments to former constitutional provisions

If the Society is a designated pre-existing society under the *Societies Act*, it must obtain the consent of the designated minister prior to making any amendments to a provision identified in the bylaws as having previously been an unalterable provision.

PART 19 – FORMER CONSTITUTIONAL PROVISIONS

19.1 Former constitutional provision 3

The purposes of the Society shall be carried out without purpose of gain of its members and any profits or other accretions to the Society shall be used for promoting its purposes. This provision was previously unalterable.

19.2 Former constitutional provision 3A

No part of the income of the Society shall be payable to or be otherwise available for the benefit of any member of the Society. This provision was previously unalterable.

19.3 Former constitutional provision 3B

The Society shall not pay any remuneration or profit, directly or indirectly, to any director for services as a director, but the Society may defray any expenses incurred by a director in the performance of his or her duties. This provision was previously unalterable.

19.4 Former constitutional provision 3C

The Society shall devote all its resources to charitable activities, and the Society shall carry out its activities exclusively for charitable purposes. This provision was previously unalterable.

19.5 Former constitutional provision 4

In the event of dissolution of the Association, the assets remaining after payment of all liabilities shall be directed to the national parent body, the Canadian Mental Health Association, or to one or more recognized charitable organizations in British Columbia or Canada. This provision was previously unalterable.

19.6 Former constitutional provision 5

In the event of dissolution of an unincorporated Branch, assets remaining after the payment of all liabilities shall remain with the community formerly served by the Branch, with the distribution of such assets being determined by an impartial body comprising the members of the former Branch at the time of its dissolution and such concerned local residents as may be jointly agreed upon by the members of the former Branch at the time of its dissolution and the Board of Directors of the Association. This provision was previously unalterable.

19.7 Former constitutional provision 6

Where, in the event of the dissolution of an unincorporated Branch, its assets are not sufficient to provide for the payment of all its liabilities, all assets of the Branch shall be paid, transferred or delivered to the Association, and the Association shall assume all outstanding liabilities of the Branch existing at the time of its dissolution. This provision was previously unalterable.

19.8 Former constitutional provision 7

In the event of the dissolution of an unincorporated Branch, assets remaining after all debts have been paid or provision for such payment has been made, shall be disposed of in accordance with the by-laws of that Branch and the requirements of the *Society Act*. This provision was previously unalterable.

19.9 Former constitutional provision 8

The Association shall assume no responsibility for any unpaid debts or liabilities of an unincorporated Branch, except by special resolution of the members of the Association at an extra-ordinary general meeting. This provision was previously unalterable.

19.10 Former constitutional provision 9

Paragraphs 3, 4, 5, 6, 7, 8, and 9 of the Constitution are unalterable in accordance with the *Society Act*. This provision was previously unalterable.

19.11 Former constitutional provision 10

Paragraphs 3A, 3B, 3C and 10 of the Constitution are unalterable in accordance with the *Society Act*. This provision was previously unalterable.